

Motions to Amend the Bylaws

This is the second installment of amendments recommended to the Congregation as part of a comprehensive review of our Bylaws. This time the Bylaws Committee focused mostly on increasing the flexibility of the meeting and voting process and clarifying the rights and obligations of members.

These motions were developed with community input, including two public meeting in August seeking input on the general direction and two more public meetings in October to review the detailed draft before being finalized at an open Board meeting on November 2nd.

We will be voting on the following eight motions at the Annual Meeting:

Motion #1: Definitions and Clarifications

Motion #2: Officer Job Descriptions

Motion #3: Congregational Meetings, Quorum and Voting

Motion #4: Nomination, Election, Resignation and Removal of Directors

Motion #5: Quorum and Voting at Meetings of the Board of Directors

Motion #6: Rights of Members and Non-members

Motion #7: Cancellation, Abandonment and Expulsion of Members

Motion #8: Financial Commitments of Membership

For each motion, there is a background section which explains the purpose of the amendment followed by the motion to amend the bylaws. New language is underlined. Text that is unmarked is unchanged from the current Bylaws. In most cases, sections of the current bylaws being removed are marked with a ~~strike-out~~. If ~~strike-outs~~ and underlining make the amendment too hard to read, then the motion includes just the new and remaining language followed by the full text of the current Bylaws for reference.

If you have questions, you can ask the Bylaws Committee via email to bylaws@beth-david.org.

Motion #1: Definitions and Clarifications

Background:

Currently, words with specific meanings used in the bylaws are defined in Article 12, which means every time a defined term is used, it must include a reference to “as defined in Article 12.” By moving the definitions to the beginning (Section 1.4), the words will be defined before they are used. The title of Article 1 is also being changed to include these definitions.

The definition of Financial Obligation in the current Bylaws was inconsistent with other elements of the bylaws, notably Section 4.2, as well as our current practice. It is being removed from the Definition section and defined in context as part of Article 4. The proposed motion #8 will also change the term from Financial Obligation to Financial Commitment.

One of the lessons learned during the pandemic is that electronic delivery of notices is both faster and substantially less expensive than requiring that all notices be sent by regular mail. However, the California Corporations Code (Section 20) has specific requirements for notice to members. Under the Code, notices may only be sent electronically if there is clear and specific consent from the member. Rather than attempting to duplicate the detailed restrictions in the bylaws, the notice requirements in the bylaws will be modified to simply refer to the Code. A copy of this section of the Code is included for reference below.

Some questions have come up over time regarding parliamentary practices. One question was whether the bylaws refer to the original Robert’s Rules of Order or Robert’s Rules of Order, Newly Revised. Another question is whether the Board can overrule the Parliamentarian. The most recent revision of Robert’s Rules should govern the parliamentary practice, and since these rules strive to protect the minority, allowing the Board to override the parliamentarian in the moment could eliminate those rights. If the Board wants to change the way it functions, it can adopt new rules and procedures that differ from Robert’s Rules, provided appropriate notice is given.

Motion #1: Amend the bylaws as follows.

Change the title of Article 1 of the bylaws.

ARTICLE 1.0 - Name, Objective, Affiliation and Definitions

Add the following Section 1.4 to Article 1 of the bylaws.

1.4 Definitions

1. Adult – A person is defined to be an adult if that person has reached their eighteenth (18th) birthday.
2. Jewish Adult – Any adult who is Jewish as defined by *Halacha* as interpreted by the Rabbi who is the Mara D'Atra of the Congregation.
3. Dependents – Dependents are defined as either:
 - a. A member’s children under the age of twenty six (26); or

- b. Other individuals who are primarily dependent upon a member or members for their financial support or physical well-being.
4. Synagogue – Refers to the sanctuary used by the Congregation ~~for divine worship~~ and all other facilities required by the Congregation, including facilities rented for such purposes. This also refers to the grounds owned by the Congregation.
5. Policy – whether used in the singular or the plural, the term Policy (e.g., Financial Policy, Membership Policy) shall refer to one or more policy documents that collectively constitute the stated policy.
6. Notice – Except where written notice by certified mail return receipt requested is specifically required under these bylaws, notice to members shall be given in accordance with the California Corporations Code.
7. The Office – when used to identify a location for documents, notices, or other items to be kept by or sent to the Congregation, the term “the Office” shall refer to the principal business location of the Congregation.
8. Day/Days – Unless specified otherwise, the term day or days shall mean calendar days.

Amend Article 10.0 of the bylaws.

ARTICLE 10.0 - PARLIAMENTARY PRACTICES

1. In all meetings of the Congregation and its Board of Directors, Robert's Rules of Order, as revised from time to time, shall be the standard for parliamentary procedure in the absence of any other rule, procedure, or bylaw about a particular situation.
2. The Board of Directors may adopt rules or procedures for its meetings that differ from Robert's Rules of Order, as revised from time to time, by a two-thirds vote of the directors in attendance at any meeting of the Board of Directors, provided the proposed changes to the Rules of Order were sent with the meeting notice.
3. The President shall appoint a Parliamentarian subject to the approval of the Board of Directors.
4. All questions of parliamentary procedure shall be referred to the Parliamentarian, whose ruling shall be final.

