

CONGREGATION BETH DAVID BYLAWS

Congregation Approved: December 5, 1999

Article 1.0 Name, Objective and Affiliation

- 1.1 Name
- 1.2 Objective
- 1.3 Affiliation

Article 2.0 Membership and Privileges

- 2.1 Eligibility
- 2.2 Membership Classes
 - 2.2.1 Married Membership
 - 2.2.2 Unmarried Membership
 - 2.2.3 Honorary Membership
 - 2.2.4 Limited Membership
- 2.3 Extensibility of Membership to Dependents
- 2.4 Application for Membership
- 2.5 Good Standing
- 2.6 Cancellation of Membership
- 2.7 Expulsion of Member
- 2.8 Withdrawal of Membership
- 2.9 Privileges of Members
- 2.10 Privileges of Non-Members
- 2.11 Limitation on Size of Membership

Article 3.0 Congregational Meetings

- 3.1 Annual Meetings
- 3.2 Special Meetings
- 3.3 Quorum and Voting

Article 4.0 Dues and Assessments

- 4.1 Changes
- 4.2 Financial Policy
- 4.3 Fiscal Year
- 4.4 Obligations Upon Termination of Membership

Article 5.0 Board of Directors

- 5.1 Composition of the Board of Directors
 - 5.1.1 Special Members
- 5.2 Powers and Duties of the Board of Directors
- 5.3 Board of Directors Meetings
 - 5.3.1 Regular Meetings
 - 5.3.2 Special Meetings
 - 5.3.3 Quorum and Voting
- 5.4 Nomination and Election of Officers and Directors
- 5.5 Suspension

Congregation Approved: December 5, 1999

Page 1

5.6 Recall of Directors

Article 6.0 Officers

- 6.1 Officers
- 6.2 General Duties of the Officers
- 6.3 Specific Duties of Each of the Officers
 - 6.3.1 President
 - 6.3.2 Executive Vice-President
 - 6.3.3 Financial Vice-President
 - 6.3.4 Membership Vice-President
 - 6.3.5 Administrative Vice-President
 - 6.3.6 Education Vice-President
 - 6.3.7 Secretary
 - 6.3.8 Treasurer
 - 6.3.9 Financial Secretary
- 6.4 Executive Board

Article 7.0 Pulpit

- 7.1 Rabbi
- 7.2 Cantor
- 7.3 Pulpit Committee

Article 8.0 Committees

- 8.1 Permanent Standing Committees
 - 8.1.1 Finance and Budget Committee
 - 8.1.2 Membership Committee
 - 8.1.3 Administration Committee
 - 8.1.4 Religious Schools Committee
 - 8.1.5 Ritual Committee
 - 8.1.6 Facilities Committee
 - 8.1.7 Adult Education Committee
 - 8.1.8 Youth Activities Committee
 - 8.1.9 Publicity Committee
 - 8.1.10 Bulletin Committee
 - 8.1.11 Social Action Committee
 - 8.1.12 Ways and Means Committee
 - 8.1.13 Program Committee
 - 8.1.14 Cemetery Committee
- 8.2 Other Standing Committees
- 8.3 Chairpersons Of Standing Committees
 - 8.3.1 Nomination
 - 8.3.2 Election and Service
- 8.4 Ad-Hoc Committees
- 8.5 Liaison Responsibilities

Article 9.0 Auxiliary Organizations and Associated Groups

- 9.1 Auxiliary Organizations
- 9.2 Associated Groups

Article 10.0 Parliamentary Procedure

Article 11.0 Amendments

11.1 General

11.2 Procedure

11.3 Rejected Amendments

Article 12.0 Definitions

ARTICLE 1.0 - NAME, OBJECTIVE AND AFFILIATION

1.1 NAME

1. The name of this congregation shall be Congregation Beth David.
2. It is incorporated pursuant to the General Nonprofit Corporation law of the State of California. The principal office for the transaction of the business of the Congregation is fixed and located in the City of Saratoga, County of Santa Clara, State of California.

1.2 OBJECTIVE

1. The objective of the Congregation shall be to establish and maintain a Conservative Synagogue and such educational, religious, social, cultural and recreational activities as will help further the cause and objectives of the Congregation and of Conservative Judaism.
2. These objectives shall be consistent with the Articles of Incorporation.

1.3 AFFILIATION

This Congregation shall be affiliated with the United Synagogue of America.

ARTICLE 2.0 - MEMBERSHIP AND PRIVILEGES

2.1 ELIGIBILITY

Any Jewish adult (see Article 12.0 - Definitions) of good character shall be eligible for membership in one of the membership classes.

2.2 MEMBERSHIP CLASSES

2.2.1 MARRIED MEMBERSHIP

1. Such membership shall be extended to married (see Article 12.0 - Definitions) couples and shall entitle husbands and wives to all membership privileges, except that both may not serve simultaneously as Officers of the Congregation.
2. Each Married Membership is entitled to two (2) votes at Congregation Meetings, with one (1) vote to be exercised by each spouse separately.
3. Membership may not be extended to one spouse of a married couple alone. Exceptions may be granted on a case by case basis with the express approval of two thirds (2/3) of the total members of the Board of Directors.

2.2.2 UNMARRIED MEMBERSHIP

1. Such membership shall be extended to unmarried (see Article 12.0 - Definitions) adult men and women.

2. Such membership shall entitle the member to all membership privileges and one (1) vote.

2.2.3 HONORARY MEMBERSHIP

1. Such membership shall be conferred upon the Rabbi of the Congregation and spouse, the Cantor and spouse, and may be conferred upon all other deserving persons of the community as determined by the Board of Directors.
2. Such membership shall be subject to acceptance by the recipient.
3. An honorary member shall not have a vote, shall not hold office, and shall not chair any standing committee.
4. An Honorary Membership may be revoked on such condition as the Board of Directors shall in each case determine.

