

# BYLAWS OF TEMPLE ADAT SHALOM

15905 Pomerado Road, Poway, CA 92064

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## ARTICLE I – NAME

This Congregation shall be known as Temple Adat Shalom of Northeast County.

## ARTICLE II – PURPOSES

To fulfill its purposes this Congregation shall:

- Promote the enduring, fundamental principles and teachings of Judaism and strive to ensure the continuity of the Jewish people.
- Enable its members to further a relationship to the Congregation, to the Jewish people, and to God .
- Be a House of Worship (*beit tefilah*), House of Study( *beit midrash*) and House of Assembly (*beit kneset*).
- Apply the principles of Reform Judaism to the values, deeds and conduct of the individual, family, and society in which we live.

## ARTICLE III – NATIONAL AFFILIATION

Section 1 - This Congregation shall be affiliated with the Union for Reform Judaism (URJ)

Section 2 - This Congregation shall pay dues to the URJ and be entitled to all services as well as privileges prescribed in the URJ Constitution and Bylaws.

## ARTICLE IV – MEMBERSHIP

Section 1 - Eligibility

Any person 18 years of age or older who is committed to the purposes of this Congregation (Art. II) shall be eligible for membership.

Section 2 - Unit of Membership

The unit of membership shall be the family or a single individual. For the purpose of this article the family shall be construed to mean one or two adults and their unmarried, financially dependent children up to the age of twenty-five years, including those residing in another community .

- In these Bylaws, reference to Congregational member shall mean the unit of membership.

Section 3 - Voting Rights (Art. VI)

Each adult member of the Congregation, or up to two adults per member unit in good standing, shall have the right a)to vote on all matters coming before meetings of the Congregation and Congregational committees and b)to serve on Congregational committees.

Section 4 - Privileges

All membership privileges are subject to the rules and regulations established by the Board of Trustees (hereinafter known as the Board).

Section 5 - Classifications

The Board may establish special membership classes with pertinent provisions as it deems advisable

Section 6 - Dues and Assessments

Each unit of membership shall be required to make timely payments of the stipulated dues and assessments as approved by the Board and the Congregation (Art. XI, Sec.1).

Section 7 - Special Circumstances

- Any member of the Congregation or applicant for membership who is unable to make timely payments of the stipulated dues and capital fund, assessments, fees, or other financial requirements, or for whom the stipulated terms of membership impose a hardship, may request special consideration from administrative staff to waive, extend, or modify the stipulated dues, fees, or other financial requirements for a specified and limited period of time.
- Administrative staff shall monitor annually those memberships for which the status of special circumstances has been previously approved.
- Oversight of administrative staff operations with respect to special circumstances shall be provided by a member of the Congregation appointed for a two-year term by the President after consultation with the Executive Committee.
- All Special Circumstances negotiations and records thereof shall be kept confidential under care of administrative staff.

Section 8 - Good Standing

Members whose financial obligations to the Temple have been met shall be in good standing, except as referred to in Art. XII on discipline.

Section 9 - Resignations

Resignation(s) from membership shall be written, and shall not relieve any member or former member from payment of any obligation due the Congregation at the time of resignation.

## ARTICLE V – FISCAL YEAR

The fiscal year shall begin on July 1 and shall end on June 30 of the following calendar year.

## ARTICLE VI – MEETINGS

### A) VOTING, PROXIES, AND RULES OF ORDER

Section 1 - Majority Vote

Voting on any matter at committee, Board, and Congregational meetings shall be decided by a simple majority of qualified voters present, unless otherwise provided for by these Bylaws.

Section 2 - Proxy

Voting by proxy at any meeting of any committee, Board, or Congregation shall not be permitted.

Section 3 - Rules of Procedure

The rules of procedure at committee, Board, and Congregational meetings shall be determined by Robert's Rules of Order, latest revised edition, insofar as such rules are not inconsistent with these Bylaws, the Articles of Incorporation of the corporation, or the law.

### B) CONGREGATIONAL MEETING

Section 1 - Frequency

The meeting of the Congregation shall be convened by the President and shall be held annually in the spring at the time and place fixed by the Board.

Section 2 - Notice

Every member of the Congregation shall be notified by mail of the meeting and its agenda at least fifteen calendar days prior to the meeting. Operating and Capital budgets for the next fiscal year and the proposed slate of candidates for the Board shall be included with the agenda for the meeting.

Section 3 - Annual Congregational Meeting

At the Congregational meeting, written annual reports shall be submitted by the President, the Senior Rabbi, and other Officers, auxiliaries, and committees.

The agenda shall include but not be restricted to:

- Presentation for approval of Operating and Capital budgets for the next fiscal year (Art. XIII, Sec. 4, b; Art. XIV, Sec. 5).
- Election of the Officers and other Board members to positions the terms of which shall begin on July 1 of that year (Art. VIII, Sec. 4).

Section 4 - Special Congregational Meetings  
Special meetings of the Congregation may be called by the President, or shall be called by the President at the request of a majority of the Board or by written application to the President by 15% of the member units of the Congregation.

Every member of the Congregation shall be notified by mail at least ten calendar days prior to any special meeting of the date, time, place, and subject of the meeting.

Only the announced subject of the meeting may be discussed and acted upon at any special meeting.

Section 5 - Voting Rights  
Each adult shall have one vote, up to a maximum of two votes per member unit.

