

BY-LAWS OF
CONGREGATION BETH EL OF LA JOLLA
A 501(c)(3) NON-PROFIT RELIGIOUS CORPORATION

*Amended by the Membership June
12, 2008*

*Revised by the Board of Directors
February 18, 2010*

*Amended and Approved by the Membership
June 2, 2015*

*Amended and Approved by the Membership
June 28, 2016 (Rev. 1.01)*

*Amended and Approved by the Board of Directors
April 4, 2017 (Rev. 1.02)*

*Amended and Approved by the Board of Directors
May 26, 2020 (Rev. 1.03)*

ARTICLE I – General Provisions

A. Specific Purpose

The purpose of Congregation Beth El of La Jolla is described in the Articles of Association of the Congregation.

B. Definitions

- 1) “Board” shall mean the collective group of individuals duly elected by the Members to serve as members of the Board of Directors of the Congregation, as set forth herein.
- 2) “Children” shall mean the dependent child(ren) of a Member, under the age of 26 years old. Children shall not be entitled to vote on matters requiring a vote of Members.
- 3) “Congregation” shall mean the legal entity Congregation Beth El of La Jolla.
- 4) “Director” shall mean any person duly elected by the Members to serve as a member of the Board of Directors of the Congregation, as set forth herein.
- 5) “Financial Obligations” shall mean all dues, assessments, pledges, services, and other obligations of a Member owed to the Congregation.
- 6) “Good Standing” shall mean that any Member, as herein defined, has fulfilled or is current in meeting his or her obligations, including Financial Obligations, as a Member of the Congregation or as a member of another Congregation and is therefore entitled to enjoy all of the rights and benefits of Membership.
- 7) “Independent Director” shall mean a person other than an executive officer or employee of the Congregation or any other individual having a relationship that, in the opinion of the Board, would not interfere with the exercise of independent judgment in carrying out the responsibilities of a Director.
- 8) “Jewish” shall mean any person who was born of a Jewish woman or has gone through a conversion process and has been certified by a *Beit Din*. Any question as to whether a Member is Jewish for the purposes of the Congregation shall be determined by the Senior Rabbi of the Congregation, whose decision shall be final and binding.
- 9) “Member” shall mean any person who has applied for and been accepted as a member of the Congregation, pursuant to Article II, herein.
- 10) “Member Household” shall mean all Members in Good Standing who live in the same residence or who are the Children of members provided the Children live in that same residence.

- 11) “Membership” shall mean the rights and privileges of an individual as a Member of the Congregation.
- 12) “Officer” shall mean any person duly elected by the Members to serve as an officer of the Congregation, as set forth herein.

C. Principal Office

The Congregation’s principal office for the transaction of business shall be at Congregation Beth El, 8660 Gilman Drive, La Jolla, CA 92037.

D. Other Offices and Satellite Facilities

The Board may establish satellite facilities or other offices of the Congregation.

E. Non-Partisan Activities

The Congregation has been formed under California Code: Part 4 - Nonprofit Religious Corporations for the charitable or religious purposes described above and shall be nonprofit and nonpartisan. No substantial part of the activities of the Congregation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Congregation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Congregation may, with Board approval, advocate on a local, state and national basis for public policy issues within the purview of the Congregation. The Congregation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

F. Dedication of Assets

The properties and assets of the Congregation are irrevocably dedicated to public or charitable purposes. No part of the net earnings, properties or assets of the Congregation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of the Congregation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the same purposes as the Congregation, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

G. Meetings Involving Congregation Activities

Meetings of all Congregation committees, including the Board of Directors, are open to the Members as non-voting and non-participatory observers, except for any executive sessions called by the Board of Directors or one of its Standing or Special Committees, as those terms are hereinafter defined.