2.2.4 LIMITED MEMBERSHIPS

1. The Board of Directors may establish limited classes of membership by a vote of two thirds (2/3) of the total members of the Board of Directors.
2. Members in limited membership classes shall not serve on the Board of Directors.
3. Other rights and privileges of members in limited membership classes, including voting rights, shall be determined when such membership classes are established and shall apply to all members of the class.
4. A notice shall be mailed by letter, at least twenty-one (21) days in advance, to the general membership informing them that a Board of Directors meeting has been scheduled at which establishment of or changes to a limited membership class shall be considered. The details of the proposal including any limitations on the rights and privileges of the limited membership class shall be included with such notice.
5. The establishment of or changes to a limited membership class shall not be applied to exclude or limit the rights and privileges of any person who was a member in good standing at the time of such vote.

2.3 EXTENSIBILITY OF MEMBERSHIP TO DEPENDENTS

1. All of the membership classes shall include the member's Jewish dependents (see Article 12.0 - Definitions) within the membership.
2. Such a dependent shall not have a vote, shall not serve on the Board of Directors, shall not chair any standing committee, but shall enjoy all other membership privileges.

2.4 APPLICATION FOR MEMBERSHIP A candidate for membership may be elected a member upon such action:

- a. making written application;
- b. and having that application reviewed by the membership committee according to the current Membership Policy;
- c. and satisfying the financial requirements as provided by the Financial Policy;
- d. and being proposed for membership by a member at a meeting of the Board of Directors;
- e. and receiving a majority vote of the members present at a meeting of the Board of Directors.

2.5 GOOD STANDING

Members in good standing are those whose financial obligation (see Article 12.0 - Definitions) are not more than one hundred twenty (120) days in arrears or who have satisfactory financial arrangements with the Finance and Budget Committee.

2.6 CANCELLATION OF MEMBERSHIP

1. A member whose financial obligations are at least ninety (90) days in arrears and who has not made satisfactory arrangements with the Finance and Budget Committee shall be notified in writing by the Financial Secretary, sent by prepaid certified mail. If satisfactory arrangements are not concluded with the Finance and Budget Committee within (30) days of such notice, or such additional time as may be granted by the Finance and Budget Committee, the member's membership shall be canceled. The Board of Directors shall be notified of any cancellations at the next regularly scheduled meeting of the board. Membership may be reestablished by the member by reapplying for membership, provided that the financial delinquency is cured.
2. The cancellation of membership will be effective thirty (30) days from notice by Finance and Budget Committee unless the member appeals the cancellation in writing to the Board of Directors. The Board of Directors shall provide a response within 30 days of receipt. Membership shall remain in effect through the appeals process.

2.7 EXPULSION OF MEMBER

A member can be expelled from the Congregation for conduct which brings discredit upon the Congregation or upon the Jewish faith. Upon direction from the Congregation President or the Executive Board, the member shall be given fifteen (15) days notice in writing from the Secretary, sent by prepaid certified mail, that a motion to expel will be on the agenda of a Board of Directors meeting. Such notice shall contain the alleged grounds, including charges of specific actions, for the motion to expel. The member shall have the opportunity to be present at the meeting and present a defense against the motion. If the motion to expel is passed by a 2/3 vote of the entire Board of Directors, the offending member's membership will terminate immediately.

2.8 WITHDRAWAL OF MEMBERSHIP

1. A member may withdraw from the Congregation upon filing a written notice with the Membership Committee. Such notice must include the specific members withdrawing and the effective date of the withdrawal.
2. The Membership Committee shall interview withdrawing members and, with their permission, report to the Board of Directors any reason(s) for their withdrawal that would affect and be constructive for the administration of the Congregation and/or its policies. However, any letter of resignation addressed to the Board of Directors must be read to the Board.

2.9 PRIVILEGES OF MEMBERS

Members shall enjoy the following privileges:

1. To attend all of the meetings of the Congregation.
2. To have a voice and vote at all general meetings of the Congregation and a voice at meetings of the Board of Directors.
3. To serve as an Officer or a member of the Board of Directors, except that two (2) members of the same Married Membership may not simultaneously be Officers.
4. To participate in divine worship at all religious services in the Synagogue (see Article 12.0 - Definitions), in accordance with the rules and regulations stated in the Ritual Policy.
5. To enroll their children and themselves in the Religious schools of the Congregation subject to the rules, regulations and fees approved by the Board of Directors.
6. To receive services from the Rabbi.
7. To be buried in the cemetery facilities owned, contracted or committed by the Congregation, along with their Jewish dependents and Jewish parents, subject to the rules, regulations and fees as may be approved by the Board of Directors.
8. To participate in all social, cultural and educational functions of the Congregation, and to be eligible for membership in all auxiliary organizations and associated groups which are recognized by the Congregation.
9. To make use of the facilities of the Congregation, subject to the rules, regulations and fees approved by the Board of Directors.
10. To receive a copy of the Articles of Incorporation of the Congregation, a copy of these bylaws, a copy of each Policy (e.g., Financial, Ritual, Membership, etc.) at least thirty (30) days prior to its becoming effective, and all general notices and bulletins.

2.10 PRIVILEGES OF NON-MEMBERS

Non-members of the Congregation who are persons of good character may:

1. Attend a meeting of the Congregation and may have a voice at such a meeting with the approval of the Chair. This privilege may be denied by a majority of the members voting at that meeting.
2. Attend a meeting of the Board of Directors for a specific purpose with the prior approval of the President. The President's approval or denial may be over-ruled by a majority of the Board members present at that meeting.
3. Participate in divine worship at all religious services in the Synagogue (see Article 12.0 - Definitions), in accordance with the rules and regulations stated in the Ritual Policy.
4. Receive services from the Rabbi subject to the latter's own discretion. Members and auxiliary organizations requiring the services of the Rabbi must normally receive priority over non-members or other organizations.
5. Seek membership in auxiliary organizations or associated groups recognized by the Congregation. However, persons who are non-members or not dependents of members may not serve as Officers of such an adult auxiliary organization recognized by the Congregation. This bylaw does not preclude an auxiliary organization or associated group from applying further restrictions through the constitution of that group.
6. Attend social, cultural and educational functions of the Congregation by invitation only.
7. Make use of the facilities of the Congregation subject to such rules, regulations, and fees as may be approved by the Board of Directors.

2.11 LIMITATION ON SIZE OF MEMBERSHIP

1. The Congregation shall not be limited to number of memberships except by the vote of two-thirds (2/3) of the membership votes present at a meeting of the membership, whether general or special.
2. No membership shall be canceled or revoked due to such action by the Congregation to limit the number of memberships.

