



## 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 (the “Temple”, or “Congregation”).

### Article II - PURPOSES

The purposes of this Congregation are to:

- a) Promote the fundamental principles and teachings of Judaism.
- b) Strive to ensure the continuity of the Jewish people.
- c) Enable our congregants to develop a relationship to God, the Jewish people, and the congregation.
- d) Serve as a House of Worship (*beit tefilah*), House of Study (*beit midrash*), and House of Assembly (*beit kneset*).
- e) Provide a spiritual community that allows for individual expression of Jewish identity.
- f) Apply the principles of Reform Judaism to the values, deeds, and conduct of the individual, the family, the congregation, and the society in which we live.
- g) Welcome all Jews and all those who want to learn about Judaism.

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## Article III - NATIONAL AFFILIATION

This Congregation shall be affiliated with the Union for Reform Judaism (URJ).

## Article IV - MEMBERSHIP

### Section 4.01 Eligibility

- (a) Any adult committed to the Purposes of this Congregation shall be eligible for membership.
- (b) For the purposes of these Bylaws, an Adult is defined as any person 18 years of age or older.

### Section 4.02 Unit of Membership

- (a) For the purposes of Financial Commitments, voting, and entitlement to member benefits, two Units of Membership shall be established:
  - (i) Individual Unit – An Individual Unit shall be one eligible member, as defined in this Article.
  - (ii) Family Unit – A Family Unit shall have at least one eligible member, as defined in this Article. A Family Unit consists of one or two eligible adults and their unmarried, financially dependent children up to the age of 26 years, including those residing in another location.
- (b) In these Bylaws, reference to Congregational ‘Member Unit’ means an Individual or a Family Unit, as defined in this Article. Reference to a ‘member’ means a person who is part of a Unit of Membership.

### Section 4.03 Voting Rights

Adult members of the Congregation have the right to vote on matters coming before the Congregation. Individual Units have one vote. Family Units have up to two votes.

### Section 4.04 Membership Classifications

The Board of Trustees (the “Board”) may establish special membership classes with pertinent provisions, as it deems advisable.

### Section 4.05 Termination of Membership

- (a) Removal
  - (i) Any member may be removed from Congregational membership for violation of these Bylaws, or for conduct grossly prejudicial or inimical to the interests or welfare of the Congregation.
- (b) Notification
  - (i) Removal from membership 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 Board, which shall send a copy of the charges by registered mail to the person involved.
- (c) Consideration and Vote
  - (i) Charges shall be considered by the Board at its first meeting following notification, 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

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vote of not less than 2/3 of the Board's voting members shall be required before removal from membership.

### (d) Appeal

- (i) The action of the Board may be appealed at the Congregational Meeting or at a special meeting called for that purpose.
- (ii) A majority vote at the Congregational Meeting shall be required to reverse the decision of the Board.

## Article V - FINANCES

### Section 5.01 Fiscal Year

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

### Section 5.02 Member Financial Commitments

- (a) The amount of the annual Financial Commitment shall be determined by the Board with the approval of the Congregation for the purposes of a capital fund, operating revenue, and/or special assessments.
- (b) All Member Units shall be current in their annual Financial Commitment to be a Member Unit In Good Standing.
- (c) The Financial Commitment shall be assessed per fiscal year. The Board shall determine the consequences for failure to pay Financial Commitment, up to and including suspension or termination of membership.

### Section 5.03 Individual Consideration

- (a) Any member of the Congregation or applicant for membership for whom Financial Commitment imposes a hardship, may request Individual Consideration to waive, extend, or modify the Financial Commitment for a specified period of time.
- (b) All Individual Consideration negotiations and records shall be kept confidential under care of the Executive Director.
- (c) Oversight of Individual Consideration shall be carried out by the Board.

### Section 5.04 Annual Budget

- (a) Annually, the Board shall recommend to the Congregation a budget for the upcoming fiscal year.
- (b) The Annual Budget shall be balanced.

## Article VI - CONGREGATIONAL MEETINGS

### Section 6.01 Annual Congregational Meeting

- (a) An annual meeting of the Congregation shall be convened by the President and shall be held in the fourth quarter of the fiscal year at the time and place fixed by the Board.
- (b) Every Member Unit of the Congregation shall be notified of the meeting and its agenda at least 15 calendar days prior to the meeting.

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- (c) 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.
- (d) At the Congregational meeting, the agenda shall include but not be restricted to:
  - (i) Approval of the budget for the next fiscal year.
  - (ii) Election of members to the Board for those positions whose terms begin with the next fiscal year.
  - (iii) Presentation of written annual reports submitted by the President and the senior Rabbi.

