

BYLAWS OF JEWISH COMMUNITY CENTER OF SANTA CRUZ, CALIFORNIA, INC.

Adopted by Temple Beth El Board of Directors June 19, 1991

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PREFACE

These are the bylaws for the community of Temple Beth El. Bylaws are created in part to anticipate difficult situations and to resolve conflict. We hold the value of Shalom Bayit, harmony and good relations within our community, as the core of Temple Beth El's philosophy. When conflict arises, we seek to resolve these conflicts in a sensitive and transparent way which encourages positive resolution, rather than fueling divisiveness.

ARTICLE I.

Name and Location

The name of the Corporation is JEWISH COMMUNITY CENTER OF SANTA CRUZ, CALIFORNIA, INC., commonly known as and hereinafter referred to as Temple Beth El and includes Simcha Preschool, Camp Kayetz, Soquel/Beit Olam Cemetery and Home of Peace Cemetery. The principal place of business of the Corporation shall be located at 3055 Porter Gulch Road, Aptos, California. For purposes of brevity, all further references to the Corporation in these Bylaws shall be to "the Temple" or "TBE."

ARTICLE II.

Purposes

The purposes of the Temple shall be to perpetuate, promote, administer and maintain a synagogue supported by congregants, Jewish Community Center activities, and such other religious, educational, cultural, social and recreational programs as shall from time to time meet the needs of the greater Jewish community of Santa Cruz County, California. Temple facilities shall be made available at all reasonable times to serve the religious needs of its members without restriction as to those varying degrees of religious observance as may be practiced by members. The Temple is currently affiliated with the Union for Reform Judaism (URJ).

ARTICLE III.

Membership

Section 1. Qualification for General Membership

The following two conditions are prerequisites for Temple membership:

A. Any person who meets one of these criteria:

- i. a person who is Jewish by birth, either through matrilineal or patrilineal descent, or conversion;
- ii. a person who is not Jewish but supports the Jewish beliefs, practices, and Temple involvement of their Jewish spouse, committed partner, or children;
- iii. a person, regardless of faith, who was previously part of a Temple member household and now agrees to support Jewish beliefs and practices and the mission of Temple Beth El;
- iv. a person who is a continuing Temple member at the time these criteria are adopted.

The Senior Management Team shall be the arbiter of the above-stated criteria and has the discretion to decide cases not conforming to these criteria.

- B. Maintenance of membership status requires payment of dues in accordance with the policies of the Board of Directors.

Section 2. Unit of Membership

For the purposes of dues and assessments and entitlement to member benefits, the unit of membership shall be any individual or household.

Section 3. Voting Rights

All general members in good standing shall be entitled to vote at Annual Congregational Meetings.

Section 4. Resignation

The resignation of any member shall not relieve that member from an accrued financial obligation owed to the Temple at the time of resignation, excepting such relief as may be given by the Senior Management Team.

Section 5. Termination of Membership

As a last resort, Temple membership may be terminated with sufficient cause by a 2/3 vote of a quorum of the Board of Directors. If possible, mediation shall first be sought by the Temple in attempt at resolution. Sufficient cause for termination shall include, but not be limited to, nonpayment of financial obligations or commission of specific acts deemed detrimental and contrary to Temple purposes. However, no member shall be expelled without first having been given written notice and an opportunity to reply to this notice in writing to the Board of Directors.

ARTICLE IV.

Member Financial Obligations; Annual Budget

Section 1. Member Financial Obligations

- A. **Dues.** Dues shall be assessed annually by the Board of Directors for the purpose of raising sufficient revenue to provide for the continued administration, operation, and maintenance of the Temple in order to meet the annual operating budget. It shall be up to the Board to promulgate Temple policy from time to time concerning the amount of dues to be paid by members.
- B. **Building Fund.** The purpose of the Building Fund is to assure continued funding for building improvements and replacements, as shall be approved by the Board of Directors. All members shall be encouraged to make a Building Fund pledge.

