

## FAQs re Proposed Bylaws

### GENERAL QUESTIONS ABOUT TEMPLE GOVERNANCE:

**Q: Why do we have bylaws and what purpose do they serve?**

**A:** Bylaws are the document “that legally oversees the operation of the synagogue.” URJ, *Hearken to the Statutes* (2003). They “contain the rules adopted for the regulation and management of your organization.” *Washington State Nonprofit Handbook* at 17 (2009). Washington law requires “public benefit nonprofit corporations” such as TBA to have bylaws.

**Q: TBA is a nonprofit corporation? Since when?**

**A:** Yes, TBA is public benefit nonprofit corporation, since 1990. TBA received a letter from the Internal Revenue Service in 1967 stating it qualified for tax exempt status. Then, in August 1988, TBA incorporated in Washington State as a nonprofit corporation. In January 1990, TBA refiled its application to become a public benefit nonprofit corporation. The need to become a nonprofit corporation was apparently tied to the financing for the current building completed in 1991.

**Q: What other governance documents does TBA have?**

**A:** As a nonprofit corporation, TBA is also required to have a set of Articles of Incorporation. Articles create a corporation under Washington law and must be filed with the Secretary of State. TBA’s most recent Articles were filed with the Washington Secretary of State in August 1988. [insert link] Washington law requires that the Articles cover certain topics though the Articles are generally shorter than bylaws. Per the *Washington Nonprofit Handbook*, “The articles and bylaws should not have provisions that conflict with one another and, at best, should interrelate with one another. Except with respect to the number of directors, provisions of the articles will control over provisions of the bylaws where such provisions are inconsistent.” Prompted by Barbara Green’s organizational assessment of TBA in late 2016, the Bylaws Core Team (the BCT) obtained a complete set of our Articles of Incorporation for TBA’s records.

**Q: Who serves on the Bylaws Core Team (BCT)?**

**A:** David Appel, Elizabeth Asher, Bob Lipson, Betsy Maurer, Marc Mayo, A.J. Merrick, and Barbara Green, ex officio. Every lay leader on the BCT is a current or former Board director or officer. A.J., David, and Barbara have graciously put up with four attorneys.

**Q: Who enforces the bylaws? How do we make sure we follow our bylaws?**

**A:** It is the responsibility of individual directors and the Board as a whole to follow the bylaws, monitor the Board's adherence to them, and periodically review and propose revisions to them.

#### **HISTORY OF TBA'S BYLAWS & BACKGROUND ON THE CREATION OF THE PROPOSED DRAFT:**

**Q: When were TBA's bylaws originally drafted?**

**A:** TBA's current bylaws as amended derive from the original set drafted in 1966.

**Q: Why do we need to change our current bylaws? What is wrong with our current bylaws?**

**A:** A lot has changed since 1966. Our current bylaws are structurally and legally out of date, silent on topics where we could use guidance, and unnecessarily specific and restrictive in others. Fundamentally, TBA has been working with a bylaws structure set up for a community of around 150 families, and we have over 900 families now.

**Q: When was the last time the bylaws were amended?**

**A:** 2007. Click here[insert link] to read our current bylaws.

**Q: When was the last time the bylaws were completely reviewed?**

**A:** It is not clear if the current bylaws were ever comprehensively reviewed before the BCT (Bylaws Core Team) undertook the effort in 2014. When Barbara Marks, an attorney, became first vice president in the mid-1990s, she intended to lead a committee in a thorough review. However, Barbara suffered a debilitating stroke before she was able to make much progress. There is no record of the remaining committee members obtaining legal review, and they proposed amendments to the bylaws within the existing 1966 structure.

**Q: Under what principles reviewed by the Board did the BCT undertake this project?**

**A:** When the BCT first scoped this project in late summer of 2014, the BCT promised the Board that the bylaws project would be lay leader- and community-driven and that the bylaws project would not propose any draft before Rabbi Zlotnick's second year to separate the project from the new rabbi. The BCT also wrote to the Board, "On many of the issues, there are many 'best practices' from which to choose. Our community must have meaningful opportunities to provide input on the content of our new by-laws before a draft is submitted to the Board as well as time to learn about the draft the Board ultimately recommends."