ARTICLE II – Membership

A. Eligibility for Membership; Classes of Membership.

There shall be three [3] classes of Membership, as follows:

1. **General Members** are those persons who are (i) Jewish individuals, or are (ii) married or unmarried couples of which at least one of the members are Jewish and living in the same residence, together with (iii) any of their Children up to the age of twenty-six [26] regardless of place of residence or (iv) any family members living in the residence, provided, however, that each individual is in Good Standing.
2. **Associate Members** are Jewish individuals and couples, together with their Children up to the age of twenty-six [26] or any other family members living in the residence who can demonstrate that they are full dues-paying members in Good Standing at any other Jewish congregation.
3. **Complimentary Members** are:
 - a. Any community member, regardless of faith, who is deemed deserving by a majority vote of the Board, or
 - b. Those persons who are (i) Jewish individuals who are active members of the United States military, or (ii) part of a married or unmarried couple in which one individual is Jewish and a member of the military and living in the same residence, together along with any of their Children up to the age of twenty-six [26] regardless of residence.
4. **Restrictions for Associate Members.** Associate members of the Congregation may not:
 - a. Vote on matters for which a vote of Members is required;
 - b. Serve as an officer or Director of the Congregation;
 - c. Enroll any family member in the Bar or Bat Mitzvah program of the Congregation; or
 - d. Enroll in the Viterbi Torah School.
5. **Restrictions for Complimentary Members.** Complimentary members of the Congregation may not:
 - a. Vote on matters for which a vote of Members is required; or
 - b. Serve as an Officer or Director of the Congregation.
 - c. Notwithstanding the foregoing, a Complimentary Member may enroll a family member in the Bar or Bat Mitzvah program of the Congregation and/or the Viterbi Torah School, provided that all of the requirements of enrollment are met, including but not limited to, the payment of all relevant fees and tuition.

B. Membership Voting Rights

1. Subject to Paragraph 2 below, General Members over the age of eighteen [18] shall be entitled to vote on the following:
 - a. The election of Directors and Officers;
 - b. The sale, transfer or other disposition of any asset valued in excess of \$50,000 belonging to the Congregation;
 - c. The merger or dissolution of the Congregation;
 - d. The merger with any other Congregation, or any action to dissolve the Congregation without prior approval, by vote, of not less than a seventy-five percent (75%) majority of the members of the Congregation; or
 - e. All matters provided elsewhere herein or for which they shall have voting rights afforded by and under the California Nonprofit Religious Corporations Law.
2. If a Member Household has more than two General Members, only two General Members shall be entitled to vote on the matters enumerated above.

C. Dues, Assessments, and Fees

1. The amount of requested financial support, assessments or fees charged for each respective category of Membership shall be as determined from time-to-time by the Board. In establishing this amount, the Board will be guided by the principles of the shared commitment model described on the Congregation's website.
2. Membership in the Congregation is on a year-by-year basis, commencing on July 1 of each year and ending on June 30 of the following year, coinciding with the Congregation's fiscal year. The Board of Directors shall from time to time establish (a) the amount of dues, fees and/or assessments to be paid by the Members and (b) the schedule and procedures for paying such dues, assessments and/or fees. Members must renew their membership annually and be in good standing by the time established by the Board in order to avail themselves of the benefits offered by the Congregation.
3. New members whose applications are approved may join the Congregation at any time during the fiscal year but dues, assessments and fees are not prorated and that membership shall terminate on June 30 of the year.

D. Transfers and Resignations of Membership

No Member may transfer for value or otherwise a Membership or any right arising from Membership. All rights of Membership cease upon a Member's death or resignation. A Member may resign at any time. Resignation of a Member shall not relieve the resigning Member from any obligation for charges incurred, for services or benefits actually rendered, dues, assessments or fees, arising from contract or otherwise, or pledges or commitments to make donations. Such resignation shall not diminish any right of the Congregation to enforce any such obligation or to pursue any rights or remedies it might have.

E. Applications for Membership

The Board shall, from time to time, establish the procedures for membership applications.

F. Suspension and Reinstatement of Membership

1. **Suspension.** The membership of any Member may be suspended by the Board for the following reasons:
 - a. A Member's (i) failure to pay his or her financial obligation by the time established by the Board or (ii) failure to make timely payments in accordance with an alternate payment plan under procedures adopted by the Board.
 - b. For just cause, as determined by the Board in its sole and unfettered discretion, in which case the Board shall notify the Member in writing of its action within ten (10) days of its decision. The suspended Member may appeal such suspension in writing submitted to the Board within thirty (30) days of receiving such notification.
 - c. A Member who is suspended shall not be in Good Standing and shall not be entitled to the rights and benefits of Membership. The membership rights of any other person entitled to General Membership by virtue of the payment of dues shall be determined by the Board in its sole discretion.
 - d. The dues of a suspended Member whose Membership is not reinstated by reason of full payment shall be prorated to the date of that Member's suspension and a refund, if any, of any amount overpaid shall be made within thirty (30) days following the end of the Congregation's fiscal year.
2. **Reinstatement.**
 - a. If a Member has been suspended for financial reasons, that Membership may be reinstated:
 - 2.a.i. upon the making of payments or payment arrangements (in accordance with the written payment procedures adopted by the Board from time-to-time); or
 - 2.a.ii. at the discretion of the Rabbi.
 - b. If a Member has been suspended for reasons other than non-payment of dues, the Board shall determine in its sole and unfettered discretion whether that Member may be reinstated.