Section 6 - Quorum  
A quorum shall consist of 10% of the member units in good standing (as defined in Art. IV, Sec.8).

Section 7 - Voting Procedures  
Election of Officers and other Board members, and action on other matters, shall be by a hand vote unless a closed ballot is requested by a voting member in good standing. A hand vote can be determined inconclusive at the discretion of the President, in which case a closed ballot shall be used.

### C) OTHER MEETINGS

Section 1 - Executive Committee Meetings  
Executive Committee meetings shall be held monthly, at least ten times per year, or on call by the President, or by written request to the President by at least two members of the Executive Committee.

Section 2 - Board Meetings  
Board meetings shall be held monthly, at least ten times per year, or on call by the President, or by written request to the President by at least one third of the voting members of the Board.

## ARTICLE VII – EXECUTIVE COMMITTEE

Section 1 - Eligibility  
To serve as a member of the Executive Committee, an individual shall be a member of the Jewish faith and shall have been a member of the Congregation for a minimum of one year and shall be a member in good standing of the Congregation. It is preferable that a newly nominated member of the Executive Committee shall have prior service as a member of the Board.

Section 2 - Officers

The Officers shall consist of a President, a First Vice President, a Second Vice President, a Third Vice President, a Fourth Vice-President, a Recording Secretary, and a Treasurer, each of whom shall be elected for a term of two years at the annual meeting of the Congregation. (Art. VIII, Sec. 3, 4).

- The Officers shall constitute the Executive Committee (Art. VII, Sec. 7).
- The Officers shall chair Special Purpose Committees as specified in Art. XIII, Sec. 1, a(ii).
- All Officers shall provide liaison service to Temple committees, as assigned by the President.

Section 3 - President's Duties

The President shall:

- Chair all Congregational, Board, and Executive Committee Meetings.
- Appoint committee chairs other than those designated as Board positions.(Art. XIII, Sec.1a(i)
- Appoint all search committees.
- Serve as ex-officio member of each committee.
- Call special meetings of the Board, Executive Committee, or Congregation.
- Sign legal documents when authority is not otherwise delegated by the Board.
- Perform such other duties as are required by the office.

Section 4 - Vice Presidents' Duties

The Vice Presidents shall:

- Perform such other duties as may be assigned to them by the President or the Board.

The First Vice President shall:

- Succeed to the office of President in case of vacancy and shall act for the President in the case of his or her absence or disability (Art. VII, Sec. 8).
- Ordinarily succeed to the Presidency at the end of the President's term of office.

The Second Vice President shall:

- Succeed to the office of First Vice President in case of vacancy and shall act for the First Vice president in the event of his or her absence or disability.

The Third Vice President shall:

- Succeed to the office of Second Vice President in case of vacancy and shall act for the Second Vice President in the event of his or her absence or disability.

The Fourth Vice-President shall:

- Succeed to the office of Third Vice-President in the case of vacancy and shall act for the Third Vice-President in the event of his or her absence or disability.

Section 5 - Treasurer's Duties

The Treasurer shall:

- Submit the proposed annual Operating and Capital budgets (Art. XIV, Sec.5).
- Oversee the receipt and disbursement of all funds.
- Render complete Operating and Capital financial statements at meetings of the Congregation reflecting assets, liabilities, receipts and disbursements, and detailed analysis thereof.
- Report monthly to the Board.
- Chair the Budget and Finance Committee. Art. XIII, Sec. 4b)
- Perform other duties required by the office or as may be assigned by the President or the Board.

Section 6 - Recording Secretary's Duties

The Recording Secretary shall:

- Prepare minutes of the meetings of the Congregation, the Board, and the Executive Committee.
- Maintain a roster of attendance at all Board Meetings.
- Perform such other duties as are required by the office and as may be assigned by the President or the Board.
- Transmit all permanent records for which he/she is responsible to the Temple office for safekeeping (Art. XIV, Sec.1).
- Receive nominations for officers and other Board positions in accord with Article XIII, Sec. 4, K and transmit them to the Congregation.

Section 7 - Executive Committee's Duties (Art. VII, Sec.2)

The Executive Committee shall:

- Attend to routine and emergency matters between meetings of the Board.
- Set the tentative meeting agenda for Congregational and Board Meetings.

In addition:

- The Executive Committee shall provide on-going liaison with Temple committees.
- Four members shall constitute a quorum for the transaction of business.
- Actions of the Executive Committee shall ordinarily be reported to the Board at the next regularly scheduled Board meeting.
- Approval of the Executive Committee is required for any expenditure from \$1,500 up to \$2,500 that is not itemized within the approved Congregational budget.

Section 8 - Vacancies (Art. VIII, Sec.6)

- In the event of a vacancy in the office of President, First Vice-President, Second Vice-President Third Vice-President or Fourth Vice President, the order of succession shall be 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> Vice President – i.e. each vacancy is to be filled by the next lower ranking incumbent.
- In the event of a vacancy in the office of 3<sup>rd</sup> or 4<sup>th</sup> Vice-President, Recording Secretary or Treasurer, the Nominating Committee shall submit the name of its recommended candidate to the Board for its approval at the Board meeting immediately following the declaration of the vacancy.

