

Amended and Restated
Temple Beth Sholom of Orange County
By-Laws

ARTICLE I
IDENTIFICATION AND AFFILIATION

- Section 1. The name of this Corporation is Temple Beth Sholom of Orange County. (Hereinafter referred to as "Temple")
- Section 2. The form of worship of this Temple shall be in accordance with Reform Jewish ritual. The Temple shall affiliate itself with the Union for Reform Judaism.
- Section 3. The purpose of the Temple is to support the ideals of Reform Judaism for our Members and the community.
- Section 4. The Temple may engage in acts of social justice, including actions which may influence legislation, to the extent allowed under 501(c)(3) law. The Temple shall not participate in any political campaign on behalf of, or in opposition to, any candidate for public office.
- Section 5. The Temple shall have and may exercise all such powers as may be conferred upon a Non-Profit Corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and the attainment of the purposes of the Temple; provided, however, the Temple shall in no event engage in any activity that is not permitted to be carried on by a Corporation exempt under Section 501(c) (3) of the Internal Revenue Code.
- Section 6. The Corporation shall indemnify, defend and hold harmless the Board of Directors from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Corporation, arising out of or related to its activities, whether caused by or contributed to by the parties indemnified herein, unless caused by an intentional breach of fiduciary duties.

ARTICLE II
VOTING

- Section 1. Whenever it is stated that either a majority or percentage vote is required by the Members, it shall be a majority or percentage (whichever the case may be) of those Members present and voting.
- Section 2. Proxy voting by either the Board of Directors or the Members is prohibited.
- Section 3. Any Member who is not in good standing when any Temple Member meeting is held shall not have the privilege of voting at that meeting.

ARTICLE III
TEMPLE MEMBERSHIP

- Section 1.** Any person of Jewish faith and at least eighteen (18) years of age may, upon application, be admitted to Temple membership by the Board of Directors or its designee. Only such persons as have been so admitted shall be entitled to the privileges of membership as specified in Article IV.
- Section 2.** The non-Jewish spouse or domestic partner of a Member in good standing shall be entitled to membership but is not eligible to vote, serve on the Board of Directors, or chair a committee of the Temple. A non-Jewish member may continue membership after the death of their Jewish spouse or domestic partner.
- Section 3.** The unmarried children of Members in good standing who are between 18 and 30 years of age, but who have not become a member in their own name, shall be considered Members but shall not be entitled to vote or serve on the Board of Directors.
- Section 4.** Honorary members, as admitted by the Board of Directors or its designee, shall be entitled to all membership privileges except the privilege to vote or hold office.
- Section 5.** A Member shall pay annual dues, fees and assessments, as shall be determined by the Board of Directors.
- Section 6.** Resignation by a Member shall not relieve them from the payment of any obligations to the Temple at the time of their resignation.
- Section 7.** A Member in good standing is one who is not more than two (2) months in arrears in the payment of any financial obligation to the Temple, unless the non-payment of any such obligations is caused by extraordinary circumstances, as determined by, or where acceptable payment arrangements have been made with, the Temple's Executive Director or President of the Board.
- Section 8.** The fiscal year and membership year shall begin annually on July 1 and end on June 30.

ARTICLE IV
PRIVILEGES OF MEMBERSHIP

- Section 1.** Privileges of membership are limited to Members in good standing.
- Section 2.** Membership privileges shall include the following, provided all the requirements for participation have been met:
- (a) voting at all Membership meetings of the Temple,
 - (b) attendance at all religious services,
 - (c) a religious education in the Religious School for children of Members,
 - (d) participation in life cycle events,
 - (e) services of the professional staff as determined by the Board of Directors,

- (f) participation in all educational, cultural and social activities offered by the Temple,
- (g) participation in Temple sponsored youth activities by children of Members,
- (h) holding office and/or serving on committees of the Temple.

