

BY-LAWS OF BETH JACOB CONGREGATION

ARTICLE I - NAME

This organization shall be known as Beth Jacob Congregation, a non-profit religious corporation, in the state of California, County of San Diego, City of San Diego.

ARTICLE II - PURPOSES

Section A. It shall provide a house of worship for its members, and the Jewish community, in keeping with the dictates of the written and oral laws of our beloved Torah as laid down in the Shulchan Aruch and similar accepted authorities.

Section B. To make available Hebrew and religious education along Orthodox lines and to endeavor to inculcate the Orthodox Jewish way of life among its members and the Jewish Community at large.

Section C. To aid the sick and needy.

Section D. To promote the welfare of this Congregation, to aid in preserving our country as a democracy, to promote the welfare of the State of California, and the City of San Diego.

Section E. It shall be the responsibility of the Board of Directors to implement the purposes of this Article.

ARTICLE III - MEMBERSHIP

Section A. Any Jewish person at least 18 years of age is eligible for membership upon written application, subject to the approval of the Board of Directors by a majority vote of those voting.

Section B. Each member shall pay such dues and assessments, as may be determined from time to time by the Board of Directors, for the purpose of providing the funds required to establish, maintain, and operate the Congregation, its facilities, services, and programs. These dues shall be billed in early September of each year for the period beginning September 1st of that particular year and ending August 31st of the following year. Dues must be paid on or before August 31st of each billing period.

Section C. The Congregation's fiscal year, for dues collection purposes, shall begin September 1st and end August 31st.

Section D. Any member who is in arrears for the full immediately preceding fiscal year or longer for any financial obligations due to Beth Jacob shall not be in good standing and at the discretion of the Board of Directors may be suspended from membership, whereupon all rights and privileges of the suspended member shall terminate. A suspended member may be reinstated by The Board of Directors upon payment of all delinquent dues. Resignation by any member shall not relieve him of payment of any obligation owing to the Congregation at the time of such resignation.

Section E. There shall be one Congregation meeting annually, to be held during the month of November. There also shall be a Congregation meeting in December to elect contested positions on the Board of Directors, if necessary. A Congregation meeting may be convened by the President at any time.

Section F. A special Congregation meeting must be convened by the President upon the written request of at least 15 members eligible to vote. This request must first be presented to the Board of Directors for discussion. If the subject matter involved in the request cannot be resolved at that Board of Director's meeting, the special Congregation meeting must be held 2 weeks later.

Section G. A quorum of at least 12 members eligible to vote shall be required for the transaction of any business at all Congregation meetings.

Section H. Written notice of any Congregation meeting must be mailed to the members at least one week before such a meeting [except as provided in Article VII, Section F (below)]. This notice must describe the matter(s) to be considered at the meeting.

Section I. Each member who is in good standing, shall be eligible to vote or run for office. A married couple in good standing paying married couple dues shall be entitled to a vote for each spouse. Each such spouse also shall be eligible to run for office. No vote may be cast by proxy. All notices of meetings, at which votes will be cast, shall state that absentee ballots are available upon a member's oral or written request to the Congregation's office personnel. The absentee ballot, along with 1) an inner anonymous envelope to contain the ballot, and 2) an outer return envelope to be signed by the member, shall be transmitted to the member within one business day. Absentee ballots must be received by the Congregation's office personnel before the beginning of the count of votes cast in person at the meeting. A member who first casts an absentee ballot, but attends the meeting, may revoke his absentee ballot and vote in person before the beginning of the count of votes cast in person at the meeting.

Section J. A member shall acquire all the rights and privileges of membership immediately upon his or her election to membership.

Section K. Any member may attend meetings of the Board of Directors, but is not permitted to vote. However, he or she may speak on any matter if called upon to participate in the discussions.

Section L. A member in good standing shall received a reserved seat for the High Holy Day services. A married couple in good standing paying married couple dues shall be entitled to 2 such seats.

ARTICLE IV - ASSOCIATE MEMBERSHIP

Section A. Any Jewish person at least 18 years of age, who is a member in good standing of one or more other Jewish congregations, is eligible for associate membership upon written application, subject to the approval of the Board of Directors by a majority vote of those voting.