G. Meetings of Members

1. **Place of the Meetings.** Meetings of Members shall be held either at the principal office of the Congregation or at any other place within the State of California that may be designated by the Board. If the Board in its sole discretion determines that exigent circumstances prevent the Members from meeting in person, a meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication. The procedures for conducting such a meeting are set out below in paragraph 14.
2. **General Meetings.** A general meeting of Members shall be held annually during the month of June on such day (other than Shabbat and Yom Tov) as the President may designate. The Board of Directors shall so notify the members as provided in Paragraph G (4) of this Article. Any Officers and Directors who are resigning or concluding their terms on the Board shall be replaced at the annual meeting. New Officers

and Directors shall be elected by the Members at the general meeting. The terms of such persons shall commence on the following July 1.

3. Special Meetings.
 - a. Special meetings of Members may be called by (a) by the President; or (b) upon written notice sent to the President that is signed by either (a) twenty five percent (25%) of the Directors or (b) ten percent (10%) of the Members in Good Standing and specifies the general nature of the business proposed to be transacted.
 - b. Within ten (10) days of receipt of such request, the President shall set the date and time for a meeting, to be held at the principal place of business of the Congregation within thirty (30) days of receipt of such request. The Secretary shall cause notice to be given to the Members entitled to vote of the time and place for the meeting in accordance with Paragraph G (4) of this Article.
 - c. If the notice is not given by the President within ten (10) days of receiving the request, the Member(s) entitled to call such special meeting may give notice and may specify the place (which if practicable shall be at the principal office of the Congregation), the date (which shall be at least ten (10) days after the notice was given), the time, and the purpose or purposes of that meeting.
4. Notice of General or Special Meeting. Reasonable notice including time and place of each general or special meeting shall be given to Members as follows:
 - a. At least one public announcement of the time and place thereof at any regular Shabbat evening and morning service of the Congregation during the two weeks preceding the date of such meeting; and
 - b. Electronically or in writing for any member who has elected in writing to receive notices by first class mail. Such notice shall be given by the Secretary not less than fourteen (14) days before the date of the meeting to all Members. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and stating that no other business may be transacted, or (ii) in the case of the regular meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the Members.
 - c. If the action proposed to be taken at any meeting concerns any of the following items, the notice shall so specify:
 - 4.c.i. Election of the Board of Directors and Officers
 - 4.c.ii. Amending the Articles of Incorporation
 - 4.c.iii. Voluntarily dissolving the Congregation
 - 4.c.iv. The sale, transfer, conveyance or encumbrance of real property owned by the Congregation
 - 4.c.v. A change to the Congregation mission statement, such as not being a Conservative Synagogue.
 - d. Member action on the aforementioned items is invalid unless the notice or written waiver of notice has stated the specific nature of the proposals. Nothing herein shall prohibit the giving of longer notice or notice by additional means other than the oral and written announcements specified herein.

5. Quorum. Twenty-five (25) General Members in Good Standing shall constitute a quorum at any meeting of Members. Once a quorum is established, withdrawal of Members from such meeting will not defeat the quorum. Except as otherwise directed by these By-Laws, a majority vote of the members present is required to pass any motion or resolution at any duly called meeting.

6. Adjourned Meetings and Notice Thereof. Any meeting of Members, whether or not a quorum is present, may be adjourned by the vote of a majority of the Members present and entitled to vote. In the absence of a quorum (except as provided in Paragraph 9 of this Article II) no business may be transacted at such meeting. The Secretary shall provide minutes of the adjourned meeting, together with the business transacted at that time, to all Members within thirty (30) days of such meeting.