### Section 6.02 Special Congregational Meetings

- (a) Special meetings of the Congregation shall be called by the President, or 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.
- (b) Every Member Unit of the Congregation shall be notified at least 10 calendar days prior to any special meeting of the date, time, place, and subject of the meeting.
- (c) Only the announced subject(s) of the meeting may be discussed and acted upon at any special meeting.

### Section 6.03 Quorum

At all Annual and Special Congregational meetings, a quorum shall consist of 10% of the Member Units in Good Standing.

### Section 6.04 Voting

- (a) Election of Board members and action on other matters shall be by a hand vote, unless a closed ballot is requested by a voting member of a Member Unit in Good Standing. A hand vote may be determined inconclusive at the discretion of the President, in which case a closed ballot shall be used.
- (b) Voting on any matter at Congregational meetings shall be decided by a simple majority of eligible voters physically present, unless otherwise provided by these Bylaws.
- (c) Voting by proxy at any Congregational meeting shall not be permitted.

### Section 6.05 Rules of Procedure

The rules of procedure at 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. In the event of conflicts between these Bylaws and the Articles of Incorporation, the Bylaws shall control.

## Article VII - BOARD OF TRUSTEES

### Section 7.01 Eligibility

### Section 7.02 Board of Trustee Positions

To serve as a member of the Board of Trustees ("BOT" or "Board"), an individual shall have been a member of the Congregation for a minimum of one year and shall be in a Member Unit in Good Standing of the Congregation. Those who hold the positions of President, President-elect, and VP of Religious Practices shall meet the above criteria and shall be members of the Jewish faith.

- (a) The Board shall consist of a minimum of 9 voting members and to not exceed 18 voting

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members. The Board may add or remove Board positions as necessary by vote, without the need to further amend these Bylaws. Non-voting advisors are the Clergy and Executive Director/Temple Administrator, Past-President and President-elect. The Clergy and Executive Director/Temple Administrator are expected to regularly attend board meetings.

- (b) The Board's voting members consist of:
  - (i) President: the BOT President will cast a vote in the event of a tie vote of the voting members.
  - (ii) Vice-President Marketing and Communication
  - (iii) Vice President Digital Transformation
  - (iv) Vice President Membership and Engagement
  - (v) Vice President Finance
  - (vi) Vice President Youth Education
  - (vii) Vice President Religious Practices
  - (viii) Vice President Finance Resource Development
  - (ix) Vice President Facilities and Security
  - (x) Vice President Adult Education
  - (xi) Vice President Long Range Planning
  - (xii) Secretary
  - (xiii) Men's Club Representative
  - (xiv) Sisterhood Representative
- (c) The President-elect and the Immediate Past-President will not be a voting member of the BOT.

### Section 7.03 Officers' Duties

- (a) The above voting members' duties, roles and responsibilities are set forth in a separate document maintained by the Board Secretary;
- (b) Any of the Board positions set forth in Section 7.01 (b) above, may also be filled by up to two (2) co-trustee members who share the duties of the single Board position, and any such shared position will be entitled to a single vote on the Board.

### Section 7.04 Authority of the Board

- (a) The Board shall have responsibility for and authority over all aspects of the Temple.
- (b) The Board shall guard and steward the Congregation's Purpose, and
  - (i) Plan, oversee, and manage the administration, personnel, financial affairs, policies, facilities and grounds, and other functions necessary to carry out the purposes of these Bylaws.
  - (ii) Set the meeting agenda for Congregational Meetings.
  - (iii) Authorize individuals from among the Financial Manager, the Executive Director, and members of the Board to disburse Congregational funds. Two authorized signatures shall be required for all such disbursements.
- (c) Board members with committee liaison responsibilities shall:
  - (i) Be familiar with the work of the committees for which they have oversight or liaison responsibility.
  - (ii) Communicate to their respective committees the positions of the Board relevant to the work of the committee.
  - (iii) Bring forward to the Board issues as requested by committee chairs.

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- (iv) Bring forward to the Board activities of the committees, especially topics or positions which require Board approval.
- (v) Provide a brief written report on the activities of their respective committees to the Board prior to Board meetings.

### Section 7.05 Auxiliary Board Members

One representative from the Men's Club and one representative from the Sisterhood shall be appointed by their respective presidents to serve for one year on the Board. Each representative is expected to attend all Board meetings. Only the appointed representative shall be entitled to vote. The representatives may be the auxiliary presidents themselves at their discretion.