Section B. Each associate member shall pay the same dues as determined for regular members under Article III, Section B (above). However, a reduction shall be allowed for the dues paid by the associate member to other Jewish congregations. In no event shall the dues payable to Beth Jacob Congregation be less than what a nonmember would pay to Beth Jacob Congregation for a seat (or 2 seats, if married) for the High Holy Day services for the particular year involved.

Section C. An associate member shall be subject to Article III, Section D (above).

Section D. An associate member shall not be eligible to vote or to run for office.

Section E. Article III, Section K (above) shall apply to associate members.

Section F. Article III, Section L (above) shall apply to associate members--subject to the seating preferences of regular members in good standing.

ARTICLE V - BOARD OF DIRECTORS

Section A. The Board of Directors shall manage, administer, and govern the Congregation, control its revenues and property, and promote the good and welfare of the Congregation.

Section B. The Board of Directors shall consist of 19 members, including the President, 2 Vice Presidents, the Chief Financial Officer, the Recording Secretary, 10 Trustees, and 4 Past Presidents. The immediate Past President shall be entitled to serve as one of these Past Presidents.

Section C. The Board of Directors shall be elected annually by the Congregation.

Section D. The Board of Directors shall hold meetings on the second Sunday of each month, unless otherwise designated by the President.

Section E. All vacancies that occur on the Board of Directors shall be filled by the President, subject to the approval of the Board of Directors by a majority vote of those voting.

Section F. The Board of Directors shall have the power to determine dues and assessments, hire and discharge, and fix the duties and compensation of all Congregation employees, with the exception of the Rabbi and the Cantor.

Section G. The Board of Directors shall have the authority, upon the approval of two-thirds of the entire Board of Directors, to buy, sell, and mortgage all properties of the Congregation, and to borrow any necessary funds, for the good and welfare of the Congregation.

Section H. Proxy voting shall be illegal and will not be recognized for any purpose.

Section I. A quorum of at least 10 members of the Board of Directors shall be required for the transaction of any business at any meeting of the Board of Directors.

ARTICLE VI - OFFICERS

Section A. The President shall have the responsibility and authority for the general supervision and management of the affairs of the Congregation. He shall preside at all meetings of the Congregation and of the Board of Directors. He shall appoint all committees and shall be an ex-officio member of all committees. The President is empowered to authorize expenditures not to exceed \$500 without the consent of the Board of Directors. The President also is empowered to authorize expenditures exceeding \$500 but not exceeding \$1,500 with the consent of a Vice President or the Chief Financial Officer; however, such expenditures must be reported to the Board of Directors at its very next meeting.

Section B. The duties of the Vice Presidents shall be to perform the duties of the President in the event of his absence or disability. The Vice Presidents shall have such other duties as may be designated by the President. The President shall designate which Vice President shall preside during his absence or disability (to the extent possible).

Section C. The Chief Financial Officer shall be responsible for the Congregation's financial affairs and reporting thereon to the Board of Directors as directed by the President. All checks of the Congregation shall be manually signed by any 2 of the following officers: President, either Vice President, Chief Financial Officer, or immediate Past President.

Section D. The Recording Secretary shall be the custodian of all Congregation records and prepare all minutes of Board of Directors and Congregation meetings.

Section E. A Gabbai may be appointed by the Rabbi. The Gabbai's term of office and religious duties shall be determined by the Rabbi. The Gabbai can serve on the Board of Directors if nominated and elected to another office under Article VII (below).

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section A. Nominations shall be held at the November Congregation meeting.

Section B. Members must be notified in writing at least one week before the November meeting, stating the nature of this meeting and presenting the Nominating Committees recommendations..

Section C. The President shall appoint a nominating committee of 5 members, at least one month before the November meeting.

Section D. Nominations from the floor may take place only at the November meeting.

Section E. Contested elections of Officers and Trustees shall take place at a December meeting, if necessary.

Section F. The Congregation shall be notified in writing of the complete slate of Officers and Trustees, both contested and uncontested, at least 2 weeks before any December election.

Section G. For contested nominations, Officers and Trustees shall be elected by a vote on a closed ballot. The candidate polling the most votes shall be deemed elected.