Add the following Section 11.4 to Article 11.0 of the bylaws.

11.4 ENUMERATION, REFERENCES AND TABLE OF CONTENTS

1. If an amendment to these bylaws changes the enumeration of any article, section, sub-section, paragraph, sub-paragraph, or any other level of any element of these bylaws, any references to an element whose enumeration has changed shall be deemed changed to match, even if such reference change was not included in the original motion to amend these bylaws.
2. Any Table of Contents associated with or attached to these bylaws is for reference only, and is not a part of these bylaws. The body of the text shall define the enumeration of the elements in these bylaws, not the Table of Contents. If any element changes its

enumeration, the Table of Contents shall be changed accordingly, and any errors in the Table of Contents may be corrected without requiring an amendment of these bylaws. The Secretary shall have the sole authority to make such changes and corrections.

3. Formatting may be changed to assist in the readability of these bylaws without requiring an amendment of these bylaws.
4. Any changes made under this Section must be approved by the Secretary who is responsible under Article 6 for ensuring that an accurate set of the Bylaws is available to the members

Remove Article 12.0 and all references to Article 12.0 from the bylaws.

End of Motion #1

For reference, the existing wording for Definitions is provided below:

ARTICLE 12.0 - DEFINITIONS

1. Jewish Adult - Any adult is Jewish as defined by Halacha as interpreted by the Mara D'Atra (Rabbi).
2. Adult - A person is defined to be an adult if that person has reached their eighteenth (18th) birthday.
3. Dependents - Dependents are defined as either:
 - a. A member's children under the age of twenty six (26); or
 - b. Other individuals who are primarily dependent upon a member(s) for their financial support or physical well-being.
4. 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.
5. 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.
6. Notice - Except where written notice by regular mail is specifically required, members may elect to receive notices required to be sent under the provisions of these bylaws electronically (e.g., via email). Such election may be changed at any time by providing notice to the Secretary of the Congregation of the desired change. If electronic delivery is not elected, notice shall be sent by regular mail.

For reference, here is Section 20 of the California Corporations Code.

20. "Electronic transmission by the corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission under this code by a corporation to an individual shareholder or member of the corporation who is a natural person, and if an officer or director of the corporation, only if communicated to the recipient in that person's capacity as a shareholder or member, is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

Motion #2: Officer Job Descriptions

Background:

Some of the job descriptions for officers date back to a time when the officers actually did the work specified (e.g., write checks) and hard copy was the only technology available. The job descriptions of Secretary, Treasurer and Financial Secretary need to be updated to reflect that they direct the work but do not necessarily perform the tasks themselves and that many of these things are done electronically. Officers will also be able to designate someone else, often a member of the staff, to perform certain tasks.

Financial reporting requirements will no longer be assigned to a specific financial officer. The bylaws already put the financial reporting requirement on the Finance and Budget Committee. By limiting the reporting to one officer, if that officer is unavailable, the report could not be given.

Motion #2: Amend the bylaws as follows.

6.3.8 SECRETARY

1. The Secretary shall:

- a. keep an accurate record of the attendance at the meetings of the Congregation and the Board of Directors, and publish the Board attendance record of the prior 3 months with the minutes of each regular meeting of the Board of Directors;
- b. keep an accurate and timely 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 either electronically or in hard copy at the Office ~~principal office of the Congregation;~~
- c. be responsible for the official tally of votes for all motions and elections;
- d. provide, or designate someone to 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;~~
- e. issue, or designate someone to issue, notices of all meetings of the Congregation and Board of Directors and provide an agenda of such meetings as required by these bylaws;
- f. carry out, or designate someone to carry out, all correspondence as shall be required by the Board of Directors;
- g. maintain a current set of Policies of the Board of Directors to be available electronically or in hard copy at the Office. ~~principal office of the Congregation;~~ and

- h. ~~ensure maintain~~ that an accurate set of bylaws and a copy of the Articles of Incorporation of the Congregation are available to members electronically or in hard copy at the Office, principal office of the Congregation.
2. In case the Secretary is absent from any meeting, the Chair shall designate another member of the Board of Directors to perform duties (a), (b) and (c) above.

6.3.9 TREASURER

The Treasurer shall:

- ~~a. be responsible for administering all accounts and notes payable of the Congregation;~~
- ~~b. 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;~~
- ~~c. 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.~~
- a. ensure that all accounts and notes payable of the Congregation are properly recorded and paid; and
- b. sign 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;

6.3.10 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 responsible for administering all receivable accounts and notes receivable of the Congregation;~~
- ~~c. upon request, provide members of the Congregation with the latest version, including any changes, of the Financial Policy;~~
- ~~d. keep an accurate record of all financial affairs (including special arrangements with members) regarding income of the Congregation;~~
- ~~e. collect all dues, assessments, fees, and donations owed to the Congregation;~~
- ~~f. send to each member a regular statement of that member's financial obligations to the Congregation;~~

- ~~g. send written notification to members who are ninety (90) days in arrears that they are in danger of losing membership privileges;~~
- ~~h. send written notification to members whose memberships are canceled; and~~
- ~~i. inform the Membership Committee and Board of Directors of members who have had membership privileges canceled.~~
- a. ensure that all accounts and notes receivable of the Congregation are properly recorded and deposited in the bank or banks that may be designated by the Board of Directors;
- b. ensure accurate records are kept of all income of the Congregation, including special financial arrangements with members;
- c. ensure that regular statements are sent to each member with the status of that member's Financial Obligations¹ to the Congregation;
- d. ensure that proper notices are sent to members as defined in Article 2 of these bylaws; and
- e. inform the Board of Directors of members who have lost their membership status in accordance with Article 2 of these bylaws.