ARTICLE 3.0 - CONGREGATION MEETINGS

3.1 ANNUAL MEETING

1. An Annual Meeting of the Congregation shall be held between November 1st and December 10th of each year at such time and place as may be fixed by resolution of the Board of Directors.
2. It shall be held for the purpose of reporting on the affairs of the Congregation, for the election of Officers and Directors, and for other such business as may arise.

3. A financial report for the past fiscal year and a budget for the current year will be presented at the Annual Meeting.
4. Notice of this meeting shall be mailed to the members of the Congregation as described in Section 5.4.2d of Article 5.0 - Board of Directors.

3.2 SPECIAL MEETINGS

1. Special meetings of the Congregation must be called by the President at the written request of ten (10%) percent of the members of the Congregation who are eligible to vote, or by a majority of the members of the Board of Directors present at a regular or special meeting, within five (5) days of such request.
2. Such request shall state reason(s) for and purpose(s) of the meeting.
3. Notice of such special meeting and its purpose(s) shall be mailed to the members of the Congregation not less than fourteen (14) days prior to such meeting except that in case of emergency as determined by the Board of Directors, the minimum may be reduced to twelve (12) hours.
4. No business shall be transacted at a special meeting except the business stated as the purpose of the meeting.

3.3 QUORUM AND VOTING

1. A quorum for the purpose of transacting any business at a Congregation meeting shall consist of seventy-five members of the Congregation who are eligible to vote.
2. All matters shall be decided by a simple majority vote (counting only affirmative or negative votes and not including abstentions or blanks) of the members of the Congregation voting, except:
 - a. on those motions requiring more than a simple majority vote in accordance with Robert's Rules of Order; or
 - b. as specified otherwise in these bylaws.
3. For all motions a minimum of one-third (1/3) of the members of the Congregation who are eligible to vote and who are present or who are represented by an absentee ballot at a Congregation Meeting must vote in favor of the motion in order for it to be approved.
4. Proxy votes are not allowed.
5. Absentee ballots for specific motions and /or elections shall be made available upon request from the Secretary. Any such absentee ballot filled out by an eligible member must be returned to the Secretary at least eight (8) hours in advance in order to be counted at a Congregation Meeting.

ARTICLE 4.0 - DUES AND ASSESSMENTS

Members shall pay such dues and assessments as shall be determined from time to time by the Board of Directors as provided in these bylaws. Special dues and/or assessments discounts in different Membership classes are permitted but not required by these bylaws. There shall be no dues and/or assessments for Honorary Memberships.

4.1 CHANGES

1. Dues and/or assessments may be changed by a two-thirds (2/3) majority vote of the total number of members of the Board of Directors. A change shall go into effect no sooner than the first day of the second month following such vote.
2. A notice shall be mailed by letter, at least twenty-one (21) days in advance, to the general membership informing them that a Board of Directors meeting has been scheduled at which dues and/or assessments shall be considered for change. Changes in dues and/or assessments shall be the first item of business at that meeting.
3. Notification of such change must be mailed to each member of the Congregation within seven (7) days after such vote.

4.2 FINANCIAL POLICY

1. A Financial Policy which describes the policies of the Congregation as approved by the Board of Directors will be established and maintained by the Finance and Budget Committee.
2. The Financial Policy will provide current dues and assessments by class and will specify policies for new, withdrawing and returning members; procedures for providing dues relief for members experiencing financial hardship; charges for Religious Schools and other instruction; and other matters that relate to financial obligations of members.

4.3 FISCAL YEAR

The fiscal year of the Congregation shall run from July 1st to June 30th.

4.4 OBLIGATIONS UPON TERMINATION OF MEMBERSHIP

Members withdrawing from the Congregation or having their membership cancelled or expelled are obligated to pay all financial obligations incurred through the month of withdrawal or cancellation or expulsion.

ARTICLE 5.0 - BOARD OF DIRECTORS

5.1 COMPOSITION OF THE BOARD OF DIRECTORS

1. The management and administration of the affairs of this Congregation shall be vested in a Board of Directors consisting of twenty-five (25) members of the Congregation who are in good standing as follows:
 - a. ten (10) Officers of the Congregation as defined in Section 6.1 .1 of Article 6.0 - Officers;
 - b. twelve (12) additional elected members
 - c. the immediate past President; and
 - d. one (1) representative of the Sisterhood and one (1) representative of the Men's Club. These representatives shall be members of the Congregation and shall be selected by their respective organizations for a term of one (1) year beginning February 1 following the Annual Meeting. The representatives shall be named in writing by the respective organizations at the Annual Meeting. The President of the Congregation must receive written notification of a change of representative before that person shall have a vote on the Board of Directors.
2. Each Board of Directors member shall have one (1) vote. Therefore a person cannot serve as both a regular member and a special member concurrently.
3. The Rabbi shall be a non-voting member of the Board of Directors.
4. The term for each regular elected Office or Directorship is two (2) years.

5.2 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall be charged with and assume control of all property of the Congregation. It shall designate the bank or banks wherein the funds of the Congregation shall be deposited.
2. The Board of Directors shall be responsible for all expenditures and disposal of Congregation funds and property, but shall invest the funds of the Congregation only in investments which are legal for commercial banks, savings and loan association, or other financial institutions in the State of California.
3. The Board of Directors shall make such rules, regulations, and policies consistent with the Articles of Incorporation and these bylaws, as it may deem advisable for the proper conduct of their meetings and for the furtherance of the general purposes of this Congregation.
4. The Board of Directors shall approve a budget covering the operations of the Congregation for the current year prior to the Annual Meeting of the Congregation.
5. The Board of Directors shall have the authority to make all contracts not exceeding seventy-five thousand dollars (\$75,000.00) for any single project. Amounts required in excess of this sum, except for the contract of the Rabbi, Cantor, and/or other professional staff, must be approved by a meeting of the Congregation,

6. The Board of Directors shall have the power to delegate the authority to hire and/or discharge employees of the Congregation.
7. All matters concerning personnel and contractor contracts, insurance, and other legal matters shall be reviewed by legal counsel.