7. Voting at meetings at which Members are present. Subject to earlier provisions, only Members in Good Standing on the records of the Congregation on the date notice is given shall be allowed to vote at any meeting of Members. Elections need not be by written ballot. Candidates eligible for election for the Board of Directors or as an Officer shall be proposed by the Nominating Committee and elected as a slate of Officers and Directors. However, elections for Officers and Directors must be by individual ballot upon demand made by a Member at the meeting and before the voting begins or in writing addressed to and received by the President at least 48 hours prior to the meeting. Members shall only vote on those matters whose general nature has been specifically stated in the notice of such meeting provided to the Members, as set forth above.

8. Consent of Absentees.

- a. The transactions of any meeting of Members however called and noticed, shall be valid, if after the meeting is held, a sufficient number of absentee Members who would constitute a quorum if present, sign a written notice or consent to the holding of the meeting or an approval of the minutes thereof. Notwithstanding the above, it shall be necessary for a majority of the Members present and who thereafter sign such consent, to vote in favor of and to pass the resolution. Such consent shall be delivered to the office of the Executive Director within twenty (20) days after the date of such failed meeting.
- b. All such waivers, consents, and approvals shall be filed with and made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice by his/her presence at such meeting, except when any person(s) objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Attendance at a meeting shall not constitute a waiver of any right to object to the consideration of matters required by the California Nonprofit Religious Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at, nor the purpose of, any general or special meeting of Members

need be specified in any written waiver or notice, consent to the holding of the meeting, or approval of the minutes thereof except as provided in Section 9411(e) of the California Nonprofit Religious Corporation Law.

9. Action without Meeting. Any action which may be taken at any general or special meeting of Members, may be taken without a meeting if the written ballot of every Member in Good Standing is solicited by the Congregation either electronically or by first class mail, if the member entitled to vote has so requested, setting forth the action to be taken. If the number of votes cast by ballot on or before the time the ballots must be returned to be counted equals or exceeds thirty-five percent (35%) of the voting Members of the Congregation, that action shall be resolved, provided however that the number of approvals must equal a majority vote of those voting in order to pass such resolution.

10. Conduct of Meeting. The President shall preside as Chairperson at all meetings of the Members. The Chairperson shall conduct each such meeting in a businesslike and fair manner, and shall be obligated to follow the then current Robert's Rules of Order. The Chairperson's rulings on procedural matters shall be conclusive and binding on all Members, unless at the time of ruling a request for a vote is made by the Members entitled to vote and which are represented in person at the meeting. In such case the decision of the majority of such Members shall be conclusive and binding on all Members. Without limiting the foregoing, the Chairperson shall have all of the powers usually vested in the chairperson of a meeting of Members. The Chairperson shall have the right to appoint a Parliamentarian to advise him/her on procedures to be followed at that meeting.

11. Proxies. There shall be no voting by proxy.

12. Election Procedures.

a. In advance of any duly noticed meeting, the Executive Director and the Treasurer shall certify a list of all members in good standing entitled to vote at the meeting.

b. The President shall appoint a minimum of one person who shall be a member or a staff person to serve as the inspector of the Meeting. The duties of the inspector(s) shall be:

12.b.i. Admitting each voting member to the meeting;

12.b.ii. Determining the existence of a quorum;

12.b.iii. Receiving votes, ballots or consents;

12.b.iv. Hearing and determining all challenges and questions in any way arising in connection with the right to vote;

12.b.v. Counting and tabulating all votes or consents;

12.b.vi. Determining when the polling shall close;

12.b.vii. Determining the result; and

12.b.viii. Doing such acts as may be proper to conduct the election or vote with fairness to all Members.

c. The decision, act, or certificate of a majority of the inspector(s) shall be final.

13. Procedures for electronic meetings.

a. Notice shall be given in accordance with Paragraph G(4) of this Article.

- b. Members who wish to participate electronically in the meeting must respond to the notice by the date specified. Each responding member will be provided with directions on how to access an electronic link to the meeting.
- c. Members may submit questions in advance to the President of the Congregation. Those questions should concern the matters specified in the notice.
- d. Members may participate in the meeting through utilizing a “raise hand” feature on the meeting application. The Chair will unmute the member’s microphone which will enable the person to speak.
- e. Voting.
 - 13.e.i. Members who do not wish to participate in the meeting electronically may choose to return a ballot to the Congregation which will be enclosed with the meeting notice, if delivered by mail, or attached, if delivered by email. Ballots must be received by the close of business on the date of the meeting.
 - 13.e.ii. Members participating in the meeting electronically will have the opportunity to vote on the matters identified in the notice as requiring a vote. The person chairing the meeting will call the roll of the meeting participants and each person as his or her name is called will cast their vote.
- f. The inspector of the meeting will tally the votes, including those submitted by ballot, and the Chair will announce the results.