End of Motion #2

¹ If motion #8 passes, the term “Financial Obligations” will be changed to “Financial Commitments.”

Motion #3: Congregational Meetings, Quorum and Voting

Background:

The current need for conducting meetings via electronic conferencing such as Zoom suggests that the Board of Directors have the flexibility to determine not only the time and place of a meeting, but also the manner of the meeting. In addition, the meeting notice requirements will be consolidated as part of this Article and will no longer reference another Article.

Because our quorum is less than one-third of the eligible membership, the California Corporations Code places restrictions on what new items, if any, can be brought up at a meeting. For example, because our quorum is less than one-third, no business may be introduced that was not part of the notice to the membership, unless the actual attendance is over one-third of the membership. Rather than stipulate this as part of the bylaws, and in case the California Corporations Code changes in the future, the bylaws make note of, but do not attempt to duplicate, the potential restrictions of the Code.

Section 3.3.1 changes the quorum from a fixed number (70 in the current bylaws) to 10% of eligible members (which would make the new quorum about 85). Sections 3.3.2 and 3.3.3 are combined into a single paragraph (3.3.2) for clarity. The new Section 3.3.3 makes it explicit that a motion with a tied vote fails and that the Chair of the meeting is allowed to vote on all matters and therefore does not break a tie vote.

As we move to a more electronically connected society, we need to have the ability to meet virtually and potentially cast votes electronically, so the rules for elections need to evolve. The new Section 3.3.5 through 3.3.10 are designed to provide a framework for voting that protects the security and confidentiality of the process. Ideally the voting system would ensure that only eligible members vote, that each eligible member only votes once, and that no one knows how any individual voted. However, realistically, that is an impossible standard for any voting system, electronic or otherwise. The goal of this amendment is to give the Board the flexibility to adapt to changing circumstances and technologies while protecting the integrity of the voting system. To do this, the Secretary (in the role of Inspector of the Election) will appoint two or three people (preferably staff who are not members of the Congregation) as Election Staff. Only Election Staff will be in position to possibly link a person's name with their vote and the Election Staff will be required to keep any knowledge of an individual's vote confidential.

Subsection 3.3.8 protects the existing right of members to use an absentee ballot.

Motion #3: Amend the bylaws as follows.

Amend all of Article 3.0 as follows:

ARTICLE 3.0 - CONGREGATION MEETINGS

3.1 ANNUAL MEETING

1. An Annual Meeting of the Congregation shall be held between November 1st and December 23rd of each year at such time, place and manner as may be fixed by resolution of the Board of Directors.
2. The Annual Meeting 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 as permitted by the California Corporations Code.
3. A financial report shall be presented at the Annual Meeting which shall include a Budget vs. Actual report for the past fiscal year, a Balance Sheet of assets and liabilities at the beginning and end of the past fiscal year, and the approved budget for the current fiscal year. ~~for the past fiscal year and a budget for the current year will be presented at the Annual Meeting.~~
4. At least forty (40) days prior to the Annual Meeting, the Secretary shall arrange to notify the membership of the time, place and manner of the Annual Meeting and the proposed slate of Officers and Directors nominated in accordance with Article 5.0 of these bylaws.
5. At least fourteen (14) days prior to the Annual Meeting, the Secretary shall cause to be sent to the members of the Congregation a second notice which shall inform them of the time, place and manner of the Annual Meeting, all candidates for open positions on the Board of Directors, the process for receiving and submitting ballots, and the agenda of the Annual Meeting.

3.2 SPECIAL MEETINGS

1. Special meetings of the Congregation must be called by the President at the written request of ten percent (10%) 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 the time, place and manner of such special meeting and its purpose(s) shall be sent 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. This notice will include the process for receiving and submitting ballots.
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 10% of the total number of members of the Congregation who are eligible to vote.
2. Except as specified otherwise in these bylaws, or as required by Robert's Rules of Order, as they may be revised, all matters shall be decided by a simple majority vote of the affirmative and negative votes, not including abstentions or blanks, provided that at least one-third of all votes cast (including abstentions and blanks) are in the affirmative.
3. If a matter before the Congregation receives exactly half the votes (counting only the affirmative and negative votes), or exactly some other proportion as specified in these bylaws or under Robert's Rules of Order, as they may be revised, the matter shall not be considered adopted. The Chair of the meeting shall submit a ballot as any other member of the Congregation and shall not cast a vote as a tie-breaker.
4. Proxy votes are not allowed.
5. For any meeting of the Congregation, the Secretary shall serve as the Inspector of the Election. If the Secretary is not available to serve, the Chair shall designate another Officer of the Congregation to serve as the Inspector of the Election.
6. At least two and no more than three employees of the Congregation who are not voting members of the Congregation shall be designated by the Inspector of the Election to serve as Election Staff. If there are not at least two employees who are eligible and able to serve as Election Staff, then the Board of Directors shall appoint such additional Election Staff as the Board deems appropriate.
7. All voting shall be conducted in a manner that reasonably assures that all members who are eligible to vote have the opportunity to submit ballots, that only members who are eligible to vote submit ballots, that such members only vote once, and that only the Election Staff might have access to the information of how any individual's vote was cast. Such information shall be kept in strict confidence by the Election Staff.
8. Absentee ballots shall be made available upon request from the Inspector of the Election, or their designee, at least 14 days prior to any meeting of the Congregation at which business is to be conducted, unless the meeting is called under the emergency provisions of Section 3.2 above, in which case best efforts are to be made to provide and accept absentee ballots. Absentee ballots must be submitted to the Election Staff by the time scheduled for the start of the meeting of the Congregation.
9. The Inspector of the Election shall oversee the counting of the ballots and shall certify the election results. The Inspector of the Election may identify other members of the Congregation to assist in the counting of the ballots, provided they do not have access to the confidential voting information as described in the above paragraph 7 of this section of these bylaws.