Section H. All newly elected Officers and Trustees will assume their respective positions immediately after the election.

Section I. If there are no contested nominations, all newly elected Officers and Trustees will assume their respective positions immediately after the regularly scheduled December meeting of the outgoing Board of Directors.

ARTICLE VIII - INSTALLATION OF OFFICERS

Section A. The President shall have the sole right in determining the time of the installation of the Board of Directors.

Section B. Because the newly elected Officers and Trustees assume their respective positions immediately after they are elected, the actual installation is merely a confirmation of their status.

ARTICLE IX - RABBI AND CANTOR

Section A. The Rabbi and Cantor shall be selected by a majority vote, of those voting, of the Congregation, after the approval of the Board of Directors by a majority of those voting. In no event shall any contract exceed a period of 5 years.

Section B. The duties and responsibilities of any Rabbi of the Congregation shall be those traditionally and customarily performed by a Rabbi under the principles and practices of Orthodox Jewry and in agreement with the policy of the Board of Directors.

Section C. The Rabbi selected by the Congregation must have true rabbinical ordination (S'micha) from a recognized Yeshiva or authority.

Section D. The Rabbi may attend all meetings of the Board of Directors and Congregation, except when excused by the President.

ARTICLE X - CEMETERY

Section A. The Congregation shall be a member of the Home of Peace Cemetery Corporation.

ARTICLE XI - AMENDMENTS

These By-Laws may be amended by presenting to the Board of Directors a proposed amendment in writing, signed by at least 10 members eligible to vote, and adopted at a Congregation meeting by at

least two-thirds of the members voting. Written notice of the meeting shall contain any such proposed amendment.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Section A. In the event that these By-Laws do not cover any matter that may arise or come before the Board of Directors or the Congregation, then the rules and regulations contained in Roberts' Rules of Order, Revised, shall govern the Board of Directors and the Congregation in all cases in which they are applicable if such rules or regulations are not inconsistent with these By-Laws or the administrative and religious procedures of an Orthodox Jewish Congregation.

ARTICLE XIII - DISSOLUTION

This Congregation was formed and exists, and its property and income are irrevocably dedicated, solely for religious purposes. No member shall have any proprietary interest in any such income or property. Upon dissolution or liquidation of the Congregation, all of its property shall not devolve upon any individual, but shall be transferred to a fund, foundation, or corporation organized and operated solely for Orthodox Jewish religious purposes, and which is exempt from federal income tax under Section 501(c)(3) of the 1986 Internal Revenue Code (as amended), as may be selected by the last Board of Directors of the Congregation.

ARTICLE XIV - TRANSITION

Section A. These By-Laws shall be in force after a vote by the Congregation pursuant to Article XI (above).

Section B. These By-Laws shall supersede and nullify all previous By-Laws, rules and regulations, both written and implied, under which the Board of Directors and the Congregation may have been operating.

Section C. The effective date of the adoption of these By-Laws by the Congregation shall be November 1, 2001.

Board of Directors Signature Page.

Rabbi Bogopulsky *Rabbi. Aaron Bogopulsky* Stephen Reitman *Stephen Reitman*

Gary Zweig *Gary Zweig* Laurie Paletz *Laurie Paletz*

Philip Silverman *Phil Silverman* Perla Attia *Perla Attia*

Eric Segal *Eric Segal* Larry Smith *Larry Smith*

Scott Reich *Scott Reich* Stuart Josephs *Stuart R. Josephs*

Moshe Arya *M. Arya* Lawrence Kaplan *Lawrence Kaplan*

Maxwell Brookler *Maxwell Brookler* Bill Lapp *William S. Lapp*

Judy Kelin *Judy Kelin* Raphael Silverman *Raphael Silverman*

Joel Gerendash *Joel K. Gerendash*

Lionel Kahn *Lionel Kahn*

Rand Levin *Rand Levin*

March 27, 2001

Dear Member:

Our By-Laws were last revised in 1965. Therefore, I established a By-Laws Committee, chaired by Past President Stu Josephs, to update our old By-Laws.

The new proposed By-Laws were unanimously approved by the Board of Directors on February 11, 2001.