## **ARTICLE VIII – BOARD OF TRUSTEES**

### Section 1 - Composition

The Board of Trustees shall consist of the Officers (Art. VII, Sec.2) and fourteen other members of the Board (Art. XIII, Sec.1), all elected by the Congregation (Art. VIII, Sec.4). Additionally, a Past-President of the Congregation designated by the Nominating Committee, and the Presidents of WRJ/Sisterhood and the Men’s Club shall sit as voting members of the Board. The Senior Rabbi and Executive Director/Administrator shall serve as non-voting, ex-officio members of the Board.

Members of the Congregation who are members of the Board of Trustees of the URJ and/or the Pacific Southwest Council shall be invited to serve, without vote, on the TAS Board of Trustees.

### Section 2 - Eligibility

The holding of Board positions shall be reserved to members of the Jewish faith. A trustee shall have been a member of the Congregation for a minimum of one year and shall be a member in good standing of the Congregation (as defined in Art. VII, Sec.1).

### Section 3 - Terms

Board members elected by the Congregation shall serve two-year terms. The President, 1st VP, 2nd VP, Recording Secretary and ½ of the other non-officer Board members shall be elected for terms beginning in odd-numbered years. The 3rd VP, 4th VP and remaining non-officer board members shall be elected to terms beginning July 1st in even-numbered years (Art. VII, Section 2).

### Section 4 - Election

Board members shall be elected at the annual Congregational meeting and shall assume office on July 1 following their election.

### Section 5 - Maximum Consecutive Terms of Office

Officers and Board members shall ordinarily serve no more than two consecutive terms in the same position and ordinarily no more than eight consecutive years on the Board.

### Section 6 - Vacancies in Non-Officer Board Positions

- In the event of a vacancy in any of the non-officer Board positions, the Nominating Committee shall submit the name of its recommended candidate to the Board for its approval at the Board meeting following the declaration of the vacancy.

Section 7 - Responsibilities

The Board is the guardian of the Congregation's mission and purpose and shall have as its responsibilities the following:

- Management of the affairs, funds, records, and property of the Congregation.
- Presentation of the annual Operating and Capital budgets to the Congregation for approval at the annual meeting.
- Authorization of deposits and expenditures on recommendation of the Budget and Finance Committee.
  - a. Short-term deposits (one-year maturity or less) are to be confined to Federally insured banking, and savings accounts, certificates-of-deposits (CDs), or money-market instruments issued or insured by the United States Government, to the limit of Federal insurance.
  - b. Longer term investments such as, but not limited to, endowment funds shall be invested in suitable investment instruments that meet the criteria of the Temple's Investment and Endowment Policies and Procedures statement.
- Designation of individuals authorized to disburse Congregational funds.
  - a. Two Board-authorized signatures, from the pool consisting of the Financial Manager, the Executive Director/ Administrator, and the Officers, shall be required for all such disbursements.
  - b. The Board may authorize the use of a Temple debit or credit card for certain expenses provided that appropriate limits, controls, and reporting requirements are established by the Board.
- Authorization of each expenditure over \$2,500 that is not itemized within the approved Operating and Capital budgets (see Art. VII, Sec.7 for expenditures up to \$2,500).
- Determination, interpretation, adoption, and amendment of Temple policies and procedures, subject to general or specific policies approved by the Congregation at regular or special meetings.
- Approval of appointment of Clergy /Professional Staff members other than the Senior Rabbi (Art. IXA, Sec. 2) and Cantor (Art.IXB, Sec.1), and the determination and specification of their duties and compensation.
- Review of each recommendation by the Rabbinic and Cantorial Search Committees for the selection of a new Rabbi and/or new Cantor, and the transmission of each approved recommendation to the Congregation for final action.
- Adoption of resolutions and the delegation of authority as appropriate for implementing its decisions, including policies and procedures adopted by the Board.
- Performance of such other functions as the members of the Congregation in regular or special meetings may prescribe.

Section 8 - Leadership

Members of the Board, as chosen lay leaders of the Congregation, are expected to set, individually and collectively, examples to Congregational members by regular attendance at worship services and active participation in the life and activities of the Congregation. Failure of a Board member to meet these expectations may lead to removal from office by a two-thirds vote of the Board's voting members.

Section 9 - Meetings  
The Board shall meet monthly, at least ten times per year, and at the call of the President, or by written petition to the President by at least one-third of the voting members of the board.

Section 10 - Absence  
Any elected Board member who is absent from three regular meetings of the Board of Trustees without prior notification to the President shall be declared by the Board to be removed from membership on the Board.

Section 11 - Quorum  
A majority of the voting members of the Board shall constitute a quorum for the transaction of business`.

## ARTICLE IX - CLERGY

### A) SENIOR RABBI

Section 1 - Duties  
a. The Senior Rabbi shall function as the spiritual leader of the Congregation in accordance with the current contractual description of duties, as approved by the Board. The Senior Rabbi shall supervise all of the other members of the Clergy, the Director of Ganon Gil, and the Educational Director of Mosad Shalom.

Section 2 - Selection and Election

- This Congregation shall strive to abide, in its selection of a Senior Rabbi, by the rules and regulations of the Rabbinical Placement Commission of the URJ, the Central Conference of American Rabbis (CCAR), and the Hebrew Union College-Jewish Institute of Religion.
- The nominee for Senior Rabbi shall be selected by a Rabbinic Search Committee appointed by the President and approved by the Board.
- The Rabbinic Search Committee shall recommend a nominee to the Board.
- Upon approval of the Board, the recommendation of the Board shall be presented to the Congregation at a regular or special meeting.
- A two-thirds affirmative vote of the members present and in good standing at a Congregational meeting shall be required for the election of a Senior Rabbi.