10. The Board of Directors may authorize the electronic submission of absentee ballots and/or the use of an electronic voting system, provided the procedure for handling the electronic submission of absentee ballots and/or voting by electronic means conforms to the provisions of the above paragraph 7 of this section of these bylaws.
11. In cases of a government declared emergency, the Board of Directors may adopt such other rules and procedures deemed necessary to receive and count ballots, provided such rules and procedures conform to the provisions of the above paragraph 7 of this section of these bylaws.

End of Motion #3

For reference, the existing wording of Article 3.0 and the relevant sections of Article 5 are provided below.

ARTICLE 3.0 - CONGREGATION MEETINGS

3.1 ANNUAL MEETING

1. An Annual Meeting of the Congregation shall be held between November 1st and December 23rd 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 sent to the members of the Congregation as described in Article 5.0 of these bylaws.

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 sent 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 or the Secretary's designee. Any such absentee ballot filled out by an eligible member must be returned to the Secretary or the Secretary's designee by the time scheduled for the start of the Congregation Meeting.

5.4.2 Election of Officers and Directors

4. At least thirty (30) calendar days prior to the Annual Meeting the Secretary shall arrange to notify the membership of the time and place of the Annual Meeting and the proposed slate of Officers and Directors.
5. Fourteen (14) days prior to the Annual Meeting, the Secretary shall cause to be sent to the members of the Congregation a second notice which shall inform them of
 - a. the time and place of the meeting,
 - b. all candidates nominated, and
 - c. the agenda of the Annual Meeting.

Motion #4: Nomination, Election, Resignation and Removal of Directors

Background:

This section addresses the process for the nomination, election and removal of people from the Board of Directors.

The Immediate Past President is now explicitly permitted to run for a different Board position, in which case the position of Immediate Past President is left vacant and there are only 24 total members of the Board. For this reason, the reference to a total number of 25 has been removed.

Members will be allowed to nominate themselves in advance instead of taking nominations from the floor during the Annual meeting. This allows people using an absentee ballot to make an informed choice since everyone running for office have their names on the ballot.

Voting procedures are simplified so that elections can be conducted using a single ballot. As a result of having a single ballot, if a Board member runs for a different position before finishing the term for their existing seat, they must resign from the current position so the Nominating Committee can fill it. The resignation is irrevocable - in the unlikely event that they lose the election to the new seat, they can't go back to their old position which has already been filled.

Under the current Bylaws, the only way to remove someone from the Board of Directors is by a 2/3 vote of the entire congregation, if they fail to attend three Board meetings in a row or if they are expelled from the Congregation. Section 5.7 creates a process for a board member to resign. Section 5.8 creates a mechanism, including due process, for the Board to remove a member for malfeasance, short of expelling them from the Congregation. Since people are required to be a member in Good Standing, Section 5.9 clarifies what happens with loss of Good Standing and also clarifies how to implement the existing attendance requirement.

Members who are removed from the Board of Directors for cause will be barred from service on the Board for some period of time, depending on the severity of the situation. Note that if a Board member, even facing a possible loss of their seat due to one of the reasons above, chooses to resign, then there is no limit on how soon they can serve again.

In addition to the changes above, there are a number of smaller changes to make procedures simpler or clearer and to make the language more consistent as well as an extensive reorganization of the numbering to improve readability.

Motion #4: Amend the bylaws as follows.

Amend Section 5.1 as follows:

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 Members in Good Standing of the Congregation as follows:
 - a. ten (10) elected Officers of the Congregation as defined in Section 6.1.1 of these bylaws;
 - b. twelve (12) additional elected members to serve as Directors At Large;

- c. the Immediate Past President, if not serving in some other position on the Board of Directors; and
 - d. two special members, one (1) representative of the women's auxiliary organization and one (1) representative of the men's auxiliary organization.
2. The special members shall not serve in any other position on the Board of Directors, and shall be selected by their respective organizations for a term of one (1) year beginning February 1. The representatives shall be named in writing to the President by the respective organizations prior to the start of their term. 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.
 3. Each member of the Board of Directors shall have one (1) vote.
 4. The Rabbi who is the Mara D'Atra of the Congregation shall be a non-voting member of the Board of Directors.
 5. The term for each ~~regular~~-elected Officer or Director At Large shall be two (2) years.