Section 2. Budget

An annual budget shall be prepared under the auspices of the Board of Directors. This process shall begin not less than four months before the end of the fiscal year. The Treasurer and Executive Director shall consult with the clergy, program staff, and other recipients of Temple funds in preparing their annual budget requests. The Treasurer, in conjunction with the Board President, shall appoint a Budget Committee to advise the Treasurer on the preparation of the annual budget.

Membership on the Budget Committee shall include the following: The Treasurer or their designee (chair), the President and/or Executive Vice President, the Vice President of Education, the Vice President of Operations, and at least two at-large members of the Board. The Executive Director and a member of the clergy shall provide support and advice to the Budget Committee. The Treasurer may also appoint up to three Temple members who are not Board members to the Budget Committee.

The Budget Committee shall review and provide feedback on budget requests submitted by the Executive Director and Treasurer. The Board shall adopt the final subsequent annual budget before the end of the current fiscal year. The final budget will be presented at the Annual Congregational Meeting.

ARTICLE V. Board of Directors

Section 1. Board of Directors' Positions

There shall be up to 16 Board Members plus ex-officio (non-voting) members as provided for herein.

Section 2. Classification of Board Members

The members of the Board of Directors shall be classified according to their titles and areas of responsibility as set forth below:

1. President
2. Executive Vice President
3. Immediate Past President
4. Vice President of Education
5. Vice President of Fund Development
6. Vice President of Operations
7. Secretary
8. Treasurer
9. Up to eight Members at Large

Section 3. Authority of the Board

The Board of Directors shall have responsibility for and authority over all aspects of the Temple, including, but not limited to, planning, oversight and management of administration, personnel, financial affairs, policies, facilities and grounds, cemeteries, preschool and such other duties and functions as are necessary and proper to carry out the purposes and objectives of these Bylaws.

Section 4. Officers / Succession

In the event the President is, on a temporary basis, unable to perform the duties of the position, then the duties of the President shall be performed by the Executive Vice-President. If the

Executive Vice-President is similarly unable to serve, then the order of succession shall proceed down the list in Section 2 of this Article.

Section 5. Senior Management Team

The President, the Executive Vice President, the Executive Director, and Clergy shall constitute the Senior Management Team (“SMT”), which shall meet regularly for the purpose of reviewing Temple affairs, discussing and coordinating their efforts on behalf of TBE, and addressing matters and problems which are of an urgent nature and require resolution before they can reasonably be brought to the Board. Any such action taken by the SMT Committee shall be reported to the Board at its next regular meeting and shall be subject to review and ratification by the Board of Directors.

Section 6. Board Meetings

The Board of Directors shall meet monthly, at regularly scheduled meetings. In addition, the President, or Acting President in the President's absence, may call a special meeting of the Board of Directors should there be a compelling reason to conduct Temple Board business prior to the next regularly-scheduled board meeting. The President, at their discretion, will also have the option to put proposals to the Board electronically (via the Tent, email or text message) when they deem that time is of the essence and that the matter should not have to wait until the next scheduled Board meeting.

Section 7. Board Quorum

Fifty-one percent (51%) of voting Board members shall constitute a quorum for the transaction of business at any meeting of the Board. Each Board member shall have one vote, with the exception of the President, who shall vote only in the event of a tie. In the case of electronic voting (on the Tent, email or text) the quorum shall be the same, and a 2/3 vote of those voting shall be required for approval of any matter put forth. Unless otherwise specified in these Bylaws, in all other cases, a majority vote will be sufficient to approve any Board resolution or Board action.

Section 8. Board Participation

All elected Board members shall be expected to attend regular and special meetings of the Board. Any Board member who is absent for three (3) consecutive Board meetings or who materially fails to perform the duties of the position without reasonable excuse shall be subject to removal by a majority vote of the Board of Directors.