These new proposed By-Laws must now be approved by two-thirds of the Congregation, at a Congregation meeting that I have scheduled for Sunday, May 6, 2001 at 10:00 AM.

Enclosed for your review and consideration are the complete text of:

- 1 - The new proposed By-Laws; and
- 2 - The old existing By-Laws.

Approval by the Congregation requires a two-thirds vote of Congregation members in good standing that vote in person at the May 6th meeting or who vote by absentee ballot. An absentee ballot can be requested from the Schul's office.

A married couple in good standing paying married couple dues is entitled to a vote for each spouse.

Any Congregation member that wishes to suggest a change to these new proposed By-Laws must submit the suggested change to the Schul's office in a written proposal that has been approved and signed by ten members in good standing.

Any such proposals must be RECEIVED by the Schul's office not later than Friday, April 6, 2001 so that the office can mail them to all members by Monday, April 16, 2001 for consideration and approval at the May 6th meeting or by absentee ballot.

I look forward to seeing you at that meeting.

Please call me if you have any questions.

Sincerely,

Gary Zweig
President

To: Board of Directors

From: Stu Josephs, Chair
By-Laws Committee

Subject: **PROPOSED BY-LAWS**

Date: January 16, 2001

As a follow-up to Gary Zweig's 1-11-01 E-mail to you and the discussion at our 1-14-01 Board Meeting, you are all invited to attend a meeting of the By-Laws Committee on **Thursday, February 1, 2001, at 7:30 PM in the Board Room.**

The purpose of this meeting is to review the enclosed proposed By-Laws, suggest changes, if any, and recommend that the Board ratify the proposed By-Laws, reflecting any changes by the By-Laws Committee, at the Board's meeting either on February 11, 2001 or March 11, 2001.

A copy of our existing By-Laws also is enclosed for your assistance in this review process.

It is proposed that the new By-Laws will be effective November 1, 2000 so that they can apply to the 2002 administration, beginning with the nominations process. Therefore, it has been suggested that a Congregation meeting be tentatively scheduled for Sunday, April 29, 2001, for adoption of the proposed By-Laws by a two-thirds vote of those voting in person and by mail.

BETH JACOB CONGREGATION
San Diego, California

February 19, 2004

To: Beth Jacob Congregation Board of Directors
Beth Jacob Congregation Members

PROPOSED AMENDMENT TO THE BY-LAWS

The following amendment is proposed for adoption by two-thirds of the members voting at a Congregation meeting to be held on **Sunday, March 14, 2004, at 11:00 A.M.** in the Sanctuary.

Article VI, Section A reads, in part, as follows:

“....The President is empowered to authorize expenditures not to exceed \$500 without the consent of the Board of Directors. The President also is empowered to authorize expenditures exceeding \$500 but not exceeding \$1,500 with the consent of a Vice President or the Chief Financial Officer; however, such expenditures must be reported to the Board of Directors at its very next meeting.”

We propose that the following additional sentence be added to the end of the above paragraph:

These same consent and reporting procedures also apply to emergency expenditures related to the operation and maintenance of the two apartment buildings owned by Beth Jacob Congregation, except that the \$1,500 maximum limit shall, instead, be \$10,000.

VOTING PROCEDURES

Absentee ballots are available upon request to the Congregation's office personnel and must be returned to these personnel before the votes are counted on March 14, 2004.

Only members in good standing are eligible to vote. A married couple in good standing paying married couple dues is entitled to a vote for each spouse.

A member who is in arrears for the Schul's fiscal year ended August 31, 2003 (or longer) for **any** financial obligations due to Beth Jacob is not in good standing.

These amendments are proposed by the following members eligible to vote:

- | | |
|-----------------------------|----------------------------|
| 1. <u>Stuart R. Josephs</u> | 6. <u>Bond Libby</u> |
| 2. <u>Larry Polin</u> | 7. <u>Greg S.</u> |
| 3. <u>Paul Schraer</u> | 8. <u>STJ [unclear]</u> |
| 4. <u>Janice L. Miller</u> | 9. <u>Harold [unclear]</u> |
| 5. <u>Michael [unclear]</u> | 10. <u>Joan Yelles</u> |

Philip Silverman
President