Amend paragraph 1 of Subsection 5.3.1 as follows:

5.3.1 REGULAR MEETINGS

1. The Board of Directors shall meet monthly. All members of the Board of Directors are expected to attend the meetings of the Board.

Amend Section 5.4 through the end of Article 5 as follows:

5.4 SCHEDULE OF ELECTION OF OFFICERS AND ELIGIBILITY TO SERVE

1. In the year the President is elected, four (4) other Officers and six (6) Directors At-Large shall be elected, for a total of eleven (11) positions elected. The remaining eleven (11) positions, consisting of five (5) Officers and six (6) Directors At-Large, shall be elected for terms beginning on the first day of the second year of the President's term. The officers to be elected with the President and in alternate years are listed in Article 6.0 of these bylaws.
2. To be nominated to or to serve on the Board of Directors, a member must be a Member in Good Standing of the Congregation, and they must also have been a member of the Congregation for at least one (1) year prior to the time that they take office. To serve as President, a member must have served at least one full term on the Board of Directors prior to the time that they begin their term as President.
3. Term limits specific to the different positions on the Board of Directors are defined in Article 6.0 of these bylaws.

5.5 NOMINATION OF OFFICERS AND DIRECTORS AT LARGE

1. By no later than its regular June 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.
2. The members of the Nominating Committee must be Members in Good Standing of the Congregation.
3. The Nominating Committee shall elect a chairperson from among its members.
4. Members of the Nominating Committee shall not be prohibited from being nominated as Officers or Directors.
5. At least two (2) months prior to the Annual Meeting, the Nominating Committee shall submit to the Secretary a slate of nominations of one (1) candidate for each Office and Directorship to be elected. If a member of the Board who is in the first year of their term notifies the Nominating Committee that they do not wish to serve the second year of their term, or if a member of the Board who is in the first year of their term is asked by the Nominating Committee to serve in another position on the Board of Directors, the Nominating Committee may nominate a replacement to fill the second year of any term to be vacated as of February 1 of the following year.
6. Any member of the Board of Directors who is in the first year of their term and accepts the nomination for another position on the Board of Directors will be deemed to have submitted their irrevocable resignation from their current position effective February 1 of the following year.
7. Up to twenty five (25) days prior to the Annual Meeting, any Member in Good Standing may submit their name to the Secretary, or their designee, for nomination to any one open position on the Board of Directors for which they may be eligible to serve.

5.6 ELECTION OF OFFICERS AND DIRECTORS AT LARGE

1. The election of Officers and Directors At Large shall be conducted on a single ballot.
2. The candidates for each Office shall be listed and each member who is eligible to vote may vote for at most one candidate for each Office subject to election. Ballots with no candidate selected or more than one candidate selected will not be counted for that particular office. The candidate with the highest number of votes, even if not a majority, but at least one-third of the total votes cast, shall be elected to that office.
3. The candidates for two-year terms as Directors At Large shall be listed as a group, and each member who is eligible to vote may vote for no more than the number of candidates that is the same as the number of open positions for full two-year terms as a Director At Large. Cumulating of votes (giving more than one vote to any one candidate) is not allowed. Any ballot with votes for more candidates than allowed will be disqualified. The members receiving the most votes, even if not a majority, but at least one-third of the total votes cast, shall be elected to serve as Directors At Large for two-year terms.
4. The candidates for one-year terms as Directors At Large, if any, shall be listed as a group, and each member who is eligible to vote may vote for no more than the number of

candidates that is the same as the number of open positions for one-year terms as a Director At Large. Cumulating of votes (giving more than one vote to any one candidate) is not allowed. The members receiving the most votes, even if not a majority, but at least one-third of the total votes cast, shall be elected to serve as Directors At Large for one-year terms.

5. In the event of a tie where each member received at least one-third of the total votes cast, the current Board of Directors will choose between the candidates who are tied for any Office or position as a Director At Large. There will be no runoff elections for the Board of Directors.
6. If a position is not filled because no candidate received at least one-third of the total votes cast, the vacancy will be filled according to the procedures described in Section 5.11 below.
7. The terms of the newly elected Officers and Directors commence on February 1 following their election.

5.7 RESIGNATION

1. Any member of the Board of Directors may resign their position by notifying the President or the Secretary of their resignation and effective date. A reason need not be given.
2. Once a resignation is submitted, it is irrevocable, and the position shall be vacant as of the effective date of the resignation. Resignation does not bar a member from future service on the Board of Directors, including applying for the position they vacated if their situation should change.
3. If the effective date is not February 1 of the following year, and if the Nominating Committee will not be filling the vacancy as described in Section 5.5 above, the vacancy will be filled according to the vacancy procedures described in Section 5.11 below.

5.8 REMOVAL

1. Any member of the Board of Directors may be removed for cause by a vote of two-thirds of the entire Board of Directors. The subject member shall be notified of the charges and reasons for removal, which will be presented in a closed session of the Board. The subject member may present a defense, be present for any discussion and may vote on the motion to remove.
2. Any member who is removed from the Board of Directors under this section shall be barred from service on the Board of Directors for a period of four (4) years from the date of removal.
3. If the removed member is an elected member of the Board of Directors, the vacancy will be filled according to the vacancy procedures described in Section 5.11 below. If the removed member is the Immediate Past President, that position shall remain vacant for the remainder of the term. If the removed member is one of the special members, the organization from which that member was selected shall select a replacement.