Section 3 - Term  
The term of the Senior Rabbi's initial contract shall be for not less than one year.

- Thereafter, the contract shall be as negotiated between the Senior Rabbi and the Clergy/Professional Staff Committee with the approval of the Board.

Section 4 - Compensation  
The initial compensation of the Senior Rabbi shall be negotiated by the Rabbinic Search Committee within guidelines specified by the Board.

- The Senior Rabbi's compensation shall thereafter be negotiated by the Clergy/Professional Staff Committee on behalf of the Board.

- The Clergy/Professional Staff Committee shall recommend to the Board compensation for the Senior Rabbi.
- The recommendation as approved or modified by the Board shall be included in the budget for approval at the annual Congregational meeting.

Section 5 - Professional Development Report

The Senior Rabbi shall be provided annually with a written Professional Development Report prepared by the Clergy/Professional Staff Committee, to be rendered in accord with contractual provisions.

- Evaluation by the Clergy/Professional Staff Committee shall be a continuing, year-round process.

Section 6 - Renewal of Contract

At least six months prior to the expiration date of the Senior Rabbi's contract, the Senior Rabbi and the Clergy/Professional Staff Committee shall initiate discussions concerning the continuation of employment beyond the term of the contract.

Section 7 - Termination by the Senior Rabbi

The Senior Rabbi may cancel the contract at any time effective six months after receipt or written notice to the Board, (pursuant to contractual agreement).

Section 8 - Termination by the Congregation

Termination of the Senior Rabbi's employment may be recommended by a majority vote of the Board with a written notice received by the Senior Rabbi at least six months before the expiration of the existing contract. Recommendation for termination of the contract shall be presented to the Congregation at a regular or special meeting called for that purpose. A two-thirds affirmative vote of members present and in good standing shall be required for approval of termination by the Congregation.

Section 9 - Termination for Breach of Ethical Standards

The employment of the Senior Rabbi may be terminated at any time for breach of ethical standards, as specified within the provisions of the Senior Rabbi's agreement with the Congregation, by a two-thirds vote of the Board's voting members.

- The Senior Rabbi may appeal the decision of the Board of Trustees to the Congregation at a regular or special meeting called for that purpose, with a two-thirds affirmative vote of those present required for approval of termination for breach of ethical standards.

Section 10 - Meetings

The Senior Rabbi shall have the privilege of attending all meetings of the Congregation, Board, and committees, unless otherwise specified by the Board. The Senior Rabbi shall be a non-voting member at these meetings.

B) CANTOR

Section 1 - Selection and Election

- In the selection of a Cantor, the Congregation shall strive to abide by the rules and regulations of the Joint Cantorial Placement Commission of American Conference of Cantors (ACC), the URJ, and the Hebrew Union College-Jewish Institute of Religion School of Sacred Music.

- A special search committee appointed by the President of the Congregation shall work with the Senior Rabbi to select a nominee for recommendation to the Board of Trustees, which may elect a nominee by majority vote with approval at the annual Congregational Meeting.

Section 2 - Meetings

The Cantor shall have the privilege of attending all meetings of the Board of Trustees, without voting rights, except when requested to absent himself or herself.

Section 3 - Contracts

Terms and conditions of employment, renewal, non-renewal, and termination shall be described within each contract. The terms of each contract shall be reviewed and approved by the Board.

Section 4 - Compensation

The initial compensation of the Cantor shall be negotiated by the Cantorial Search Committee within guidelines specified by the Board.

- The Cantor's compensation shall thereafter be negotiated by the Clergy/Professional Staff Committee on behalf of the Board.
- The Clergy/Professional Staff Committee shall recommend to the Board compensation for the Cantor.
- The recommendation as approved or modified by the Board shall be included in the budget for approval at the annual Congregational meeting.

Section 5 - Professional Development Report

The Cantor shall be provided annually with a written Professional Development Report prepared in accordance with Article X Section 5 below and with provisions specified in his or her contract.

- Evaluation by the Professional Staff Committee shall be a continuing year-round process.

C). OTHER CLERGY

Section 1 - The Board of Trustees may engage additional clergy after consultation with the Senior Rabbi.

Section 2 - Provisions for other clergy shall follow the same pattern as for the Cantor as described in Article IX B, Sections 1 through 5, except that election shall be by the Board..

**ARTICLE X – OTHER PROFESSIONAL STAFF**

Section 1 - Definition

The members of the professional staff to whom this article applies shall be the Executive Director/Administrator, Educational Director, Director of Ganon Gil, and such other personnel as may be designated by the Board of Trustees, each of whom shall report to the Board.

Section 2 - Selection

Nominees for professional staff positions, other than the Senior Rabbi (Art. IX-A, Sec.2) and Cantor (Art. IX-B, Sec.1), shall be recommended to the Board by the appropriate search committee after consultation with the Senior Rabbi. Selection requires a majority vote of the Board.

- At least one member of the Clergy/Professional Staff Committee shall be a member of the search committee.

Section 3 - Compensation

Compensation for each professional staff position shall be negotiated at the time of hiring by the designated search committee. Thereafter, compensation shall be negotiated by the Clergy/Professional Staff Committee. Terms of compensation are subject to approval by the Board and the Congregation by its vote at the Annual Congregational Meeting.