### Section 7.06 Term

- (a) The Immediate Past-President serves for six-months after their term is completed.
- (b) The President-Elect serves for six-months before assuming their Presidential term.
- (c) The term for all other Board positions shall be two years beginning at the start of the Fiscal Year.
- (d) The following positions shall be elected for service beginning in odd years: President, Immediate Past-President, VP Finance, and VP Religious Practices, VP Long-Range Planning, VP Adult Education, and VP Marketing and Communication.
- (e) All other positions shall begin service starting in even years.
- (f) An elected Board trustee may serve more than two consecutive terms in any one Board position with the approval of a simple majority of the Board.

### Section 7.07 Vacancies

In the event of a vacancy:

- (i) In the office of President, the vacancy may be filled by the President-Elect. If there is no current President-Elect, the Board shall select one of their sitting members to assume the remainder of the term.
- (ii) In the event of a vacancy in any other Board position (not including the Immediate Past-President), the VP Long Range Planning shall recommend candidate(s) for the consideration at any Board meeting following the declaration of vacancy. A simple majority vote of the Board shall fill the vacant office.
- (iii) In the event of a vacancy of Men's Club or Sisterhood Representative, the President of the auxiliary shall appoint a new representative.

### Section 7.08 Leadership and Removal from Office

- (a) Any elected Board member who is absent from 3 consecutive or 5 total meetings of the Board during their term shall be eligible for removal from office.
- (b) Members of the Board, in addition to fulfilling the duties of their office, are expected to set examples to Congregational members by active participation in the religious life and activities of the Temple and through ethical behavior. Failure of a Board member to meet these expectations shall make him or her eligible for removal from office.
- (c) To remove a sitting board member for the reasons set forth in (a) or (b), above, a 2/3 vote of the Board is necessary. The vote of the Board is final.

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## Section 7.09 Meetings

- (a) The Board shall meet at least 10 times per year. Meetings will be open to members of the Congregation except when an executive session is called.
- (b) A simple majority of Board members is required to form a quorum and conduct business.
- (c) Voting on any matter at Board Meetings shall be decided by a simple majority of eligible voters present, unless otherwise provided for in these Bylaws.
- (d) The rules of procedure at Board 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, or the law. In the event of conflicts between these Bylaws and the Articles of Incorporation, the Bylaws shall control.
- (e) A Board Secretary or a member of staff shall take Meeting minutes, which shall include a roster of attendance, and all records shall be transmitted to the Executive Director/Temple Administrator.

## Article VIII - ADVISORY COUNCIL

### Section 8.01 Purpose

The Advisory Council shall advise the Board. Recommendations of the Advisory Council are non-binding on the Board.

### Section 8.02 Composition

The Advisory Council shall include: all members of the Board; committee chairs or representatives from all committees; clergy; and senior staff.

### Section 8.03 Eligibility

To serve on the Advisory Council an individual shall be a member of the Congregation in Good Standing.

### Section 8.04 Responsibilities

The Advisory Council shall:

- a) Receive reports of Board activity over the previous quarter
- b) Voice observations, recommendations, and opinions directly to the Board
- c) Help set annual goals, budgets, and event calendaring

### Section 8.05 Meetings

- (a) The Advisory Council shall meet at least four times per year, and at the call of the President.
- (b) All meetings are open to members of the Congregation.
- (c) Advisory Council meetings do not require a quorum.

## Article IX - CLERGY

### Section 9.01 Applicability

This article applies to all clergy positions, including Senior, Assistant, and Associate clergy.

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### Section 9.02 Duties

(a) Rabbi

- (i) The Rabbi shall function as the spiritual leader and serve the religious, pastoral, and educational needs of the Congregation in accordance with the contractual descriptions of duties, as approved by the Board. The Rabbi shall report to the Board. The Rabbi shall present a written annual report at the congregational meeting.

(b) Cantor

- (i) The Cantor shall be responsible for all musical aspects of ritual and worship. The Cantor shall be responsible for the teaching and performance of Jewish music relevant to ritual worship and life events of Congregational members in accordance with the contractual descriptions of duties, as approved by the Board. The Cantor shall report to the Board.

### Section 9.03 Selection and Election

- (a) A Rabbinic Search Committee shall be appointed by the President and approved by the Board.
- (b) A Cantorial Search Committee shall be appointed by the President and approved by the Board and the Rabbi.
- (c) The Search Committee shall recommend a candidate to the Board.
- (d) Upon approval by the Board, the recommended candidate shall be presented to the Congregation at a regular or special meeting.
- (e) A 2/3 vote at a Congregational meeting shall be required for the hiring of clergy.