**Q: Why did the BCT start from scratch instead of amending the existing bylaws?**

**A:** The short answer is that both the URJ national board member who reviewed the current bylaws for TBA and the outside counsel TBA retained to help with the project, LaVerne Woods, told the BCT to start from scratch. We were advised to tailor a bylaws platform to support a 1200+ household congregation, and the staff and lay leaders we interviewed asked for clarity and guidance where the current bylaws are silent, vague, or too specific.

**Q: What input did the BCT solicit from TBA members?**

**A:** The BCT sought permission from the Board to hold two congregational forums in 2015. The BCT also reviewed with the Board its set of Four Questions and the identity of the over thirty (30) lay leaders and current and former staff the BCT members individually interviewed before starting to draft new bylaws. The BCT also set up an email alias for congregant questions.

**Q: What external sources did the BCT study in the course of its bylaws review?**

**A:** The BCT sought guidance from the URJ to identify congregations in the 800-1200 household range who had reasonably modern bylaws and to procure copies of them. The BCT also obtained copies of the bylaws of very large, successful congregations such as Temple Emanu-el Dallas and Central Synagogue in New York City. BCT members and other temple leaders also identified URJ congregations with bylaws online. In all, the BCT studied over a dozen sets of bylaws to understand the range of approaches and ideas available to TBA. Additionally, BCT members read the URJ's guidance on bylaws, *Hearken to the Statutes* (2003), and *Governance & Ministry: Rethinking Board Leadership*, by Dan Hotchkiss (2009 & 2d ed. 2015), a critically acclaimed guide for leaders and clergy on how to work together in today's church and synagogue landscape.

**Q: Who is LaVerne Woods, and why did TBA retain her?**

**A:** LaVerne is an attorney at Davis Wright Tremaine specializing in the laws of tax-exempt organizations, and she is a nationally and regionally recognized expert in the areas of governance, philanthropy, major gifts, endowment management, and representing non-profits before the IRS. In the spring of 2015, the BCT shared with the Board LaVerne's lengthy memo reviewing the current bylaws and advising on the numerous ways they needed to be changed. The BCT re-circulated that memo to the Board in the spring of 2016 and the fall of 2017 when the BCT sought direction from the Board on various bylaws topics.

**Q: What changes has TBA already made in light of LaVerne’s advice?**

**A:** After receiving LaVerne’s advice, TBA adopted a conflict of interest policy and a gift acceptance policy. Many committees have developed written charters, and the Board correctly refers to itself as a Board of Directors, not a Board of Trustees. LaVerne also advised TBA on the structuring of its acquisition of SEED Early Childhood School.

**Q: Why has this project taken so long to complete?**

**A:** This project has started, stopped, and re-started numerous times for TBA staff upheavals and searches and some personal upheavals. The last pause of over a year was due to the sudden and unexpected death of LaVerne’s husband followed by the Board’s focus on strategic planning.

#### **OVERVIEW OF THE DRAFT NEW BYLAWS:**

**Q: Aside from the required changes to become a modern, legally conforming set of bylaws, what are the major differences between the new draft set and the current set of bylaws?**

**A:** Here are the changes in the new draft set of bylaws we think are especially significant. The new draft bylaws . . .

- Return to a more inclusive definition of membership, consistent with the Articles of Incorporation
- Move to counting individual members as a percentage of households rather than counting “member units” or households for the purpose of determining a quorum for congregational meetings
- Expand the rights of non-Jewish members to serve on the Board and on all committees
- Clarify topics on which members may vote
- Restructure the Executive Committee to include a non-officer, director-at-large
- Reduce the number of officers and ease the eligibility requirements for officers
- Permit the immediate past president to leave the Board after serving as president
- Clarify term limits for directors and officers
- Permit the Board to determine the fiscal year
- Restructure committees and clarify their governance and oversight

**Q: Does the new draft set of bylaws retain anything from the current bylaws?**

**A:** Yes. TBA’s “Purpose” section has been carried over largely untouched from 1966, and the congregation retains its pro forma right to vote on the budget.

**Q: The new draft bylaws are nearly thirty pages. Are there provisions I can skip over because they have to be there? Where should I focus my attention?**

**A:** While we encourage you to read the proposed draft in its entirety, you may skip over many sections in Articles 4 and 7, and skip over articles 8, 9, and 15-18. These are largely legal boilerplate.