Section 4 - Contracts

An employment contract shall be required for each professional staff position. Terms and conditions of employment, renewal, non-renewal, and termination shall be described within each employment contract. The terms of each contract shall be reviewed and approved by the Board.

Section 5 - Executive Director

The Executive Director shall be responsible for administration of the Congregation's non-spiritual, non-pastoral, and non-educational activities; as more fully set forth in the current contractual description of Executive Director's duties approved by the Board.

- Supervision of the Executive Director shall be conducted by the Executive Committee in consultation with the Professional Staff Committee.
- The Executive Director shall be provided annually with a written Professional Development Report prepared by the Executive Committee in consultation with the Professional Staff Committee, to be rendered in accord with contractual provisions. Evaluation by the Professional Staff Committee shall be a continuing year-round process.

Section 6 - Professional Development Reports

Each member of the Professional Staff, except the Senior Rabbi (Article IX (A), Sec. 5) and the Executive Director (Article X, Sec. 5) shall be provided annually with a written Professional Development Report prepared by the Senior Rabbi in consultation with the Professional Staff Committee. These reports shall be rendered in accord with provisions specified in each professional staff member's contract.

- Consultation and evaluation by the Professional Staff Committee shall be a continuing year-round process.

**ARTICLE XI – DUES, ASSESSMENTS, AND CAPITAL FUND**

Section 1 - Dues and Assessments-

Responsibility – Members shall be responsible for financial support of the Congregation (Art.IV, Sec.6).

Amount – The amount of annual dues and other assessments shall be determined by the Board with the approval of the members of the Congregation (Art. VIB, Sec.3). There shall be no retroactive assessments.

Terms - The dues and other assessments shall be billed in advance for the fiscal year. Payment shall be on an annual, semi-annual, quarterly, or monthly schedule, as requested by each member unit.

Section 2 - Capital Fund

Amount - In addition to dues, each new member shall agree to fulfill a Capital Fund pledge (Art. IV, Sec. 6). The amount and payment schedule of the pledge shall be established by the Board with approval of the members of the Congregation.

Returning Members – Persons who have withdrawn as members and desire to return as members shall be required only to pay a Capital fund amount that is the difference between the pledge required for new members at the time of re-joining and the amounts paid toward the previous pledges to the Capital Fund, so long as all other dues, fees, and charges have been paid in full.

Use - Capital Fund pledges shall be held by the Congregation and used solely for capital improvements, capital expenditures, and reduction of mortgage indebtedness, unless otherwise authorized by the members of the Congregation.

Section 3 - Special Circumstances

Dues assessments, Capital Fund obligations, and the schedules for meeting them may be modified.(Art. IV, Sec.7)

Section 4 - Resignations

Resignations from the Congregation shall be submitted in writing to the Board of Trustees. Resignation or removal shall not relieve a member from payment of any obligation due the Congregation (Art. IV, Sec.4).

## **ARTICLE XII – DISCIPLINE**

Section 1 - a) Removal

A member, Officer, or Board member may be removed from Congregational membership, from office, or from both for violation of these Bylaws, or for conduct grossly prejudicial or inimical to the interests or welfare of the Congregation.

b) Notification

Removal from membership or from office shall be instituted by written charges petitioned by not less than 15% of the member units in good standing of the Congregation or by action of the Executive Committee and presented to the Board, which shall send a copy of the charges by registered mail to the person involved.

c) Consideration and Vote

Charges shall be considered by the Board at its first ensuing meeting provided that the person charged shall have received at least ten days' notice. The person charged shall be entitled to appear at such meetings to answer charges. The affirmative vote of not less than two-thirds of the Board's voting members shall be required before removal from membership or from office.

d) Appeal

The action of the Board may be appealed to and reversed by a majority vote of the members of the Congregation present at the annual meeting of the members or at an earlier special meeting called for that purpose.

Section 2 - Suspension for failure to pay dues

A member who is delinquent for more than six months in the payment of dues or any other fee, charge, or membership pledge may be suspended by the Board from membership and all of the privileges thereof while such delinquency continues. Notification of suspension shall be in writing via registered mail by the Executive Director/Administrator, Treasurer, or President. Suspension shall become effective on receipt of notification.

**ARTICLE XIII – COMMITTEES AND AUXILIARIES**

Section 1 - Provisions

- These Bylaws provide for standing committees, service committees, and auxiliaries.
- Each committee shall report to and be responsible to the Board.
- To serve as a committee chair, an individual shall be a member of the Jewish faith, shall have been a member of the Congregation for a minimum of one year, and shall be a member in good standing of the Congregation.
- Standing committees shall consist of two types: Board and Special Purpose. The chair of each standing committee serves as a member of the Board of Trustees.
- Service (task) committees shall be appointed for a fixed term and shall be charged with a specific task. Service committees may be chaired either by a Board member or a non-Board member.
- As needed, additional responsibilities shall be assigned in writing by the Board to committees and auxiliaries (Art. XIII, Sec. 4 & 5).

a. Standing Committees

i. The Board Committees shall be as follows:

Adult Education Committee	Outreach Committee
Development Committee	Publicity Committee
Facilities and Security Committee	Religious Practices Committee
Ganon Gil Committee	Social Action Committee
Havurah Committee	Strategic Planning Committee
Membership Committee	Ways & Means Committee
Mosad Shalom Committee	Youth Committee

ii. The Special Purpose Committees shall include, but not be restricted to, the following committees, and shall be chaired as indicated:

- Budget and Finance Committee - by the Treasurer
- Clergy/Professional Staff Committee - by an Officer or other Board member
- Nominating Committee - by a Past President or other Officer
- Support Staff Committee - by an Officer or other Board member

b. Service (task) Committees

The Service Committees shall be created and dissolved as needed by the Board with the Chair (see Art. XIII, Sec. 1 – Provisions) and members appointed by the President after consultation with the respective Clergy/Professional Staff members directly involved with each service committee. Whenever a service committee is formed, the Congregation shall be notified of its membership and assigned task. The Congregation shall be notified at its annual meeting of the names of the chairs of the service (task) committees.

c. Auxiliaries

The Auxiliaries, with representation on the Board of Trustees by their respective Presidents, are the TAS Men's Club and WRJ/Sisterhood. The Auxiliaries exist by virtue of the corporate identity of the Congregation, and therefore are integral constituents of the Congregation and they shall conform to Congregational policies and objectives. The Presidents, Board members, and committee chairs of the Auxiliaries shall be members in good standing of TAS and be of the Jewish faith.

Section 2 - Policies and Procedures

- The policies and procedures are written statements approved by the Board for the purpose of implementing the Bylaws as they pertain to committees and auxiliaries.
- Separate policies and procedures may be prepared, on initiative by the Board, by and for individual committees.
- Policies and Procedures statements shall be updated annually by the Executive Director/Administrator and presented for approval to the Board by the annual meeting. The Board may revise any Policies and Procedures statement at any time (Art. XIV, Sec. 8).
- In the event of conflict between the Bylaws and Policies and Procedures statements, the Bylaws shall prevail.

Section 3 - General Guidelines

- Each committee shall coordinate its programs with other Temple activities with regard to timing and substance.
- Each committee shall ordinarily meet on a regular basis or on call as deemed necessary by the chair, for accomplishing its tasks.
- All committees and auxiliaries shall keep minutes and shall provide a copy of each meeting's minutes to the Executive/Director/Administrator for the Temple's records. Records of Committees dealing with personal matters shall be kept confidential.
  - Each Temple committee or auxiliary shall be responsible for the content of its webpage, the content of which shall be submitted for approval to the Executive Director/Administrator who, acting on behalf of the Board as administrator of the website, shall be responsible for appropriate, accurate, and current content on the website.(Art. XIII, Sec.4g)
- Each committee's actions shall be consistent with the policies and practices of the Congregation.

Section 4 - Responsibilities of Standing Committees and Auxiliaries

a. Adult Education Committee

- This Committee shall offer, in consultation with the clergy and Educational Director, opportunities for lifelong learning by providing educational and cultural activities..

b. Budget and Finance Committee

- This Committee shall be chaired by the Treasurer.
- This Committee shall meet at least quarterly.
- This Committee shall prepare, in association with the Officers, the Board, and the Executive Director/Administrator, Operating and Capital budgets for each fiscal year to be delivered to the Board in accordance with the Committee's Policies and Procedures statement,, following which approval by the Congregation is required.

- This Committee shall monitor Operating and Capital income and expenses relative to budget estimates and shall report its findings promptly to the Board.
- This Committee shall also make recommendations to the Board regarding accounting methods to be implemented in recording the finances of the Congregation.
- This Committee shall also develop long-term Operating and Capital budget plans in time for incorporation into the Strategic Planning Committee's annual report (Art. XIII, Sec. 3, r).

c. Cemetery Committee

- This Committee, staffed by the Executive/ Director/Administrator and in association with an Officer, shall be charged with oversight of all operations of the Cemetery and shall report in writing to the Board of Trustees at its November meeting.
- This Committee, in association with the Senior Rabbi, shall advise the Board of Trustees on religious policy pertaining to the Cemetery

d. Clergy/Professional Staff Committee

- This Committee shall be chaired by an Officer or other Board member.
- This Committee shall consist of at least two members of the Congregation.
- This Committee shall oversee the professional development reports, conduct personnel evaluations, and handle grievances and salary negotiations.
- This Committee shall keep detailed confidential notes of all meetings, including salary negotiations.
- This Committee shall finalize the Professional Development Reports by June 1<sup>st</sup>.
- This Committee shall finalize negotiations by January 1<sup>st</sup>.
- Each contract with a Clergy/Professional Staff member is to be reviewed in detail by this Committee in conference with the respective member, before the signing of the contract.

e. Development Committee

- This Committee, staffed by the Executive Director/ Administrator, shall devise programs for financial planning and execution to provide funds for the maintenance and improvement of the Temple's physical plant, facilities, and programs.
- This Committee shall also develop and implement programs for endowments.

f. Electronic Communication and Systems Committee

- This Committee, staffed by the Executive Director/Administrator, shall prepare and recommend to the Board those policies and procedures (Art. XIII, Sec. 2; Art.XIV, Sec.8) governing the content and operation of the Congregation's:
  - i.Website or websites.(Art. XIII, Sec.4, 3<sup>rd</sup> bullet)
  - ii.E-mail and other network activities
  - iii.Other forms of electronic communication not within the jurisdiction of the Publicity Committee (Art. XIII Sec.4,. n)
- In addition, this Committee, staffed by the Executive Director/ Administrator, shall be responsible for oversight of the Temple's computer operations, especially with regard to the acquisition of hardware and software needed for efficiently meeting the Congregation's current and projected needs.