5.3 BOARD OF DIRECTORS MEETING

5.3.1 REGULAR MEETINGS

1. The Board of Directors shall meet monthly.
2. The Secretary of the Congregation shall notify the members of the Board of Directors in writing of the time, place and agenda of regular Board meetings at least five (5) days in advance of the meeting.
3. A notice of the time and place of the next regular meeting of the Board of Directors shall be placed in the monthly bulletin by the Secretary.

5.3.2 SPECIAL MEETINGS

1. Special meetings of the Board of Directors may be called by the President at his/her discretion, and must be called by him/her at the written request of five (5) members of the Board of Directors. Such a meeting shall take place within seven (7) days of the receipt of the request.
2. Said request shall state the reason for and purpose of such a meeting. No other business can be transacted at such a meeting.
3. A reasonable attempt must be made to notify all Board members of such a special meeting.

5.3.3 QUORUM AND VOTING

1. A quorum shall consist of thirteen (13) members of the Board of Directors, at least two (2) of whom must be Officers.
2. All matters shall be decided by a simple majority of the members of the Board of Directors present at a regular or special meeting of the Board of Directors, except:
 - a. as to those motions requiring more than a simple majority vote in accordance with Robert's Rules of Order; or
 - b. as specified otherwise in these bylaws.
3. Abstentions shall be counted as negative votes for the purposes of determining whether a required majority requires affirmative votes greater in number than one-half (1/2) of the qualified votes present.

4. The vote shall be deemed tied when the number of affirmative votes is exactly one half (1/2) or other designated fraction (as specified by the exceptions under Section 5.3.3.2 of this Article) of the number of qualified voters present. In the event of a tie, the vote of the Chair shall determine the issue. The Chair shall not vote except when a tie exists.
5. A member may be disqualified on a specific item of business only for specific cause (e.g. conflict of interest). In such case the disqualified member shall not be counted as present for purposes of quorum or voting (as described in Sections 5.3.3.1 through 5.3.3.4 of this Article) for that item of business only. A two thirds (2/3) majority vote shall be required to disqualify a member, and the member in question shall vote on the disqualification motion.
6. Proxy and/or absentee votes are not allowed.

5.4 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

1. Nominating Committee

- a. By no later than its regular July meeting, the Board of Directors shall elect a Nominating Committee consisting of seven (7) members, of which no more than three (3) shall be members of the Board of Directors.
- b. The members of the Nominating Committee must be members in good standing of the Congregation.
- c. The Nominating Committee shall elect a chairperson from among its members.
- d. Members of the Nominating Committee shall not be prohibited from being nominated as Officers or Directors.
- e. At least two (2) months prior to the Annual Meeting, the Nominating Committee shall submit to the Secretary written nominations of one (1) candidate for each Office and Directorship to be elected. If a vacancy arises with an effective date of February 1, the nominating committee shall nominate a replacement to **fill** the remainder of the vacant term. For vacancies which arise with effective dates other than February 1, the procedure in Section 5.4.2.i below applies.

2. Election of Officers and Directors

- a. The term of each Officer and Elected Director is two (2) years. In the year the President is elected, four (4) other Officers and six (6) additional directors shall be elected, for a total of eleven (11) positions elected. The remaining eleven (11) positions, consisting of five (5) Officers and six (6) additional directors, shall be elected for terms beginning on the second year of the presidency. The officers to be elected with the President and in alternate years are listed in Section 6.1.7 below.
- b. Other candidates can be nominated, with their consent by any member of the Congregation in good standing.

- c. All candidates must be members in good standing of the Congregation. They must also have been a member of the Congregation for at least one (1) year prior to the time that they take office. Any nominee for President must have served a term on the Board of Directors.
- d. At least forty-five (45) days prior to the Annual Meeting the Secretary shall cause to be mailed to each member of the Congregation notice of the nominations of the committee and the date of the Annual Meeting.
- e. Fourteen (14) days prior to the Annual Meeting, the Secretary shall cause to be mailed to the members of the Congregation a second notice which shall inform them of-
 - 1 .the time and place of the meeting,
 - 2. all candidates nominated, and
 - 3 .the agenda of the Annual Meeting-
- f. Nominations from the floor will be allowed at the Annual Meeting.
- g. The election of Officers shall be conducted one at a time in the order in which they are listed in Section 6.1.1 of Article 6 below.
- h. The election of the Additional Elected Members of the Board of Directors shall follow the election of Officers and shall be a group election. Each member of the Congregation who is eligible to vote may cast one (1) vote for each position slated for election. The candidates receiving the highest number of votes shall be elected.
- i. In the event that a vacancy occurs on the Board of Directors (with the exception of the special members) the membership of the Congregation shall be informed in writing that such vacancy exists. Eligible members interested in filling that vacancy shall apply to the Board of Directors in writing. The Board of Directors shall elect a replacement from those applicants no sooner than fourteen (14) days nor more than forty-five (45) days after the Congregation has been notified of the vacancy. A replacement who fills a vacancy for an unexpired or full term is elected for the remainder of the unexpired or full term.
- j. The terms of the new Officers and other Directors commence on the February 1st following election.

5.5 SUSPENSION

- 1. If a member of the Board of Directors has Congregation membership canceled or expelled, the position on the Board of Directors shall automatically be declared vacant.
- 2. If a member of the Board of Directors shall be absent from three consecutive regular Board of Directors meetings, the office shall be declared vacant at the third meeting.

Such automatic vacancy may be overridden by two-thirds (2/3) of the Board of Directors present at the meeting.

5.6 RECALL OF DIRECTORS

1. Any elected officer or member of the Board of Directors may be recalled at a special Congregation meeting called for that purpose.
2. Such recall will require a two-thirds (2/3) vote of the members of the Congregation who are eligible to vote and who are present or who are represented by an absentee ballot at the meeting.
3. In the event that such a recall is successful, the vacancy procedures described in Section 5.4 of this Article will go into effect.

ARTICLE 6.0 - OFFICERS

6.1 OFFICERS

1. The Officers of the Congregation shall be:
 - a. President
 - b. Executive Vice-President
 - c. Financial Vice-President
 - d. Membership Vice-President
 - e. Administrative Vice-President
 - f. Education Vice-President
 - g. Ritual Vice-President
 - h. Secretary
 - i. Treasurer
 - j. Financial Secretary
2. No person can hold more than one (1) Office concurrently.
3. The President and Executive-Vice President cannot serve in the same Office for more than one term consecutively.