5.9 LOSS OF PRIVILEGE TO SERVE AS A DIRECTOR

1. If a member of the Board of Directors is no longer a Member in Good Standing, their position on the Board of Directors shall automatically be declared vacant. The vacancy will be filled according to the procedures described in Section 5.11 below.
2. If one of the elected members of the Board of Directors shall be absent from three consecutive regular meetings of the Board of Directors, the position shall be declared vacant at the third meeting. Such automatic vacancy may be overridden by a majority vote two-thirds (2/3) of the Board of Directors present at the meeting. The member of the Board of Directors removed under this paragraph shall be barred from service on the Board of Directors for a period of two (2) years from the date of removal. The vacancy will be filled according to the procedures described in Section 5.11 below.
3. If one of the special members of the Board of Directors shall be absent from three consecutive regular meetings of the Board of Directors, the position shall be declared vacant at the third meeting. Such automatic vacancy may be overridden by a majority vote of the Board of Directors. The member of the Board of Directors removed under this paragraph shall be barred from service on the Board of Directors for a period of two (2) years from the date of removal. The auxiliary organization from which that member was selected shall select a replacement.

5.10 RECALL OF DIRECTORS

1. Any elected Officer or Director At Large 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.
3. In the event that such a recall is successful, the position will be declared vacant, and the vacancy will be filled according to the procedures described in Section 5.11 below.
4. Any member of the Congregation who is recalled from serving on the Board of Directors shall be barred from service on the Board of Directors for a period of four (4) years from the date of removal.

5.11 VACANCIES

1. In the event that a vacancy occurs on the Board of Directors (with the exception of the Immediate Past President and the special members) the membership of the Congregation shall be sent notice that such vacancy exists. If the vacancy is for the Immediate Past President, that position will remain vacant for the remainder of the term. If the vacancy is one of the special members, the organization from which that member was selected shall select a replacement.
2. Eligible members interested in filling any vacancy shall apply to the Board of Directors by sending a notice to the President or Secretary.

3. 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.
4. A replacement who fills a vacancy shall serve the remainder of the term of that Office or Director At Large position.

End of Motion #4

For reference, the existing wording of the sections covered by this motion is provided below.

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.

5.3.1 REGULAR MEETINGS

1. The Board of Directors shall meet monthly.

5.4 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

1. Nominating Committee
 - a. By no later than its regular June 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

- 1. 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.
- 2. Other candidates can be nominated, with their consent by any member of the Congregation in good standing.
- 3. 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.
- 4. At least thirty (30) calendar days prior to the Annual Meeting the Secretary shall arrange to notify the membership of the time and place of the Annual Meeting and the proposed slate of Officers and Directors.
- 5. Fourteen (14) days prior to the Annual Meeting, the Secretary shall cause to be sent 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.
- 6. Nominations from the floor will be allowed at the Annual Meeting.
- 7. 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.
- 8. 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.
- 9. 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 sent notice that such vacancy exists. Eligible members interested in filling that vacancy shall apply to the

Board of Directors by sending a notice to the President or Secretary. 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.

10. 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.

Motion #5: Quorum and Voting at meetings of the Board of Directors

Background

Even before the current emergency pandemic situation required virtual meetings, we have accommodated members of the Board who needed to participate virtually. We are codifying in the bylaws that a member of the Board will be counted as attending the meeting, if they are able to read or hear the proceedings, participate in the discussion and vote. The bylaws do not require that virtual participation in a meeting be accommodated, but permits the possibility.

Because it is not always possible to determine who might have temporarily left a meeting and been absent for a vote, the tally of votes and whether or not an item of business is adopted should be based on the total number of votes cast, not the number of members identified as in attendance at some time during the meeting.

Currently, the bylaws treat an abstention in a Board meeting as a vote against a motion. With this amendment, abstentions at a Board meeting will have the same impact as they do at congregational meetings in that an abstention identifies the person as present for the purposes of a quorum, but they are not voting on the matter at hand. This would allow, for example, some number of Board members who might be the subject of a motion to abstain, without causing the motion to fail.

The Beth David Conflict of Interest policy requires Board members to abstain from voting on issues where there is a conflict of interest. If a member does not agree to abstain, Section 5.3.4.4 establishes a procedure where the Board as whole, with a two-thirds vote, may disqualify a member from voting on a specific item, when there is a good reason to do so.

Motion #5: Amend the bylaws as follows.

Amend Section 5.3.2 as follows:

5.3.3 ATTENDANCE, QUORUM AND VOTING

1. A quorum shall consist of thirteen (13) members of the Board of Directors in attendance, at least two (2) of whom must be Officers. To be considered in attendance, a member of the Board must be able to read or hear the proceedings, participate in any discussion, and participate in voting whether by voice vote, roll call or by anonymous balloting.
2. Except as specified otherwise in these bylaws, under any special rules or procedures previously adopted by the Board of Directors, or as required by Robert's Rules of Order, as they may be revised, all matters shall be decided by a simple majority vote of the affirmative and negative votes, not including abstentions or blanks, provided that at least one-third of all votes cast (including abstentions and blanks) are in the affirmative.
3. Provided that at least one-third of all votes cast (including abstentions and blanks) are in the affirmative, the vote shall be deemed tied when the number of affirmative votes is exactly one-half or other required fraction of the combined number of affirmative and negative

votes. 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.