Section 9. Open Board Meetings

All regular meetings of the Board of Directors (with the exception of personnel sessions, called when the Board must consider issues such as hiring, firing, promotion, or personnel actions regarding a specific individual or job position) are open to attendance by all members of the Temple who are in good standing. Temple members shall be given advance notice of Temple Board meetings either by email or United States Postal Service mail.

Section 10. Board Vacancy

The President shall fill a vacancy on the Board of Directors by appointment, subject to ratification by the Board.

Section 11. Agenda; Order of Business

The President shall prepare the agenda for each Board meeting. An agenda and Notice of Meeting shall be sent to each Board member and distributed to Temple members.

Section 12. Bylaw Omissions

The Board of Directors shall have the authority to act on all matters concerning the Congregation for which action has not been specifically reserved to the Congregation in these Bylaws.

ARTICLE VI. Duties of Board Members

Section 1. Term of Office; Term Limits

A healthy Board of Directors is best comprised of some members with experience and institutional memory and others bringing new energy and fresh perspectives. These principles shall be kept in mind as new members are added to the Board and existing members step off the Board after serving one or more terms. The term of office of each Board member shall be two years, commencing July 1st and expiring June 30th every other year. An effort shall be made to stagger the terms of Board members so that some new members join each year, but continuity of Board membership is also preserved. In general, no Board member shall serve more than five successive two-year terms. However, on occasion, it may be deemed that a member's unique expertise and experience in an area of Board governance or oversight warrants further service. In this case, a Board member's time serving on the Board may be extended beyond five terms by a 2/3 vote of a quorum of Board members. In addition, a member's time on the Board may be extended beyond five terms if they are chosen to serve as Executive Vice President or President (in which case they would serve in those roles as required, and then a following term as Immediate Past President), after which said Board member may not serve on the Board until the passage of two years. The Executive Vice President will be chosen to serve as the next Board President, and shall be selected with such criteria in mind.

Section 2. President

The President shall preside at Board meetings, Senior Management Team meetings and Annual Congregational Meetings. The President shall represent the Temple at scheduled Temple programs and outside community events. The President shall appoint all committee chairs, subject to ratification by the Board of Directors. The President shall prepare the monthly board agenda. The President shall appoint ad hoc committees.

Section 3. Executive Vice President

The Executive Vice President shall assist the President and act as a substitute for the President as needed. The Executive Vice President shall succeed the current President when their term ends.

Section 4. Vice Presidents of Education, Fund Development, and Operations

Each of these Vice Presidents shall be responsible for monitoring and communicating with designated committees and groups in their area of assignment. The Vice Presidents shall be responsible for working on projects in their designated area and bringing the concerns of relevant committees and groups to the Board of Directors as appropriate. The Vice Presidents may be asked

to attend Senior Management Team meetings when substantial issues related to their respective designated areas are on the agenda for discussion. At its discretion, the Board may appoint two members to share a vice-presidential position.

Section 5. Secretary

The Secretary shall keep accurate minutes of Board meetings and Annual Congregational Meetings. The minutes of those meetings shall be prepared and submitted to Board members at or prior to each succeeding meeting. The Secretary shall work with the Executive Director on maintaining the TBE Policy Manual and maintaining the corporate minute book.

Section 6. Treasurer

The Board shall designate the bank or banks in which congregational funds shall be deposited. The Treasurer shall chair or designate a chair for the Finance Committee and will represent the Finance Committee on the Board. The Treasurer shall report the financial condition of the Temple monthly to the Board of Directors. The Treasurer shall oversee Temple finances, accounting procedures and shall ensure that the Executive Director and staff are utilizing proper accounting procedures, including tax reporting as required by law. The Treasurer shall coordinate regularly with the Finance Committee with respect to member financial obligations.

Section 7. Immediate Past President

The Immediate Past President shall provide the President with advice and counsel. The Immediate Past President shall chair the Leadership Development Committee and shall be responsible for insuring compliance with the Bylaws and with Robert's Rules of Order for Conduct of Meetings.