- At least one person shall serve as a member of both this Committee and the Publicity Committee (Art. XIII, Sec.4 n).
- g. Facilities and Security Committee
- This Committee, staffed by the Executive Director/Administrator, shall coordinate and oversee maintenance and repair, with the approval of the Board.
  - With the approval of the Board, this committee shall create procedures, as needed, for the security and safety of the facilities and its occupants.
- h. Ganon Gil Committee
- This Committee shall develop, in association with the Senior Rabbi and the Director of Ganon Gil, policies in the areas of early childhood curriculum, school personnel practices, fund-raising, parental involvement, and new programs.
  - This Committee shall also develop an annual budget reflective of school needs and priorities to be submitted to the Temple's Budget and Finance Committee.
- i. Havurah Committee
- This committee shall promote and organize the formation of Havurot within the Congregation; Provide for membership of congregants so desiring into such Havurot, and recommend to the Executive Committee such actions or policies as it deems advisable to strengthen and support the mission and involvement of Havurot within the Congregation.
  - This committee shall, in association with a member of the Clergy/Professional Staff, develop programs and other opportunities to facilitate mutual support, dialogue and partnership between Havurot and the Congregation.
- j. Membership Committee
- This Committee, staffed by the Executive Director/Administrator, shall develop and implement programs for recruitment, integration, and retention of members.
  - At least one person shall serve as a member of both this Committee and the Outreach Committee. (Art.XIII, Sec. 4 m)..
- k. Men's Club
- The Men's Club is an auxiliary of Temple Adat Shalom, providing for fellowship, friendship, study, social action, and fund-raising, and furthering the interests and well-being of Temple Adat Shalom. To be eligible for membership, one must be a member of Temple Adat Shalom or another Jewish Congregation.
- l. Mosad Shalom Committee
- This Committee shall develop, in association with the Senior Rabbi and the Director of Education, policies in the areas of curriculum, school personnel practices, fund-raising, parental involvement, and new programs.
  - This Committee shall also develop an annual budget reflective of school needs and priorities to be submitted to the Temple's Budget & Finance Committee(Art. XIII, Sec.4b).
- m. Leadership Development Committee

- This Committee may be chaired by a past president, if available, and if not available, by an Officer.
  - This five-member committee shall consist of three Board members and two members of the at-large Congregation. This Committee shall be appointed for a one-year term by the Board at its first scheduled meeting of the fiscal year.
  - At least sixty days prior to the annual Congregational meeting, this Committee shall present to the Recording Secretary written nominations for Officer and other Board positions, the terms of which are expiring. Additional nominations may be presented to the Recording Secretary at least sixty days prior to the annual Congregational meeting by written petition of at least ten duly qualified Congregational members for each position. There shall be no nominations from the floor.
- n. Outreach Committee
- This Committee shall assist interfaith couples and their families, Jews-by-Choice, unaffiliated Jews, and those exploring conversion to make Jewish choices in their lives and families and to make them feel welcome within the Temple.
  - This Committee shall educate our Congregational members and the Jewish community at large to be sensitive to the needs of interfaith families and Jews-by-Choice.
  - At least one person shall serve as a member of both this Committee and the Membership Committee (Art. XIII, Sec.4 i).
- o. Publicity Committee
- This Committee, staffed by the Executive Director/Administrator, shall take charge of the publicity and advertising within the Congregation and in the community at large.
  - This Committee, in association with the Senior Rabbi and the Executive Committee, shall advise the Board on the content and timing of communication with the membership of the Congregation and the community. Policies and procedures governing electronic communication with the Congregation and the community are within the responsibility of the Electronic Communication and Systems Committee, as stated in Art. XIII Sec 4 f
  - At least one person shall serve as a member of both this Committee and the Electronic Communication and Systems Committee (Art. XIII, Sec.4 f).
- p. Religious Practices Committee
- In association with the Senior Rabbi, this Committee shall work to further the religious affairs and spiritual enrichment of the Congregation with attention to ritual, facilities, logistics, policies, and ushering.
- q. Social Action Committee
- This Committee shall coordinate, in association with the clergy, all social action activities of the Congregation and stimulate Congregational interest in and sensitivity to social issues and their congruence with Judaic principles.
  - This Committee shall also promote, with the approval of the Board, Congregational participation in community and interfaith activities.
  - This Committee shall make public statements on behalf of the Congregation only with approval of the Executive Committee, Board, or Senior Rabbi.