**Q:** Is there a summary of who votes for what and how many votes are required?

**A:** Yes. Click here [insert link] to see a chart of the key decisions, who makes them, and the required majorities.

**Q: Why are there so many cross-references in the bylaws? Wouldn’t it be easier to repeat text in multiple places?**

**A:** Stating a concept once and then using cross-references helps keep the bylaws internally consistent and reduces the risk of injecting an inconsistency or contradiction by amending one statement and forgetting to amend any repetitions.

#### **SOME ARTICLE-SPECIFIC QUESTIONS:**

Article 2. Purpose & Mission

**Q: Where did Section 2.1 come from?**

**A:** Section 2.1 largely comes from the original 1966 bylaws. Excluding the introductory phrase, “Founded in 1956,” and the last sentence, this section is the only text carried over from the current bylaws.

**Q: Why aren’t we including our latest mission statement in Section 2.3?**

**A:** Section 2.3 allows the Board to revise the mission statement without amending the bylaws. It gives the Board and our community flexibility.

**Q: Why is there a statement on Information Sharing in Section 2.4?**

**A:** One of the consistent themes that emerged from our lay leader interviews and congregational forums was the need for more transparency. As that word has become a

buzzword, we wanted to capture the specific request behind it in this context, which was sharing information.

Article 3.      Membership

**Q:      Are there changes to the definition of who can be a member of TBA?**

**A:**      Yes. The new draft bylaws return to the more inclusive spirit of the membership provision in TBA’s Articles of Incorporation and allow Jews and those wishing “to associate with” Judaism to be eligible for membership. The current bylaws are arguably inconsistent with the Articles.

**Q:      What rights would non-Jewish members have under the new draft bylaws?**

**A:**      Non-Jewish members would be permitted to serve on the Board of Directors and on any Board Committee, Board Advisory Committee, and Community Committee. Non-Jewish members would also be permitted to chair certain committees.

**Q:      Where in the new draft bylaws does it say members have to pay dues?**

**A:**      Nowhere.

**Q:      Do the new draft bylaws compel dues payment?**

**A:**      No. Payment of dues or member financial commitments or any other financial obligation comes from Board policies, not the bylaws.

**Q:      Does the congregation still get to vote on the budget?**

**A:**      Yes. The congregation must approve or reject the proposed budget in its entirety.

**Q:      What else do members of the congregation vote on besides the budget?**

**A:**      Members eligible to vote may elect directors and officers, ratify the Board’s conditional approval of a candidate for Senior Rabbi, amend the bylaws, amend the Articles of Incorporation, and vote on certain proposed sales of TBA real property assets.

**Q:      Why do we need a section dealing with involuntary termination of membership?**

**A:**      Although it happens rarely, situations do arise when the Board must have the authority and a fair process to terminate someone’s membership from TBA. This is especially important now in light of TBA’s operation of SEED Early Childhood School.

Article 5. Clergy

**Q: Do the new draft bylaws change TBA's relationship with its clergy?**

**A:** No. The new draft bylaws simply clarify the relationship, require written contracts without dictating specific terms, and provide for hiring other clergy in addition to the Senior Rabbi. The new draft bylaws give the Board and the Congregation much more flexibility.

Article 6. Board of Directors

**Q: Are there changes to the eligibility requirements of who can serve on the Board as a director?**

**A:** Yes. Non-Jewish members would be able to serve on the Board.

**Q: Why are there term limits?**

**A:** Term limits provide TBA with a tool to make sure it is continually developing new lay leaders and refreshing the Board with new perspectives.

Article 10. Officers

**Q: Are there changes to the eligibility requirements of who can serve on the Board as an officer?**

**A:** Yes. In recognition of the recruiting challenges TBA has faced over the last several years, the new draft bylaws shorten the path to becoming an officer. The treasurer and vice president would be able to hold office when they initially become directors. The president and secretary would need only have served one year on the Board before becoming an officer.

**Q: Why is there only one Vice President?**

**A:** As part of our efforts to shorten the path to becoming president and to shrink the Executive Committee, the new draft bylaws eliminate the role of Second Vice President.

**Q: Is the president still the "Chief Administrative Officer"?**

**A:** No. The role of the president and the other officers, like the role of the Board, is generally confined to governance, policy, and oversight, leaving the day-to-day operations to staff and volunteers supervised by staff, not by the Board.