ARTICLE V

TEMPLE AUXILIARIES AND AFFILIATIONS

- Section 1. An Auxiliary of the Temple must be composed of at least 80% Temple Members and have its Constitution and/or By-Laws approved by the Temple Board of Directors.
- Section 2. Any organization having a majority of its members of the Jewish faith may be an Affiliate of the Temple, with the approval of the Temple Board of Directors.
- Section 3. Membership in an Auxiliary or Affiliate of the Temple shall be in accordance with the rules and regulations of the Auxiliary or Affiliate, subject to the following:
 - (a) Membership in Temple Affiliated youth groups shall be available only to children of Temple Members, and at the discretion of the clergy, staff or Board of Directors, to non-Temple members. Non-Temple members may not serve as Officers in the group.
 - (b) Membership in all adult Auxiliaries of the Temple shall be available to Temple Members, and at the discretion of the Auxiliary, to non-Temple members. Non-Temple members may not serve as Officers of the Auxiliary.

ARTICLE VI

BOARD OF DIRECTORS

- Section 1. The Temple shall elect a Board of Directors from its membership, consisting of the Officers described in Article VIII, five (5) Directors at Large, the Immediate Past President, and the Presidents of the Temple Sisterhood and Brotherhood. (The Directors at Large, the Immediate Past President, and the Presidents of the Temple Sisterhood and Brotherhood are hereinafter referred to as "Directors".) Officers and Directors of the Temple shall be of the Jewish faith.
- Section 2. Nominations for Directors shall be submitted in writing to the Board of Directors at least sixty (60) days prior to the Temple's annual Meeting of the Members. It is the responsibility of the Nominating Committee to submit these recommendations to the Board of Directors.
- Section 3. Directors shall be elected at the annual Meeting of the Members. The elected Directors shall serve for a term of two (2) years and their term shall commence immediately after the election and installation at the annual Meeting of the Members.

- Section 4.** In the event of a vacancy in a Director position, the President may fill such vacancy with a Member of the Temple provided they meet all of the qualifications to hold office.
- Section 5.** Spouses, domestic partners, or other immediate family members may not serve concurrently as members of the Board of Directors in any capacity.
- Section 6.** No member of the Board of Directors shall receive compensation for services rendered to the Temple as a Director or Officer.
- Section 7.** At all meetings of the Board of Directors, at least two-thirds (2/3) of its members must be present to constitute a quorum. The Sisterhood President, Brotherhood President, and the Immediate Past President shall be counted for determining if a quorum exists.
- Section 8.** The Board of Directors shall meet once a month, or as often as required, but no less than six (6) times per year. Special meetings may be called by the President, or by a majority of members of the Board of Directors, provided at least three (3) days' notice is given to members of the Board.
- Any meeting, regular or special, may be held by conference, telephone, or other communications mechanism permitted by the California Non-Profit Corporation Law, as long as all Board members participating in the meeting can communicate with one another, and all other requirements of the California Non-Profit Corporation Law are satisfied. All Officers and Directors shall be deemed to be present in person at such meeting.
- An action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents may be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Board of Directors. For purposes of this section only, "All members of the Board of Directors" does not include any "interested Directors" as defined in California Corporation Code.
- Section 9.** Any time notice is required it shall be in writing and sent to the current e-mail address of each Board Member.

ARTICLE VII
POWER AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1.** Subject to the provisions of the California Non-Profit Corporation Law, the activities and affairs of the Temple shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may, by resolution, delegate all or a portion of the management of the operations of the Temple to one or more committees or persons; provided that the activities and affairs of the Temple shall be managed, and all corporate

powers shall be exercised, under the ultimate direction of the Board of Directors. Additional specific powers that the Board of Directors shall have are as follows:

- (a) approve new Members to the Temple in accordance with these By-Laws.
- (b) determine all dues and assessments to be levied on Members of the Temple.
- (c) submit to the annual Meeting of the Members a budget for approval by the Members.
- (d) remove any Officer or Director for breach of their fiduciary duty by the affirmative vote of at least two-thirds (2/3) of all members of the Board of Directors, present and voting, at a meeting for which the Board of Directors has received seven (7) days' notice that the subject of the removal will be brought to a vote. Officers or Directors, at the discretion of the Board President, may be removed if they are absent from three (3) or more Board meetings during a fiscal year.
- (e) recommend candidate(s) to the Temple for Rabbinic and Cantorial positions and make recommendations to the Members regarding the renewal of their contracts subject to provisions in Article X.
- (f) establish the agenda for the annual Meeting of the Members.
- (g) establish the standing rules and policies for the Temple.
- (h) employ such professional personnel as may be necessary, prescribe their duties and fix their compensation.
- (i) be responsible for the implementation of the Temple Mission Statement.