4. In filling vacancies for unexpired or full terms, a President or Executive Vice-President who fills a vacancy and has served more than half a term (one (1) year) is considered to have served a full term in that Office.
5. For the remaining Offices, a person cannot serve in the same Office for more than two (2) terms or four (4) consecutive years.
6. In filling vacancies for unexpired or full terms, an Officer who fills a vacancy and has served more than half a term (one year) is considered to have served a full term in that Office.
7. The Officers to be elected at the same time as the President shall be: Executive Vice-President, Financial Vice-President, Membership Vice-President, and Secretary. The other Officers shall be elected for the following year.

6.2 GENERAL DUTIES OF OFFICERS

1. All Officers of the Congregation shall:
 - a. assist the President in the discharge of his or her duties;
 - b. serve as the Executive Board liaison to selected committees, as assigned by the President;
 - c. as prescribed by the Personnel Policy and acting on behalf of the Board of Directors, for all staff members reporting to their position, prepare and maintain job descriptions and contracts, and engage or discharge employees; and
 - d. have other powers and duties not inconsistent with these bylaws as may be prescribed from time to time by resolution of the Board of Directors.
2. In the event of the absence or disability of the President, the duties of the President shall be carried out by the next available Officer in the order in which they are listed in Section 6.1.1 of this Article above.

6.3 SPECIFIC DUTIES OF EACH OF THE OFFICERS

6.3.1 PRESIDENT

The President shall:

- a. serve as the Chairperson of the Board of Directors;
- b. preside at all meetings of the Congregation;
- c. call the meetings of the Congregation and the Board of Directors, both at his or her discretion and when required by other provisions of these bylaws;
- d. sign all legal documents for the Congregation pursuant to appropriate resolutions of the Board of Directors;

- e. serve as an alternate for signing checks or vouchers in the absence or disability of the Financial Vice-President or Treasurer.
 - f. nominate committee chairpersons for the standing committee(s) with the advice and consent of the Board of Directors consistent with the bylaws governing the various committees;
 - g. be an ex-officio member of each standing committee without the right to vote;
 - h. be allowed to appoint an acting chairperson of a standing committee should a vacancy occur; and
 - i. appoint special committees as he or she deems necessary consistent with these bylaws and the prescriptions of the Board of Directors.
2. In matters of emergency requiring immediate expenditure of unbudgeted monies, the President may expend a total not to exceed one thousand dollars (\$1,000.00) between regular meetings of the Board of Directors. Such expenditure shall be reported to the Board of Directors at its next meeting.

6.3.2 EXECUTIVE VICE-PRESIDENT

The Executive Vice-President shall:

- a. perform any and all duties assigned by the President;
- b. be considered by the nominating committee to be the next nominee for President;
- c. be a voting member of the Finance and Budget Committee;
- d. sign all legal documents for the Congregation pursuant to appropriate resolutions of the Board of Directors;
- e. serve as an alternate for signing checks or vouchers in the absence or disability of the Financial Vice-President or Treasurer.

6.3.3 FINANCIAL VICE-PRESIDENT

The Financial Vice-President shall:

- a. serve as the chief financial officer of the Congregation;
- b. be chairperson of the Finance and Budget Committee; and
- c. countersign all checks or vouchers together with the Treasurer consistent with the approved budget or special appropriation approved by the Board of Directors.

6.3.4 MEMBERSHIP VICE-PRESIDENT

The Membership Vice-President shall:

- a. chair the Membership Committee; and
- b. be responsible for the administration of membership programs of the Congregation.

6.3.5 ADMINISTRATIVE VICE-PRESIDENT

The Administrative Vice-President shall:

- a. chair the Administration Committee;
- b. be responsible for the administration of the Synagogue **office**; and
- c. be responsible for the establishment and maintenance of a calendar of all of the activities of the Congregation.

6.3.6 EDUCATION VICE-PRESIDENT

The Education Vice-President shall be responsible for the administration and coordination of educational programs of the Congregation.

6.3.7 RITUAL VICE-PRESIDENT

The Ritual Vice-President shall:

- a. chair the Ritual Committee;
- b. chair any Pulpit Committee, as required under Section 7.3; and
- c. be responsible for the administration of ritual programs of the Congregation.

6.3.8 SECRETARY

The Secretary shall:

- a. keep an accurate record of the attendance at the meetings of the Congregation and the Board of Directors;
- b. keep an accurate record of the proceedings of the Congregation and the Board of Directors in a minutes book which shall be kept and made available for any member's inspection at the principal office of the Congregation;
- c. be responsible for the official tally of votes for all motions and elections;
- d. provide absentee ballots for eligible members upon request for specific motions or elections to be voted on at a Congregation meeting;

- e. provide for timely publication in the bulletin a statement of the resolutions, motions and votes thereon, and other substantive actions of each meeting of the Congregation and the Board of Directors;
- f. issue notices of all meetings of the Congregation and Board of Directors and provide an agenda of such meetings as required by these bylaws;
- g. carry out all correspondence as shall be required by the Board of Directors;
- h. maintain a current set of Policies of the Board of Directors; and
- i. maintain an accurate set of bylaws and the Articles of Incorporation of the Congregation at the principal office of the Congregation.

6.3.9 TREASURER

The Treasurer shall:

- a. be a member of the Finance and Budget Committee;
- b. be responsible for administering all accounts and notes payable of the Congregation;
- c. meet the financial obligations of the Congregation by disbursing checks or vouchers countersigned by the Financial Vice-President or as otherwise noted in these bylaws consistent with the approved budget or special appropriations approved by the Board of Directors;
- d. report the current financial status of the Congregation at every regular meeting of the Board of Directors; and
- e. render a written financial statement to the Congregation for each Annual Meeting. This report shall include a Balance Sheet of assets and liabilities at the beginning and end of the reporting period, and an itemized list of income and disbursements by category for the period.