14. **ARTICLE III – Election of The Board of Directors**

A. Nominations and Solicitations for Votes

1. Nominating Committee. There shall be a Nominating Committee as defined by the Congregation’s Board of Directors’ Rules of Governance. No person shall be eligible for nomination as a Director who is not a General Member of the Congregation in Good Standing. The Nominating Committee of the Board shall select qualified candidates for election to the Board of Directors and make its report to the Board of Directors which the Secretary shall forward to each member with the notice of the annual meeting required by Paragraph G(4) of Article II, a list of candidates nominated. Any General Member in good standing may submit in writing the name of a candidate to be considered by the Committee for nomination to the Board of Directors.

2. Nominations from the floor. If there is a meeting to elect Directors, no names may be placed in nomination from the floor.

B. Votes required to elect directors. The slate for Directors and Officers must receive at least a majority of the votes cast by the membership at the annual meeting at which a quorum is present.

C. Directors Must Be Independent. Persons serving on the Board of Directors must be able to comply with the Congregation’s Conflict of Interest Policy. Each person serving on the board of directors must be independent as defined above. Any person who (a) has been compensated by the Congregation for services rendered to it within the previous twelve (12) months whether as a full-time or part-time employee, independent contractor, or otherwise; or (b) is the brother, sister, ancestor, descendant, spouse, sister-in-law, brother-in-law, mother-in-law, or father-in-law of any such person is not independent and may not serve on the Board of Directors. Notwithstanding, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Congregation.

15. **ARTICLE IV. POWERS AND DUTIES OF THE DIRECTORS**

16.

A. Number of Directors.

17. The authorized number of Directors shall be established by the Board of Directors from time to time as appropriate but in any case that number shall not be more than twenty-five (25) or fewer than ten (10), and such number shall be defined in the Congregation Board of Directors’ Corporate Guidelines and Rules of Governance.

18.

B. Powers of Directors.

1. Subject to the limitation of the Articles, these By-Laws, and of the California Nonprofit Religious Corporation Law relating to action that is required to be approved by the Members or the majority of Members, the activities and affairs of the Congregation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the

19. management of the activities of the Congregation to any person or persons provided that the activities and affairs of the Congregation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.
20. 2. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers, in addition to the other powers enumerated in these By-Laws:
21. a. To set and adopt policies to initiate and maintain programs and activities which further the religious, education, social and recreational objectives of the Congregation;
22. b. Subject to Paragraph B of Article VIII, to select, approve, extend or terminate the term and compensation, of all members of the clergy and staff of the Congregation whose contracts exceed one (1) year;
23. 3. To set and adopt policies to select and remove any or all of the Officers, agents, and employees of the Congregation, prescribe powers and duties for them consistent with the law, the Articles, or these By-Laws;
24. 4. To set and adopt policies concerning the affairs and activities of the Congregation, including the approval of an annual balanced budget as defined in this Paragraph B of this Article IV, and to make such rules and regulations for these purposes consistent with the law, the Articles, and these By-Laws, as they may deem in the best interests of the Congregation;
25. 5. To adopt, make, and use a corporate seal and to alter the form of such seal from time-to- time as the Board may deem best;
26. 6. To set and adopt policies concerning the granting of Memberships;
27. 7. Except as otherwise restricted herein or by law, to set and adopt policies to borrow money and incur indebtedness for the purposes of the Congregation, and to cause to be executed and delivered therefore, in the Congregation's name, promissory notes, bonds, debentures, or other evidences of debt and securities therefore. Notwithstanding the above, the Board shall not:
28. a. Sell, transfer, or convey any real property (or any interest therein) of the Congregation valued in excess of \$500,000 without the prior approval of at least 50% of the Membership.
29. b. Sell or transfer all or substantially all of the assets belonging to the Congregation without the prior written approval of BEEF, except that if the Cooperation Agreement dated January 1, 2011 between the Congregation and BEEF should no longer be in effect, this paragraph shall have no force.
30. c. Agree to a merger with any other Congregation, nor take any action to dissolve the Congregation without prior approval, by vote, of not less than a seventy five percent majority of the members of the Congregation.
- d. Permit borrowings of any kind secured by the real property, or any interest therein, of the Congregation;