ARTICLE VIII

Officers

Section 1. The elected Officers of the Temple shall consist of the:

- (a) President
- (b) Executive Vice President
- (c) Secretary
- (d) Treasurer
- (e) Vice President of Membership
- (f) Vice President of Worship
- (g) Vice President of Education

Section 2. Nominations for each Officer of the Temple shall be submitted in writing to the Board of Directors at least sixty (60) days prior to the Temple's annual Meeting of the Members. It is the responsibility of the Nominating Committee to submit these recommendations to the Board of Directors.

Section 3. Officers shall be elected at the annual Meeting of the Members. The elected Officers shall serve for the term of two (2) years and their term shall commence immediately after the election and installation at the annual Meeting of the Members.

Section 4. No Officer shall be eligible to serve more than two (2) full consecutive terms in the same office.

Section 5. In the event of vacancy in the office of President, the Executive Vice President shall serve as President for the unexpired term. In the event of a vacancy in an Officer position, the President shall fill such vacancy with a current Board member for the unexpired term. If there is no current Board member available to fill an unexpired term as set forth herein, the President may fill such a vacancy with a Member of the Temple provided they meet all of the qualifications to hold office.

Section 6. The President

- (a) Shall preside at the annual Meeting of the Members and all meetings of the Board of Directors.
- (b) Shall supervise the operations of the Board of Directors.
- (c) May create or eliminate committees necessary for the operation of the Temple and shall approve all committee chairs as recommended by the appropriate Vice Presidents, except as otherwise provided by the By-Laws.
- (d) Shall be an ex-officio member of the committees, but may not be an ex-officio or voting member of the Nominating Committee.
- (e) May call a special meeting of the Temple Members or Board of Directors.
- (f) Shall serve as, and perform, all duties as the Chief Executive Officer of the Temple.
- (g) May authorize a non-budgeted emergency expenditure of ten-thousand dollars (\$10,000.00) or less with the written consent of the Treasurer prior to ratification by the Board of Directors.

Section 7. The Executive Vice President

- (a) Shall be President Elect.
- (b) Shall, in the absence of, or during the disability of, the President, perform all duties of that office.
- (c) Shall exercise general oversight and supervision over operating the business, human resources and security functions of the Temple.
- (d) Shall exercise general oversight and supervision over, and be an ex-officio member of, all committees except the Nominating Committee.

Section 8. The Secretary shall post the agendas of the Board of Directors meetings and record and issue minutes of all meetings of the Board of Directors and Temple Membership meetings. The Secretary shall also maintain all official records of the Temple.

- Section 9. The Treasurer shall:**
- (a) Supervise all Directors and committees concerned with the financial operations of the Temple, and shall be a member of all such committees.
 - (b) Supervise the receipt and deposit of all money in the name of the Temple, the payment of all bills preliminarily approved by the Executive Director, or the Executive Director designee, for payment and shall ensure that all checks are signed by an authorized signatory; signatures of two (2) authorized signatories shall be required for all checks in the amount of five-thousand dollars (\$5,000.00) and above.
 - (c) Review and report on all Endowments and Grant funds.
 - (d) The Treasurer is the Chief Financial Officer of the Temple and shall supervise maintaining the books and records of the Temple relating to all of its financial transactions and affairs, including accounting for its assets and liabilities and its receipts and expenditures. When requested by the President or the Board of Directors, the Treasurer shall furnish a written account of all transactions by the Treasurer, such accounting to be provided no less frequently than once per calendar quarter.
- Section 10.** The Vice President of Membership shall supervise all Directors and committees relating to the acquisition, integration, and retention of Membership in the Temple and services to that Membership, and shall be a member of all such committees. This shall include the supervision of any committees dealing with dues policy and communications concerning Temple Membership.
- Section 11.** The Vice President of Worship shall supervise all Directors and committees concerned with liturgical and religious practices and social justice activities of the Temple, and shall be a member of all such committees.
- Section 12.** The Vice President of Education shall supervise all committees concerned with the religious educational aspects of the congregation, as well as camp and youth programs, and early childhood education and shall be a member of all such committees.