ARTICLE VII. Clergy

Section 1. Rabbi(s) and Cantor(s)

The Rabbi(s) and Cantor(s) shall be the religious leaders of Temple Beth El. The Board of Directors shall contract with clergy in order to provide for religious leadership and shall define their duties by contract.

Section 2. Clergy Retention and Contract Negotiation

In years when a rabbinic contract will be ending, a sub-committee including members of the Board and a member designated by the clergy in question will complete a summative evaluation for the clergy member which shall include a recommendation regarding retention by February 1st of that year. The Board will consider the evaluation, recommendation, and such other information it may consider appropriate to make a retention decision through a process which will be transparent to both the clergy and the congregation. The President or a Board appointed negotiator knowledgeable about Temple issues and HR process shall negotiate with the clergy or clergy representative to achieve an agreement within the parameters set by the Board. Appointment of this negotiator will be ratified by the Board. When determining salary and benefits to be offered to the clergy, the Board shall consider compensation guidelines and comparable salary and benefit data from synagogue and clergy organizations (i.e., URJ, CCAR, etc.) and TBE's current and projected financial condition. Copies of the signed contract shall be

kept in the employee personnel file by the Executive Director, a secure file kept by the Board President, and by the clergy member in question.

Non-Retention of Clergy

In the event that the Board is considering not retaining a member of the clergy, the congregation will be given timely notice that the clergy contract is coming to a conclusion and will be given an opportunity for input into the decision-making process. The board shall consider this input prior to reaching a final decision through a transparent process which encourages positive resolution and may include the engagement of a mediator.

ARTICLE VIII. Executive Director, Policies, Rules, and Regulations

- A. The Executive Director reports to the Board of Directors and is responsible for administering the day-to-day operations of the Temple, preschool and cemeteries and working with the senior staff in implementing the policies and programs of the congregation.
- B. The Executive Director works with the Treasurer, Finance Committee, and Budget Committee to develop and implement the Temple budget.
- C. The Executive Director is authorized to revise budget items and make expenditures to accommodate actual needs during the budget year, except that any expenditure increase or income shortfall in excess of \$5,000.00 shall require Board approval. The Executive Director shall notify the Board of any such revisions at the next Board meeting.
- D. The Executive Director, with input from the Board, the committees, and the membership, shall be responsible for the promulgation and adoption of policies, rules, and regulations regarding use of Temple facilities and grounds. All policies shall be first considered by and then approved by the Board. Upon approval, all adopted policies and regulations shall be placed in a file which shall be separate from Minutes of Board Meetings kept by the Secretary and shall be kept by the Executive Director. All changes or modifications to policies, rules, and regulations shall be separately detailed in writing and added to said file for the purpose of providing a current record for reference.

ARTICLE IX. Nominations for Board of Directors

Section 1. Leadership Development Committee

The President shall appoint a committee for the purpose of developing congregational leadership to fill vacant Board positions for the coming fiscal year. This Leadership Development Committee shall be comprised of the Immediate Past President (who will chair the committee), not fewer than three (3) other Board members including the Executive Vice President, (who shall work closely with the IPP on leadership development, and will vice chair the committee) and at least two (2) members at large, selected by the President, all subject to ratification by the Board. Past Temple Presidents may also serve at the discretion of the Chair.

Section 2. Presentation of Slate

To fill Board vacancies, prior to the April Board meeting, said committee shall prepare a report recommending a slate of new Board members for the coming fiscal year. The committee chair shall seek input from the Senior Management Team prior to approaching any candidate. After the candidates have been approached by the Leadership Development Committee and have agreed to serve, nominations shall be presented to the Board for approval.

Section 3. Notice of Slate

Once the Board has approved the slate of Board members for the coming fiscal year, the proposed slate shall be communicated to all Temple members, along with notice of Annual Congregational Meeting and other information sent to members in advance of the Annual Congregational Meeting.