31. e. Incur any indebtedness that exceeds \$100,000 in the aggregate.
32. 8. To set and adopt policies to carry on the business of a Conservative Religious Congregation;
33. 9. To operate the Congregation on the basis of a balanced budget and apply any net proceeds that result from the operation of the Congregation to any activity in which the Congregation may lawfully engage without jeopardizing the tax-free status of the Congregation;
34. 10. To set and adopt policies relative to the entering into of leases and licenses and to enter into and to sign leases, sub-leases and licenses with respect to the Congregation's real property and the improvement of any part thereof;
35. 11. To set and adopt policies to determine the duties and responsibilities of the Executive Committee, the Officers and Directors, in addition to and consistent with those required by these By-Laws.
36. 12. To set the annual dues of Members, to decide on and to levy the Members with a building fund and other financial assessments, and to increase or reduce all or any of the above;
37. 13. To obtain and adopt an independent annual audit of the financial statements of the Congregation, and
38. 14. To exercise all other powers conferred by the California Nonprofit Religious Corporations Law or other applicable laws.

C. Election and Term of Office.

39. 1. The Directors shall be elected at the annual general meeting of the Members (or special meeting of Members held for that purpose) for a term of two (2) years. There shall be two classes of directors whose terms shall be staggered so that approximately one-half (1/2) of the Directors shall be elected each year. Any Director appointed by the President shall serve only until the next election of Officers and Directors. No director may serve more than three (3) consecutive terms, except the Board of Directors, in its sole and unfettered discretion, may determine to waive this requirement for a particular director.
40. 2. The immediate past President of the Congregation shall be eligible to serve *ex officio* as a Director with voting rights for a period of two years following completion of his or her term as President even if this person has completed the maximum number of years permitted herein for service on the Board of Directors.
41. 3. *Ex Officio* Board Members: The following positions shall automatically serve as voting Board Members and are not elected by the Congregation.
- a. President of the Women's Connection;
 - b. President of the Men's Club;
 - c. The President of the Beth El Endowment Foundation or his or her nominee.

D. Presidential Discretionary Appointments

1. The President of the Board of Directors shall have the authority, in his or her discretion, to appoint up to four (4) directors to the Board of Directors, provided however that (i) such appointments do not increase the number of permitted directors beyond the total number of directors established in the Board of Directors' Corporate Guidelines and Rules of Governance; and (ii) the number of persons appointed by the President does not exceed twenty-five percent (25%) of the size of the board as constituted by the previous annual meeting. If the maximum number of board members permitted by the Corporate Guidelines has been reached through election, the President may appoint one (1) additional board member on an as-needed basis.
42. 2. The term of a person who has been appointed to the Board by the President shall be one (1) year or less and that term terminates at the next election of the Board by the General Members. Notwithstanding, such person who has been appointed by the President may:
 43. a. stand for election to the Board of Directors if nominated by the Nominating Committee; and
 44. b. be elected three times.

E. Resignation, Vacancies and Removal of a Director.

1. Any Director may resign from the Board by giving written notice to the President, the Secretary, or the Executive Director. The resignation shall be considered effective immediately upon receipt unless the notice specifies a later time for the effectiveness of such resignation, or unless the resignation would cause the Congregation to be left without a duly elected Director or Directors in charge of its affairs.
45. 2. A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased, or if the members fail at any general or special meeting of Members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.
46. 3. Removal. Any Officer or Director who is absent from fifty percent (50%) or more of the meetings of the Board called in any one fiscal year, without reasonable excuse being submitted to the President, shall be deemed to have resigned and his/her office must be declared vacant by the President. Any Officer or Director may be removed from office by a resolution of at least seventy five percent (75%) of the Board present and entitled to vote.
47. 4. Any Officer or Director who has been declared of unsound mind by a final order of the court or who has been convicted of a felony shall automatically be removed as an Officer or Director.
48. 5. Vacancies on the Board, except those existing as a result of a removal of a Director by the Board, may be filled by a vote of the majority of the remaining Directors who shall constitute a quorum. Unless there is a sole remaining member of the Board, the President shall, at a meeting of the Board, refer the matter of the vacancy to the Nominating Committee who shall, at the next regular or special meeting of the Board, submit a name or names to be

considered for election to fill each of the vacancies. Each person so elected shall hold office until the expiration

49. of the term of the person replaced and until a successor has been elected and qualified. Notwithstanding, such person who has been elected as a replacement director may:
50. a. stand for election to the Board of Directors if nominated by the Nominating Committee; and
b. be elected three times.
51. 6. Should there be only a sole remaining Director, a meeting of the Board shall be called and a new Board shall be nominated and elected, as provided in this Article.