ARTICLE IX
COMMITTEES

- Section 1.** The Standing Committees of the Temple shall be:
- (a) **Nominating Committee:** The President shall appoint, at least four (4) months prior to the annual Meeting of the Members of the Temple, a Nominating Committee Chair. The Nominating Committee shall consist of three (3) members of the Board of Directors and three (3) Temple Members, two (2) of whom have never served on the Temple Board of Directors. Neither the President nor the Executive Vice President shall be a member of the Nominating Committee. The Nominating Committee Chair shall select the

other members of the Nominating Committee, subject to ratification by the Board of Directors. It shall be the duty of the committee to present a list of nominees for each Officer and Director position of the Temple to be filled. The list of nominees shall include the names of the Presidents of the Temple Sisterhood and Brotherhood who are being nominated. The list shall be sent to the Temple Members at least four (4) weeks prior to the annual Meeting of the Members.

The nomination for an Officer may also be made by petition of ten (10) Temple members in good standing with the consent of the nominee. This petition shall be addressed to the President and be delivered to the Temple office at least two (2) weeks prior to the annual Meeting of the Members and sent to the Members of the Temple at least seven (7) days prior to the annual Meeting of the Members.

- (b) **Finance Committee:** The Finance committee shall be established by the Treasurer to maintain the accounting of the Temple funds, to provide reports to the Treasurer as requested, to track expenditures of the Temple, to advise the Board of Directors on acquisitions and expenditures, and to develop revenue sources.
- (c) **Security Committee:** The Executive Vice President shall select this committee to perform the duties of creating, modifying and implementing security policies, procedures and protocols to insure the safety of membership, staff, students and guests. The committee shall oversee the utilization and training of staff, internal security personnel and equipment. The committee shall prepare, update, and implement plans for the security of the Temple for major events and holidays. The chair of the committee shall designate a committee member, or other appropriate person, to act as a liaison with local law enforcement agencies.
- (d) **Communications and Calendaring Committee:** The Vice President of Membership shall select this committee to perform the duties of reviewing the communication strategies for all Temple events; to explore ongoing communication strategies with other Jewish communities; to review the maintenance of communications equipment; to study the effectiveness of communication strategies of other non-profit organizations; to create, implement and maintain a master calendar system for Temple facilities and activities.

ARTICLE X
RELIGIOUS LEADERS

- Section 1.** The Rabbi shall serve as the senior religious leader of the Temple. If a new Rabbi is required, he or she shall be elected at a meeting of the Temple Members. It shall require a vote of two-thirds (2/3) of those present and voting to elect the Rabbi and to establish such compensation and period of employment as may be determined by the Board of Directors. A Rabbi shall serve as an Advisor to the Board of Directors. The renewal of a Rabbi's contract shall require a majority of those present and voting at a meeting of the Temple Members.
- Section 2.** The Cantor shall serve as the co-religious leader of the Temple. If a new Cantor is required, he or she shall be elected at a meeting of the Temple Members. It shall require a vote of two-thirds (2/3) of those present and voting to elect the Cantor and to establish such compensation and period of employment as may be determined by the Board of Directors. The Cantor shall be an Advisor to the Board of Directors. The renewal of the Cantor's contract shall require a majority of those present and voting at a meeting of the Temple Members.