6.3.1 0 FINANCIAL SECRETARY

The Financial Secretary shall:

- a. receive and safely keep all funds of the Congregation and deposit them in the bank or banks that may be designated by the Board of Directors;
- b. be a member of the Finance and Budget Committee;
- c. be responsible for administering all receivable accounts and notes receivable of the Congregation;
- d. upon request, provide members of the Congregation with the latest version, including any changes, of the Financial Policy;

- e. keep an accurate record of all financial affairs (including special financial arrangements with members) regarding income of the Congregation;
- f. collect all dues, assessments, fees, and donations owed to the Congregation;
- g. send to each member a regular statement of that member's financial obligations to the Congregation;
- h. send written notification to members who are ninety (90) days in arrears that they are in danger of losing membership privileges;
- i. send written notification to members whose memberships are canceled;
- j. inform the Membership Committee and Board of Directors of members who have had membership privileges-canceled; and

6.4 EXECUTIVE BOARD

1. There shall be an Executive Board consisting of the following Nine (9) Officers of the Congregation: President, Executive Vice-President, Financial Vice-President, Membership Vice-President, Administrative Vice-President, Education Vice-President, Ritual Vice President, Secretary, and Treasurer.
2. Their duties shall be to meet monthly at least one (1) week before the regular Board of Directors meeting to plan the agenda of that meeting and to prepare recommendations to the Board on agenda items.
3. The Secretary shall mail the agenda to each Director together with any significant action items to be discussed at the Board of Directors.
4. The Executive Board shall ensure the implementation of the decisions of the Board of Directors.

ARTICLE 7.0 - PULPIT

7.1 RABBI

1. The Pulpit of this Congregation shall be occupied by a Rabbi who has been ordained by an organization acceptable to the United Synagogue of America.
2. A Rabbi shall be selected by a two-thirds (2/3) majority of the members of the Congregation voting at a Congregation Meeting. Voting shall be by closed ballot.
3. A Rabbi may have his or her contract renewed or extended by two-thirds (2/3) of the members of the Congregation voting at a regular or special meeting of the Congregation. Notice of the time, place and purpose of such a meeting must be sent to all members of the Congregation at least one (1) month prior to such a meeting.

4. The terms under which a Rabbi shall be selected or have his or her contract renewed or extended shall be determined by the Board of Directors.
5. The first such contract shall not exceed a period of two (2) years. The duration of any subsequent contract shall not exceed six (6) years.
6. Under no circumstances shall a lifetime contract be extended to a Rabbi.
7. The Rabbi shall have the primary responsibility for implementing the religious and educational aims of the Congregation with the advice and guidance of the Board of Directors and any standing or special committee established to determine the views of the Congregation and the most effective way of discharging these duties.
8. Other duties shall be described in a job description as provided in Section 7.3 of this Article below.
9. The Rabbi shall enjoy freedom of the pulpit and shall have jurisdiction when engaged in religious activities. The use of the pulpit by other persons for sermons or for leading religious services shall require the approval of the Rabbi. In the event that the Rabbi is unavailable or notice that his or her contract is to be terminated has been given, the Board of Directors may grant such approval.
10. A Rabbi's Discretionary Fund shall be established in the name of the Congregation. Monies for this fund shall be obtained by voluntary contributions and shall be used by the Rabbi in his or her sole discretion for any charitable purpose not inconsistent with the purposes for which the Congregation has been established. The Rabbi shall administer this fund without the necessity of furnishing an accounting to any person or other entity except as may be required by law.

7.2 CANTOR

1. A Cantor shall be selected by a two-thirds (2/3) majority of the members of the Congregation voting at a Congregation Meeting. Voting shall be by closed ballot.
2. A Cantor may have his or her contract renewed or extended by two-thirds (2/3) of the members of the Congregation voting at a regular or special meeting of the Congregation. Notice of the time, place and purpose of such a meeting must be sent to all members of the Congregation at least one (1) month prior to such a meeting.
3. The terms under which the Cantor shall be selected or have his or her contract renewed or extended shall be determined by the Board of Directors.
4. The first such contract shall not exceed a period of two (2) years. The duration of any subsequent contract shall not exceed six (6) years.
5. Under no circumstances shall a lifetime contract be extended to a Cantor.

6. The duties of the Cantor shall be described in a job description as provided in Section 7.3 below.
7. The Cantor shall be guided in the performance of his or her duties by the Rabbi and the Ritual Committee.

7.3 PULPIT COMMITTEE

1. A special Pulpit Committee shall be activated whenever required for selection of a Rabbi or Cantor, or for contract or personal negotiations with them. The Pulpit Committee shall not be a standing committee.
2. The Pulpit Committee shall consist of-
 - a. Ritual Vice-President, who shall chair the committee;
 - b. Financial Vice-President;
 - c. Membership Vice-President;
 - d. Two (2) other persons selected by the Board of Directors. At least one (1) of these shall not be a member of the Board of Directors.
 - e. In the event that the Pulpit Committee is activated for the purpose of selection of a Cantor, the Rabbi shall be an additional member of the committee.
3. In the event that one of the required Board members of the Pulpit Committee is unable to serve, an alternate Board member may be selected with the approval of the Board of Directors.
4. The Pulpit Committee shall make recommendations to the Board of Directors as to the selection of a Rabbi or Cantor, the terms of contract to be offered, renewed or extended, and a detailed job description of the duties and responsibilities which are consistent with the requirements of these bylaws. It shall act for the Congregation (and the Board of Directors) in face-to-face interviews and initial contract negotiations with Rabbis and Cantors.
5. The committee may also be activated to negotiate disputes between the Congregation and the Pulpit.
6. Three (3) of the members of the Pulpit Committee shall constitute a quorum.

ARTICLE 8.0 - COMMITTEES

8.1 PERMANENT STANDING COMMITTEES

The Congregation shall at all times have the following standing committees with the following duties and responsibilities.