4. A member may be disqualified by the Board from voting on a specific item of business only for specific cause and only by a two-thirds vote of the members present. The member in question shall be allowed to vote on the disqualification motion. If disqualified by a two-thirds vote, the disqualified member shall not be counted as present for purposes of a quorum for that item of business only.
5. Proxy and/or absentee votes are not allowed.

End of Motion #5

For reference, existing wording for Section 5.3.3 is provided below.

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.

Motion #6: Rights of Members and Non-members

Background:

Article 2 defines the broad rights of our members and the more limited rights of non-members. However, along with those rights, there needs to be a responsibility to follow the policies and procedures of the Congregation. For example, the right to attend a meeting is currently absolute. If we have an in-person meeting where we require attendees to wear masks, a person who refuses to wear a mask still has a right under the existing bylaws to attend the meeting. By adding this general requirement at the beginning of the section, we are able to remove some of the references to more specific policies, although we keep the phrase “subject to the rules, regulations and fees” on certain items for clarity.

Copies of the policies and procedures will be made available to congregants under Article 2.9 and new ones are published as part of the minutes. We are removing the requirement of thirty days’ notice before policies take effect so the Board can choose a date appropriate to the urgency of the situation (shorter for urgent situations, longer for ones that require more notice or education to implement). Note that this does not change the notice requirements for changes to dues and assessments as defined in Article 4.

Motion #6: Amend the bylaws as follows.

Sections 2.9 and 2.10 are amended as follows:

2.9 PRIVILEGES OF MEMBERS

Members in Good Standing shall enjoy the privileges listed below, subject to the policies and procedures established by the Board of Directors.

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 Household 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 or contracted or committed by the Congregation, along with their Jewish dependents and Jewish parents, subject to the rules, regulations and fees~~ governing such cemetery. ~~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, as permitted by the bylaws and other regulations of those groups.
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~~ have access to a copy of the Articles of Incorporation of the Congregation, a copy of these bylaws, a copy of all policies and procedures approved by the Board of Directors. each Policy (e.g., Financial, Ritual, Membership, etc.) at least thirty (30) days prior to its becoming effective, and to receive all general notices and bulletins.

2.10 PRIVILEGES OF NON-MEMBERS

Non-members of the Congregation who are persons of good character may enjoy the privileges listed below, subject to the policies and procedures established by the Board of Directors.

1. To 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. To attend a meeting of the Board of Directors for a specific purpose with the prior approval of the Chair. The Chair's approval or denial may be over-ruled by a majority of the Board members present at that meeting.
3. 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.~~
4. To receive services from the clergy Rabbi subject to the clergy's ~~latter's~~ own discretion. Members and auxiliary organizations requiring the services of the clergy Rabbi ~~must~~ normally receive priority over non-members or other organizations.
5. To seek membership in auxiliary organizations or associated groups recognized by the Congregation as permitted by the bylaws and other regulations of that group. 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. To attend social, cultural and educational functions of the Congregation ~~by invitation only~~ unless participation is restricted by the event sponsor(s).
7. To make use of the facilities of the Congregation subject to such rules, regulations, and fees as may be approved by the Board of Directors.

End of Motion #6

Motion #7: Cancellation, Abandonment and Expulsion of Members

Background:

In the past, active membership was defined by paying dues. With the sustaining contribution model, some members may opt for a \$0 contribution. If they respond to the annual sustaining contribution letter to let the Congregation know their intent, then it is clear that even though they are not paying a sustaining contribution, they still want to be members. However, there is a problem with people drifting away from the Congregation without ever letting us know that they intended to end their membership. The new process for abandonment gives us a proactive way to end the membership of someone who has had no contact with the Congregation for over 18 months.

For the safety and security of all, knowingly and repeatedly failing to follow the policies and procedures of the Congregation should be grounds for expulsion, using the existing due process for expulsion.

Motion #7: Amend the bylaws as follows.

Sections 2.5 and 2.6 are amended as follows.

2.5 GOOD STANDING

Members in Good Standing are those members for whom Financial Obligations² (see Article 4) are not more than one hundred twenty (120) days in arrears or who have made satisfactory arrangements with the Finance and Budget Committee.

2.6 CANCELLATION OF MEMBERSHIP

1. A member whose Financial Obligations² are at least ninety (90) days in arrears and who has not made satisfactory arrangements with the Finance and Budget Committee shall be ~~notified~~ sent notice by prepaid certified mail return receipt requested that their membership is subject to cancellation. 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 due to failure to meet the Financial Obligations² of membership at the next regularly scheduled meeting of the Board of Directors. Membership may be reestablished by reapplying for membership, provided satisfactory arrangements for payment of any balance due have been made with the Finance and Budget Committee.
2. The cancellation of membership will be effective thirty (30) days from notice by the Finance and Budget Committee unless the member appeals the cancellation in writing to

² Should motion #8 be passed, the term "Financial Obligations" will be changed to "Financial Commitments."