**Q: Why is the immediate past president not automatically an officer?**

**A:** As part of our efforts to support leadership development and recruitment of new leaders, we took into account feedback that TBA's current presidential track requires too much

time (5-6 years minimum) and observations that organizations that generally retain their immediate past presidents as officers have more difficulty with processes of change and reflection. TBA's immediate past president may stay on the Board if term limits allow and may be invited to remain on the Board an extra year beyond terms limits. The immediate past president may also leave the Board after serving as president, reducing the minimum time commitment to 3 years.

#### Articles 11-14 Committees

**Q: How has the Executive Committee changed? Has its composition changed? Has its role and authority changed?**

**A:** The new draft bylaws change the Executive Committee in several key respects. For starters, the new draft bylaws require the president to convene the Executive Committee; it's not optional. The new draft bylaws also clarify the general duties of the Executive Committee and describe its powers in emergency situations. The new draft bylaws also explicitly place the power to set meeting agendas with the Executive Committee and provide mechanisms for board members and congregants to place matters on the Board agenda. Another key change adds a non-officer director-at-large to the Committee.

**Q: How and why has the committee structure changed? Why do we now have Board Committees, Board Advisory Committees, and Community Committees? What is the difference in these three groupings of committees?**

**A:** The BCT started from the premise that the mission owns the congregation, a premise the Board also embraced with both the new draft bylaws and the current Strategic Plan. (Read "Who Owns a Congregation?" by Dan Hotchkiss (2008) to learn more.) The BCT also sought to clarify how and when the Board acted and to distinguish the governance work of the Board from the "ministry" work of clergy and staff. (We all read *Governance and Ministry: Rethinking Board Leadership* by Hotchkiss (2009) and portions of the 2d ed. (2015)). LaVerne also advised the BCT about the importance of clarifying the roles of various committees, how they are composed, how they are overseen, and how their composition and oversight relates to their authority to act.

- Board Committees consist only of directors. The Board may delegate power to these committees to act on behalf of the whole Board.
- Board Advisory Committees may consist of directors and non-directors (including members and non-members). These committees give advice and make recommendations, but the Board may not delegate any of its powers to act to them.

- Community Committees are what Hotchkiss calls “ministry teams.” These are the volunteers in task forces, groups, committees, or whatever label you wish to give them who help staff and clergy create what we generally describe as “powerful Jewish experiences” in our strategic plan. Their tasks do not generally involve governance work, so they are overseen by staff and clergy, not the Board. The Religious Practices Committee is a perfect example of a Community Committee. It is overseen by the Senior Rabbi or her designee, and all of its activities support prayer, ritual, lifecycle, and holiday/festival observance, none of which are governed by the Board.

**Q: Can a Board Committee assign tasks to a sub-committee with non-board members?**

**A:** Yes. The sub-committee members, however, may not vote on any ultimate actions or decisions. See, for example, the Evaluation Committee.

**Q: What happened to the Religious School Board?**

**A:** Under the new draft bylaws, the Religious School Board would become a Community Committee and remain as the Religious School Committee or whatever common name it chooses with generally the same duties and responsibilities as the old RSB. However, there will no longer be a separate nominations process for it. Having a specific board under a general board within one organization is not considered a good governance practice.

**Q: Is the Board nominations process changing? How?**

**A:** Yes. The Nominations Committee, a Board Advisory Committee, would begin its work almost immediately after the annual meeting, and its composition would not be limited by who attends the annual meeting. Certain general principles would guide its work to provide year-to-year consistency, transparency, and accountability.

Article 19. Administrative and Financial Provisions

**Q: Why are we allowing the Board to change our fiscal year?**

**A:** Many of the lay leaders and staff we interviewed who had been involved with TBA finances, clergy contracts, or administration urged us to move the fiscal year to either a calendar year or to align it with calendar quarters. The current Finance Committee, however, expressed concern over changing the fiscal year in the near future. The new draft bylaws permit the Board to determine the fiscal year, so that the fiscal year may be changed at some point in the future without requiring a bylaws amendment.

Article 20. Dissolution and Merger

**Q: Why do the Bylaws talk about this when this topic is also covered in the Articles of Incorporation?**

**A:** This article provides additional direction to the Board regarding the disposition of TBA's assets.

We tried to anticipate the most common questions, but we know there are more questions you may have. Please send them our way by emailing [bylaws@templebetham.org](mailto:bylaws@templebetham.org).