Section 4. Write-In Request

A member in good standing may submit a written request to run as a write-in candidate for any Board position. Write-in requests must be filed with the secretary at least twenty-five (25) days before the Annual Congregational Meeting. There shall be no nominations from the floor at the Annual Congregational Meeting.

Section 5. Election of Board Members

Election of Board members shall be held as provided in these Bylaws. The slate of board members and write-in candidates, if any, shall be submitted to the membership for a vote at the Annual Congregational Meeting, provided that there is a quorum as provided in ARTICLE XI, Annual Congregational Meeting.

Section 6. Removal of Board Members

Any member may petition the Board of Directors to remove or replace members of the Board. When this occurs, the President or Executive Vice President shall appoint a member of the Board to investigate the issue. In the event that the issue cannot be resolved easily, the Board may engage the services of a mediator. Every attempt will be made to fully understand the issue and reach positive resolution. The final decision regarding removal of a Board member will be made by a 2/3 majority of a quorum of the Board.

ARTICLE X.

Annual Congregational Meeting

Section 1. Timing

There shall be an Annual Congregational Meeting of the membership, which shall be held within the last forty-five (45) days of each fiscal year.

Section 2. Notice

Notice of the Annual Congregational Meeting shall be sent to all members no later than two weeks prior to said meeting in the same manner as notices of meetings of the Board of Directors. Included with the notice shall be the following:

- A. An agenda.

- B. The proposed slate of Board members approved by the Board and write-in candidates, if any, which may be voted upon by the membership (see Section 3 of this Article).
- C. A summary of the budget for the next fiscal year, approved by the Board.

Section 3. Conduct of the Meeting

At the meeting, the items on the agenda shall be presented and discussed with the members as appropriate. There shall only be a vote of the membership on the election of Board members if:

- A. There are write in candidate(s).
- B. There is a quorum at the meeting.

For this purpose, a quorum shall require one third of the current member units in good standing as of the end of the Board meeting preceding the Annual Congregational Meeting to be present. Members shall vote to fill the number of available seats on the Board. (For example, if there are three vacant seats, then members should vote for three candidates.) The candidates that receive the most votes for the number of available seats shall be elected to the Board. Votes shall be by signed paper ballot; they must be handled in such a way as to preserve the confidentiality of the vote. If there are write-in candidates for the Board but a quorum is not present, or if there are no write-in candidates, then the Board of Directors shall appoint and approve the new Board member(s) at the next scheduled Board meeting.

ARTICLE XI. Limitations on Activities

Temple Beth El is a qualified non-profit religious organization, and as such, will not engage in any activity which is prohibited by law for non-profit religious organizations. Temple Beth El will not participate to any extent in a political campaign for or against any candidate for public office, and will not publish or distribute statements related thereto. Temple Beth El will not engage in lobbying or attempting to influence legislation as a substantial part of its activities. The Board can establish a position for Temple Beth El on any given issue by 2/3 majority vote. No person(s) shall speak on behalf of Temple Beth El without authorization from the Board.

ARTICLE XII. Rules of Order

In all matters not specified by these Bylaws and all matters of procedure, Roberts Rules of Order, latest revised edition, shall govern the Temple meetings.

ARTICLE XIII. Amendments to Bylaws

These Bylaws and any Amendments thereto shall be submitted in writing to all Board members prior to adoption. These Bylaws, or amendments thereto, shall be adopted by affirmative vote of at least 2/3 of those Board Members present at the time of voting. Adoption of Bylaws and Amendments thereto need not be approved by vote of the membership. However, copies of all Bylaws adopted and copies of amendments to Bylaws adopted shall be provided to the membership.

NOTES

ADD SECTION ON ETHICS AND HARASSMENT

Clarification on money

Clarification of issues that have arisen during the year