### Section 9.04 Contracts

- (a) The term of each initial clergy contract shall be not less than one year.
- (b) Terms, including compensation, 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.
- (c) At least 6 months prior to the expiration of the contract of employment of the Clergy, the Clergy and the Board shall consider the question of renewal, tenure, and compensation.
- (d) The Board defines guidelines for contractual terms.
- (e) The Search Committee negotiates the initial contract within the guidelines specified by the Board. The Board shall negotiate all clergy contract renewals.
- (f) The recommendations as approved by the Board shall be included in the budget for approval by the Congregation.

## Article X - OTHER PROFESSIONAL STAFF

### Section 10.01 Executive Director / Temple Administrator

- (a) The Executive Director /Temple Administrator shall be responsible for the administration and operation of Temple Adat Shalom, in accordance with the contractual description of duties, as approved by the Board.
- (b) The Executive Director /Temple Administrator reports to the Board.



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### Section 10.02 Educational Directors – Mosad Shalom Religious School and Ganon Gil Early Childhood Education Center

- (a) The Educational Directors shall be responsible for curriculum and programing, in accordance with the contractual description of duties, as approved by the Board.
- (b) The Educational Directors shall report to the Rabbi.

### Section 10.03 Selection

- (a) Nominees for all professional staff positions shall be recommended to the Board by the Board-appointed search committee after consultation with the Rabbi.
- (b) Selection requires an affirmative vote of the Board.

### Section 10.04 Contracts

- (a) The contract for each professional staff position shall be negotiated at the time of hiring by the designated search committee.
- (b) An employment contract shall be required for each professional staff position. Terms, including duties, compensation, conditions of employment, renewal, non-renewal, and termination shall be described within each contract.
- (c) The terms of each contract shall be reviewed and approved by the Board.
- (d) At least 6 months prior to the expiration of the contract of employment, the staff member and the Board shall consider the question of renewal, tenure, and compensation.

## Article XI - CONGREGATIONAL RECORDS, REPORTS, AND BUSINESS MATTERS

### Section 11.01 Minutes of Congregational, Board, and Service Committee Meetings

The Congregation shall keep at its principal office a record of minutes of all meetings of the Congregation and the Board, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those attending and the proceedings thereof. These minutes shall be the official records of all such meetings.

### Section 11.02 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 11.03 Inspection of Books of Accounts by Members of the Congregation

The books of accounts, except the records associated with Individual Consideration arrangements and the Rabbi's Discretionary Fund, shall be open to inspection upon written request of any member of a Member Unit in Good Standing, with approval of the Board, and not for any commercial purposes.

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### Section 11.04 Indemnification

All corporate officers of Temple Adat Shalom serve the Temple and Congregation voluntarily and are subject to all applicable rights and obligations as provided under the laws of the United States of America and the State of California. Temple Adat Shalom shall, to the extent legally permissible under state and federal law, indemnify each person who may serve or has served on the Board of Trustees against all expenses and liabilities which may be reasonably incurred by, or imposed upon, said persons in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, with the exception that no such indemnification shall be provided for any such person with respect to any matter which he or she shall have been finally adjudicated in any judicial or quasi-judicial proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of Temple Adat Shalom. Any compromise or settlement agreement relating to or pertaining to litigation or threatened litigation against the Temple or Congregation, shall be approved by a majority vote of members of the Board who are not at that time named parties to the proceeding giving rise to the circumstances of indemnification.

## Article XII - AMENDMENTS, REVIEW AND AVAILABILITY

### Section 12.01 Amendments

- (a) Proposed amendments to these Bylaws may be initiated by the Board or by at least 15% of the Member Units in Good Standing of the Congregation and shall be filed with the Secretary of the Corporation no later than 45 days before the Congregational Meeting for transmission to the Congregation.
- (b) Any proposed amendments may be acted on at any regular meeting of the Congregation or at any Special Meeting called for that purpose.
- (c) Copies of the proposed amendments shall be made available to each member of the Congregation with the notice of the meeting at least 15 days prior to the meeting.
- (d) An affirmative vote of 2/3 of the voting members physically present shall be necessary to adopt an amendment to these Bylaws.

### Section 12.02 Review

These Bylaws shall be reviewed by the Board no less frequently than every four years beginning in 2025.

### Section 12.03 Availability

- (a) The Executive Director/Temple Administrator shall make up-to-date copies of the Bylaws and all Policies and Procedures available upon request.
- (b) After each revision or amendment of the Bylaws, each Member Unit shall receive notification that revised copies are available.