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.

Add the following Section 2.7

2.7 ABANDONMENT OF MEMBERSHIP

Any member who fails to make any payments to the Congregation for a period of eighteen (18) months and also fails to communicate with and make satisfactory arrangements with the Finance and Budget Committee shall be considered to have abandoned their membership, and shall be sent notice by prepaid certified mail return receipt requested that their membership is subject to cancellation due to abandonment. The Board of Directors shall be notified of any pending cancellations due to abandonment at the next regularly scheduled meeting of the Board of Directors. If no response is received from the member within thirty (30) days following the notice to the Board, or such additional time as may be granted by the Finance and Budget Committee, the member's membership shall be canceled. Membership may be reestablished by reapplying for membership, provided satisfactory arrangements for payment of any balance due have been made with the Finance and Budget Committee.

Sections 2.8 and 2.9 (renumbered) are amended as follows:

2.8 EXPULSION OF MEMBERSHIP

A member can be expelled from the Congregation for conduct which brings discredit upon the Congregation or upon the Jewish faith, or for knowingly and repeatedly violating the policies and procedures established by the Board of Directors. Upon direction from the Congregation President or the Executive Board, the member shall be given fifteen (15) days notice in writing from the Secretary, or their designee, sent by prepaid certified mail return receipt requested, 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.

2.9 WITHDRAWAL OF MEMBERSHIP

1. A member may withdraw from the Congregation upon sending notice to the Membership Vice President or their designee. Such notice must include the specific members withdrawing and the effective date of the withdrawal.
2. The Membership Vice-President, or their designee, shall interview withdrawing members and, with their permission, report to the Board of Directors any reason(s) for their withdrawal that would ~~affect~~ 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.

The remaining sections of Article 2 describing the rights of members and non-members are to be renumbered but remain unchanged by this motion to amend the bylaws.

End of Motion #7

Motion #8: Financial Commitments of Membership

Background:

This amendment changes the title of Article 4 to more accurately reflect that this section deals with all of the various financial commitments made by members to the congregation, not just dues and assessments. We added the preamble and changed “Financial Obligation” to “Financial Commitment” to reflect our philosophy that financial support is part of the mutual commitment we make to each other as part of a community. At present, there are no dues or assessments. However, in case a future Board wants to consider dues or assessments, the original section on Dues and Assessments will remain unchanged, except for clarification of the notice terminology.

The definition of what constitutes a Financial Commitment is clarified, and that Financial Commitments, as defined, are used for determining when a membership is in good standing and when a membership might be cancelled for non-payment of Financial Commitments.

The new section 4.2 creates a simpler, broader definition of Financial Policy, eliminating the need to list out the detailed elements, with the key exception that the bylaws explicitly require that the Financial Policy provide for financial relief for any matters due to economic hardship, not just for dues. The motion also makes the specific starting date for the Congregation’s fiscal year a matter of policy so it would no longer require a vote to amend the bylaws if it needs to be changed.

Motion #8: Amend the bylaws as follows.

Amend the bylaws to globally replace the following terminology:

The terms “Financial Obligation” and “Financial Obligations” shall be replaced, respectively, by the terms “Financial Commitment” and “Financial Commitments” throughout the bylaws.

Amend all of Article 4 as follows:

ARTICLE 4.0 – FINANCIAL COMMITMENTS OF MEMBERSHIP

The Congregation depends on the generosity of its members and the commitments we make to each other to sustain the Congregation.

4.1 DUES AND ASSESSMENTS

1. 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.
2. 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.

3. A notice to the membership shall be sent at least twenty-one (21) days in advance, informing the membership that a motion to change dues or assessments will be considered at a meeting of the Board of Directors. Changes in dues and/or assessments shall be the first item of business at that meeting.
4. Notice of any change to dues and/or assessments shall be sent to each member of the Congregation within seven (7) business days after such vote.

4.2 FINANCIAL POLICY

1. The Finance and Budget Committee shall recommend, and the Board of Directors shall approve, all policies regarding financial matters of the Congregation, which collectively constitute the Financial Policy of the Congregation.
2. The Financial Policy shall include procedures for providing financial relief for members experiencing economic hardship.
3. The Financial Policy shall establish the fiscal year for budgeting, reporting and tax purposes.

4.3 FINANCIAL COMMITMENTS

1. The following shall be considered Financial Commitments for the purpose of determining Membership in Good Standing and Cancellation of Membership as described in Article 2.0 of these bylaws.
 - a. Dues and Assessments as authorized by the Board of Directors in accordance with these bylaws.
 - b. Charges for school tuition and other instruction as authorized by the Board of Directors in accordance with these bylaws.
 - c. Other voluntary commitments made to the Congregation or its various funds as described in the Financial Policy and in accordance with these bylaws.
2. Financial Commitments remain after a member has withdrawn, has had their membership cancelled for any reason, or has been expelled. Satisfactory arrangements with the Finance and Budget Committee regarding any outstanding Financial Commitments are required to reestablish membership as defined in Article 2.0 of these bylaws.

End of Motion #8

For reference, the existing wording for Article 4 is provided below.

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 sent 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.