- r. Strategic Planning Committee
- This Committee shall prepare each year, in association with the Officers, the Clergy/Professional Staff, and staffed by the Executive Director/Administrator, an updated written five-year plan to be delivered to the Board for its review and approval at least 60 days prior to the Budget and Finance Committee's submission to the Board of its proposed budgets. The Board shall present the five-year plan to the Congregation for discussion and review at its annual meeting. Adoption of proposals within the plan shall be by separate actions in accordance with the provisions of articles VI, VII, and VIII.
  - This Committee shall solicit recommendations each year from each of the Temple's standing committees and the Congregation at large, and shall maintain an up-to-date file of all such recommendations and of their respective dispositions.
  - This Committee shall avail itself of all appropriate resources of URJ and of community agencies.
  - Each five-year planning process shall include but not be limited to:
    - 1) Religious, educational, and outreach activities
    - 2) Staffing and personnel development
    - 3) Membership issues, including recruitment, integration, retention, and volunteerism
    - 4) Physical plant, grounds, and environment
    - 5) Funding and financial management
  - This Committee shall consult the Budget and Finance Committee (Art. XIII, Sec.4b) on the estimated cost-consequences of each proposed new or modified program.
- s. Support Staff Committee
- This Committee shall be chaired by an Officer or other Board member..
  - This Committee shall consist of at least three Board members and two at-large members of the Congregation.
  - Staffed by the Executive Director/Administrator, this Committee shall prepare staff development reports, conduct personnel evaluations, and handle grievances and salary negotiations.
  - This Committee's findings and recommendations shall be subject to the authority of the Board.
- t. Ways and Means Committee
- This Committee, with the approval of the Board and staffed by the Executive Director/Administrator, shall raise funds for the operation of the Temple through development, sponsorship, promotion, monitoring and coordination of special fund-raising events and programs.
  - This committee shall consist of i) members representing other Congregational committees with directly relevant responsibilities and ii) at-large members representing the Congregation's diversity.
- u. WRJ/Sisterhood
- WRJ/Sisterhood, the women's auxiliary of Temple Adat Shalom, provides for friendship, study, Congregational and community service, social action, and fund-raising, and furthers the interests and well being of Temple Adat Shalom. To be

eligible for membership, one must be a member of Temple Adat Shalom or another Jewish Congregation.

v. Youth Committee

- This Committee shall develop and promote, in association with the clergy and other designated professional staff, wholesome social activities which contribute to young people's knowledge of Jewish tradition and respect for and participation in religious observance, and which provide opportunities for social action projects.

Section 5 - Responsibilities of Service Committees (Art. XIII, Sec.1b)

The responsibility of each Service Committee shall be defined in writing in the Board-Authorized Charge specifying each committee's task and term.

**ARTICLE XIV – CONGREGATIONAL RECORDS, REPORTS, AND BUSINESS MATTERS**

Section 1 - Minutes of Congregational, Board, Executive, Standing, and Service Committee Meetings

The Congregation shall keep at its principal office a record of minutes of all meetings of the Congregation, the Board, and the Executive, Standing, and Service (task) Committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Board and Executive Committee meetings, and the proceedings thereof. These Minutes shall be the official records of all such meetings.

Section 2 - Books of Accounts

The Congregation shall keep and maintain adequate and correct accounts of its properties and business transactions, including those accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 3- Records Available to Assessor

On request of an assessor, the Congregation shall make available at its principal office or at a place mutually acceptable to the assessor and to the Congregation, a true copy of business records relevant to the amount, cost, and value of the property, subject to local assessment, which it owns, claims, possesses, or controls within the county.

Section 4 - Inspection of Books of Accounts by Members of the Congregation

The books of accounts, except the records associated with Special Circumstance arrangements, shall be open to inspection on the written request of any member of the Congregation with approval of the Board for a purpose related to Congregational interests, and shall be exhibited with approval of the Board at any time on the petition of fifteen percent of the voting members. Membership lists and members' financial information shall not be released without permission of the Board and shall not be made available for any commercial purposes.

Section 5 - Annual Meeting Financial Report and Annual Financial Review

- The Treasurer shall prepare a financial report for the annual meeting that shall consist of Operating and Capital statements as of the close of business of the month preceding the Congregation's annual meeting and shall contain a summary of receipts and disbursements (Art. VII, Sec.5).
- By July 31 of each year, the Temple President shall recommend and the Temple Board of Trustees shall approve the appointment of a C.P.A., not a member of the Board of

Trustees, to examine the financial records of the Congregation for the fiscal year just ended. The results of the examination shall be reported to the Board of Trustees by September 30.

Section 6 - Congregational Seal

The Board of Trustees may adopt, use, and, at will, alter a corporate seal. Such seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

Section 7 - Indemnification

The Congregation shall indemnify its Officers, Professional Staff, and other Board members to the maximum extent permitted by law, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceedings arising by reason of the fact that any such person is or was an Officer or Board member of the Congregation, and shall advance to such Officer or Board member expenses incurred in defending any such proceeding to the maximum extent permitted by law.

Section 8 - Bylaws and Policies & Procedures Statements

- Up-to-date copies of the Bylaws and all Policies and Procedures statements shall be available in the Temple office.
- After each revision of the Bylaws, each member unit shall receive notice that revised copies are available in the Temple office.
- Up-to-date copies of all Policies and Procedures statements shall be provided to each Board member and each affected committee member and clergy/professional staff member. Policies and Procedures statements shall be updated annually by the Executive Director/Administrator and presented to the Board for approval, by the annual meeting (Art. XIII, Sec. 2).

## **ARTICLE XV – AMENDMENTS AND REVIEWS**

Section 1 - Proposed amendments to these Bylaws may be initiated by the Board or by at least fifteen percent of the member units of the Congregation, and shall be filed with the Recording Secretary no later than forty-five days before the Congregational Meeting for transmission to the Congregation.

- Such proposed amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose.
- Copies of the proposed amendments shall be made available to each member of the Congregation with the notice of the meeting at least fifteen days prior to the meeting.
- An affirmative vote of two-thirds of the voting members present shall be necessary to adopt an amendment except for an amendment to Article XIII, which shall require only majority Board approval.

Section 2 - These Bylaws shall be reviewed by the Board no less frequently than every four years in even-numbered years, beginning in 2006.