8.1.1 FINANCE AND BUDGET COMMITTEE The Finance and Budget Committee shall:

1. consist of the Financial Vice-President, the Executive Vice-President, the Treasurer, the Financial Secretary and one of the elected Board members, who shall be appointed by the President with the approval of the Executive Board;
2. establish and maintain a Financial Policy subject to the approval of the Board of Directors;
3. be responsible for an annual audit of the previous year's financial records of the Congregation during the first month of each fiscal year;
4. make special financial arrangements upon request for members who are experiencing financial hardship;
5. submit to the Board of Directors not later than its regular May meeting a detailed estimate of income and expenses (budget) and a cash flow analysis for the following fiscal year;
6. examine all financial records of the Congregation and make improvements in relation thereto which it may deem advisable that are not inconsistent with any provision of these bylaws or directions of the Board of Directors;
7. have approval responsibility for issuing a purchase order for any single expenditure or contract involving an expenditure of more than five hundred (\$500.00) dollars that has been approved by the Board of Directors or the Congregation regardless of prior budgetary approval.
8. The Finance and Budget Committee may elect to keep (with the approval of the Board of Directors) non-cash donations in the form received (i.e. common stock, bonds, etc.) until the committee deems it advantageous to convert the donations into cash or recommend to the Board of Directors other disposition.
9. The President shall serve as an ex-officio member of the Finance and Budget committee.
10. supervise the work of the cemetery committee.

8.1.2 MEMBERSHIP COMMITTEE

The Membership Committee shall:

1. maintain an accurate membership record containing the names and addresses of each member;
2. record the withdrawal of any membership together with the effective date of such a withdrawal in the membership record;
3. be charged with obtaining applicants for membership in the Congregation;

4. interview all applicants and submit recommendations concerning candidates for membership to the Board of Directors;
5. maintain a continuing program to conserve membership in the Congregation and report to the Board of Directors the reasons for any withdrawals, except where that may be a violation of trust;
6. establish and maintain a Membership Policy subject to the approval of the Board of Directors;
7. establish and maintain an information brochure which describes the Congregation and its services.

8.1.3 ADMINISTRATION COMMITTEE

The Administration Committee shall:

1. establish and maintain a Personnel Policy for all Congregation employees subject to the approval of the Board of Directors;
2. be responsible for providing adequate insurance for the Congregation and its facilities;
3. coordinate administrative activities and policies with all other committees; and
4. authorize and schedule the use of the property and premises of the Congregation subject to rules, regulations, and fees approved by the Board of Directors.

8.1.4 RELIGIOUS SCHOOLS COMMITTEE

The Religious Schools Committee shall:

1. be responsible for the conduct and administration of the Religious Schools of the Congregation;
2. establish and maintain an Education Policy, for the Religious Schools of the Congregation subject to the approval of the Board of Directors;
3. nominate Principal(s) of the Religious School(s) subject to the approval of the Board of Directors;
4. approve the curricula of the Religious Schools which shall be prepared by the Principal(s); and
5. charge the Principal(s), acting on behalf of the Board of Directors, to engage, rehire, or discharge members of the Religious Schools staff as may be required consistent with the Personnel and Educational Policies.
6. The Rabbi shall serve as an ex-officio member of the Religious Schools Committee.

8.1.5 RITUAL COMMITTEE

The Ritual Committee shall:

1. be responsible for establishing rules and regulations for the conduct of religious services and a set of standards for Sabbath, holiday, and kashrut observances on synagogue (see Article 12.0 Definitions) premises or at activities sponsored by the Congregation based upon the recommendation of the Rabbi and subject to the approval of the Board of Directors;
2. be responsible for supervising the maintenance of kashrut observation in the kitchen facilities of the Congregation;
3. establish and maintain a Ritual Policy subject to the approval of the Board of Directors;
4. be responsible for the maintenance of proper decorum in the Synagogue;
5. exercise general supervision over all religious articles and requisites whatsoever, see that a sufficient number of same are kept available, cared for and safeguarded, and make frequent inspections thereof to report any needs to the Board of Directors;
6. be responsible for obtaining facilities to hold such religious services as cannot be accommodated in the synagogue;
7. be responsible for determining Aliyot; and
8. be responsible for the establishment and maintenance of a memorial board or plaque system and related remembrances.
9. The Rabbi and the Cantor shall serve as ex-officio members of the Ritual Committee.

8.1.6 FACILITIES COMMITTEE

The Facilities Committee shall:

1. supervise property and premises of the Congregation;
2. be responsible for its proper maintenance and security, including the hiring and discharging of personnel as required, consistent with the Personnel Policy;
3. establish and maintain a Facilities Policy subject to the approval of the Board of Directors;
4. maintain an inventory of the equipment of the Congregation; and
5. recommend to the Board of Directors capital improvements to Congregation properties as required.

8.1.7 ADULT EDUCATION COMMITTEE

The Adult Education Committee shall plan, arrange, and conduct a diversified program for public meetings such as forums, lectures, symposiums, debates, concerts, and such other activities including study and discussion groups, relevant to the educational advancement of members and the Jewish community at large.

8.1.8 YOUTH ACTIVITIES COMMITTEE

The Youth Activities Committee shall:

1. advise the Board of Directors of the hiring of advisors for the Congregation Youth Groups consistent with the Personnel Policy;
2. approve planned programs and activities of the Congregation Youth Groups; and
3. integrate the activities of the Congregation Youth Groups with each other and with the Congregation.

8.1.9 PUBLICITY COMMITTEE

The Publicity Committee shall:

1. arrange for the appropriate community-wide notification and external communication of services, functions or activities conducted by the Congregation;
2. handle public relations activities on behalf of the Board of Directors and the Congregation.

8.1.10 BULLETIN COMMITTEE

The Bulletin Committee shall act as editor for, and have final approval rights over the contents of a monthly bulletin, which will serve to notify the members of services, functions and activities conducted by the Congregation.

8.1.11 SOCIAL ACTION COMMITTEE

The Social Action Committee shall plan, arrange, and conduct a diversified program of activities relevant to the social advancement of members, the Jewish community, and the community at large, consistent with the directions of the Board of Directors.

8.1.12 WAYS AND MEANS COMMITTEE

The Ways and Means Committee shall devise and implement methods of acquiring funds as necessary for the operation of the Congregation, consistent with the directions of the Board of Directors.

8.1.13 PROGRAM COMMITTEE

The Program Committee shall:

1. recommend to the Board of Directors and coordinate, as directed, programs which involve multiple committees, organizations or events;
2. coordinate events and act as a resource for Congregation involvement with the external community.