ARTICLE XI
MEETINGS

- Section 1.** The annual Meeting of the Members of Temple Beth Sholom shall be held between May 15 and June 15 of each year. Notice of a meeting, including an agenda, minutes from the prior year's meeting, a copy of the proposed annual budget, and a list of nominees containing each Officer and Director position of the Temple to be filled, shall be sent to all Members of the Temple fourteen (14) days prior to the meeting.
- Section 2.** Special meetings of the Temple Membership may be called by the President, the Board of Directors, or 5% of Members in good standing. Requests must be in writing and set forth the purpose of the meeting. The President, or on any refusal or failure to act, the Executive Vice President, will call such a meeting within two (2) weeks. The meeting must take place between one (1) and two (2) weeks after notice is sent. Notice of special meetings shall set forth the purpose of special meeting and no other business shall be transacted.
- Section 3.** At all regular and special meetings of the Temple Members, those Members present, in good standing, shall constitute a quorum for business.
- Section 4.** All business at the Board of Directors and committee meetings (excluding the Security Committee) shall be conducted in open session and, when practical, notice of all meetings will be provided to the Temple Members. At the discretion of the presiding Officer, Board of Directors meetings concerning personnel, legal matters, and third party contract negotiations, may be discussed in closed executive session. The provisions of these By-Laws applicable to meetings and

actions of the Board of Directors shall govern the meetings and actions of all Committees, except that the time for regular meetings of committees may be determined by the committee chair.

- Section 5.** Members of the Board of Directors are eligible to vote at open or executive session meetings of the Board of Directors; however, in the event of a conflict of interest they may abstain and no proxy shall vote on their behalf as set forth in with Article II, Section 2.
- Section 6.** The Board of Directors shall meet once a month, or as often as required, but no less than six (6) times per year. Special meetings may be called by the President, or by a majority of members of the Board of Directors, provided at least three (3) days' notice is given to members of the Board.
- Section 7.** The Immediate Past President shall act as the Parliamentarian using the current edition of Roberts Rules of Order, as a guideline, during all Board meetings and at all regular and special meetings of the Temple Members.
- Section 8.** Minutes shall be kept of each meeting of any committee and shall be filed with the Board of Directors.
- Section 9.** The Board of Directors may adopt rules not inconsistent with the provisions of these By-Laws for the governance of any committee.

ARTICLE XII ENCUMBRANCES

- Section 1.** Encumbering real property of the Temple by mortgage, trust deed or other debt instrument shall require the recommendation of two-thirds (2/3) vote of the Board of Directors. The Board of Directors must receive seven (7) days' notice of the meeting at which the subject of encumbering the real property of the Temple will be brought to a vote.
- Section 2.** Encumbering real property of the Temple by mortgage, trust deed or other debt instrument shall require the affirmative vote of the Temple Members by at least two-thirds (2/3) of those entitled to vote who are present and voting. Notice of a Membership meeting to approve the Board of Directors' recommendation shall be sent to the Members at least fourteen (14) days before the date of the meeting.

ARTICLE XIII FUND FOR THE FUTURE

- Section 1.** The Temple will maintain a Fund For The Future to seek and accept endowment gifts to provide long-term financial security and an additional source of funding for Temple sponsored programs and activities.

Section 2. The rules governing the Fund For The Future will be those rules that were created upon the inception of the Fund For The Future, as amended. Further amendment to those rules will be governed by those rules.

ARTICLE XIV
AMENDMENTS

Section 1. The By-Laws may be amended at any regular or special meeting of the Temple Members provided the amendments are proposed in writing by at least 5% of the Members in good standing and filed with the Secretary of the Board of Directors or by resolution of the Board of Directors, not less than fourteen (14) days prior to the meeting at which they are to be considered.

Section 2. Copies of the proposed amendments shall be sent to all members, and posted on line where the Board's agendas and minutes are posted, at least fourteen (14) days prior to the Membership meeting.

Section 3. The affirmative vote of two-thirds (2/3) of Members present and voting is necessary for adoption of amendments.

Date: 17 MAY 2017

By: 
Secretary of Temple Beth Sholom

Certificate of Secretary

I, the undersigned, certify that I am the currently elected and acting Secretary of Temple Beth Sholom, a California nonprofit corporation, and the above By-Laws, consisting of eleven (11) pages, are the By-Laws of the Corporation as adopted by the Board of Directors and the Members of Temple Beth Sholom.

Dated: 17 MAY 2017

Secretary: 

Rev. 03 May 2017