8.1.14 CEMETERY COMMITTEE

The Cemetery Committee shall:

1. be responsible for all aspects of administration of synagogue-owned cemeteries;
2. recommend and enforce synagogue-approved policy related to synagogue-owned cemeteries;
3. report through the Finance and Budget Committee

8.2 OTHER STANDING COMMIT-FEES

The Board of Directors may establish such other standing committees as may be required to conduct the business or advance the purposes of the Congregation, consistent with these bylaws.

8.3 CHAIRPERSONS OF STANDING COMMITTEES

8.3.1 NOMINATION

At the first Board of Directors meeting of each new administration, the President shall nominate members of the Congregation to serve as chairpersons of all standing committees, subject to the following:

1. The Finance and Budget Committee shall be chaired by the Financial Vice-President.
2. The Membership Committee shall be chaired by the Membership Vice-President.
3. The Administration Committee shall be chaired by the Administrative Vice-President.
4. The Ritual Committee shall be chaired by the Ritual Vice-President.
5. The Facilities Committee, the Youth Activities Committee and the Program Committee shall be chaired by members of the Board of Directors.

8.3.2 ELECTION AND SERVICE

1. The chairpersons of the standing committees shall be elected by the Board of Directors and, except as otherwise specified in these bylaws, shall be responsible for establishing their own committees. They shall report as requested to the Board of Directors on the activities of their committees.
2. The chairpersons of the standing committees shall be responsible for the preparation and submission of budget requests to the Finance and Budget Committee.

3. The chairperson of each standing committee shall be responsible for ensuring that the committee expenditures reasonably follow the assigned budget. The chairperson shall report to the Board of Directors in a timely manner significant actual or projected deviations.
4. The term of office of the chairpersons shall be the same as the current Board of Directors term of office.

8.4 AD-HOC COMMITTEES

1. The President may appoint chairpersons and establish ad-hoc committees as he or she deems appropriate to accomplish specific tasks within a specified time frame consistent with these bylaws or the directions of the Board of Directors.
2. The President shall advise the Board of Directors of such appointments.

8.5 LIAISON RESPONSIBILITIES

The President shall assign to members of the Executive Board, as appropriate, liaison responsibilities to all of the committees of the Congregation.

ARTICLE 9.0 - AUXILIARY ORGANIZATIONS AND ASSOCIATED GROUPS

9.1 AUXILIARY ORGANIZATIONS

1. The Congregation shall have such auxiliary organizations as shall from time to time be authorized in writing by the Board of Directors.
2. Sisterhood, Men's Club, and the Congregation Youth Groups shall be auxiliary organizations.
3. The activities of all auxiliary organizations of this Congregation shall always be conducted in such a manner as will advance the objectives of the Congregation.
4. The bylaws and other regulations of all auxiliary organizations shall be consistent with the bylaws and policies of the Congregation and shall be subject to review by the Board of Directors.
5. All officers of adult auxiliary organizations shall be members in good standing of the Congregation or dependents of members in good standing.

9.2 ASSOCIATED GROUPS

1. Any religious, educational, cultural, recreational, or social group wishing to become associated with and/or use the name of the Congregation must have the prior approval of the Board of Directors.

2. Use of the facilities of the Congregation for such groups is subject to the rules, regulations and fees approved by the Board of Directors.

ARTICLE 10.0 - PARLIAMENTARY PRACTICES

1. Robert's Rules of Order shall be the standard for parliamentary procedure in the Congregation in the absence of any other rule, procedure, or by-law about a particular situation.
2. The President shall appoint a Parliamentarian subject to the approval of the Board of Directors.
3. All questions of parliamentary procedure shall be referred to the Parliamentarian.

ARTICLE 11.0 - AMENDMENTS

11.1 GENERAL

1. These bylaws can only be adopted, amended, or repealed by the members of the Congregation as set forth in Section 1 1.2 of this Article below.
2. Sections 1. I and 1.2 of Article 1.0 (Name, Objective, and Affiliation) may be changed, amended, or repealed only with the approval of two-thirds (2/3) of the members of the Congregation who are eligible to vote.

11.2 PROCEDURE

1. A proposal to adopt, amend, or repeal one or more articles of these bylaws or to introduce new articles may be submitted in writing to the Board of Directors signed by not less than ten (10%) per cent of the members of the Congregation who are eligible to vote.
2. A proposal to adopt, amend, or repeal one or more articles of these bylaws or to introduce new articles may be submitted by a majority of the members of the Board of Directors present at a regular or special Board meeting.
3. A special meeting of the Congregation may be called to consider and vote on the proposal. Such a meeting cannot be held in less than thirty (30) days after the presentation of such a proposal to the Board of Directors.
4. If no special meeting is held, the proposal must be placed on the agenda of the next Annual Meeting of the Congregation.
5. If at least two-thirds (2/3) of the members of the Congregation voting at a Congregation meeting favor the proposal, it shall be declared adopted.

11.3 REJECTED AMENDMENTS

1. A proposed amendment or any part thereof which has been rejected by the Congregation may not be re-submitted for consideration for ninety (90) days.

ARTICLE 12.0 - DEFINITIONS

1. Jewish Adult -- Any adult who claims to be Jewish either by birth or by conversion.
2. Married -- Two persons are defined to be married if they are regarded as married either in accordance with Jewish law or by the State of California.
3. Unmarried -- A person is defined to be unmarried if he or she is not currently married as defined above, regardless of whether he or she was previously married.
4. Adult -- A person is defined to be an adult if either they have reached his/her eighteenth (18th) birthday or if he/she has ever been married (as defined above).
5. Dependents -- Dependents are defined as either:
 - a. A member's unmarried children under the age of eighteen (18) years of age (Children under the age of twenty-three (23) years are also eligible if not employed full time and if principally dependent upon the member for maintenance and support); or
 - b. Other individuals who are primarily dependent upon the members for their financial support or physical well-being.
6. Synagogue -- Refers to the sanctuary used by the Congregation for divine worship and the education facilities required by the Congregation, including facilities rented for those purposes. This also refers to the grounds owned by the Congregation.
7. Financial Obligations -- A financial obligation comes into existence at the time that it is billed to the member and appears on the regular statement which is distributed by the Financial Secretary. The timing of such obligations will be established according to guidelines established in the Financial Policy.