F. Place of Meetings

52. Regular or special meetings of the Board shall be held at any place within the County of San Diego, State of California, which has been designated from time-to-time by the President. In the absence of such designation, regular meetings shall be held at the principal office of the Congregation. Meetings may be held electronically through teleconference or videoconference.
- 53.

G. Regular Meetings

1. There shall be at least six regular meetings of the Board each year, which shall be called by the President. The schedule for such meetings, which should be spaced throughout the fiscal year, shall be distributed at the Annual Meeting, and posted on the Congregation's website and regular publications. Formal written notice to each Director shall be given no less than ten (10) days before the scheduled meeting and such notice shall contain an agenda of the matters proposed for discussion. This notice shall also be posted on the Congregation's website. Members of the Congregation may attend all regular meetings of the Board. Upon the vote of a majority of Directors at a regular meeting or the declaration of the President, any regular meeting of the Board or portion thereof may be closed for executive session as defined in Roberts Rules of Order.
54. 2. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given when delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.
3. Special Meetings.
55. 1. Special meetings of the Board for any purpose(s) may be called at any time by the President, or at the written request of any three (3) Directors.
56. 2. Special meetings of the Board shall be held upon not less than seven (7) days' notice by first-class mail or on seventy-two (72) hours' notice delivered personally or by telephone or facsimile or e-mail. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Congregation or as may have been given to the Congregation by the Director for purposes of notice, or if such address is not shown on such records or is not readily ascertainable, at the place in which the meeting of the Directors is regularly held.

I. Quorum.

57. Fifty percent (50%) of the duly elected and appointed Directors, including those serving *ex officio*, constitutes a quorum of the Board for the transaction of business, except for the purposes of adjournment as provided in Paragraph L of this Article IV. Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by these Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

58.

J. Validation of Meeting.

59.

60. The transactions of any meeting of the Board of Directors, however called, noticed and however held so long as such meeting is called, noticed and held in compliance with these By-Laws, shall be as valid as a meeting duly held after regular call and notice, if a quorum is present.

K. Participation in Meetings by Telephone or Video Conference

61. Members of the Board may participate in a meeting through use of telephone or video conference or similar communications equipment, if so allowed by the President, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 9 constitutes presence in person at such meeting and should be duly noted in the minutes of the meeting.

L. Adjournment.

62. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting shall be given to absent Directors at least seven (7) days prior to the holding of such meeting.

M. Action without Meeting.

63.

64. Any action required or permitted to be taken by the Board may be taken without a meeting if at least seventy five percent of the Directors shall individually or collectively consent in writing to such action. Such written consent(s) shall have the same effect as a majority vote of the Board and all written consents shall be filed with the minutes of the proceedings of the Board. The notice provisions contained in paragraph H of this Article IV shall apply to any request for Action without Meeting of the Board of Directors.

N. Rights of Inspection.

65. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, (except the books and records of the Finance Committee relating to any member who has requested dues reduction, which shall remain confidential), and to inspect the physical properties of the Congregation, for any purpose reasonably related to such person's interests as a Director. A forty-eight (48) hour notice to the President and the Treasurer is required prior to any right of inspection by a Director. All copies of documents shall be at the sole cost and expense of the Director conducting the inspection.

O. Opinions of Directors.

66. Directors who are attorneys, accountants, architects or who hold any other professional license who offer any expression of opinion in the course of performing their duties as Directors are deemed to be giving that advice as members of the Board of Directors and not as professionals.

67.

68. ARTICLE V – COMMITTEES OF THE BOARD OF DIRECTORS

69.

A. Executive Committee.

70.

1. The members of the Executive Committee shall consist of the officers of the Board as defined in Article VI, the senior rabbi who shall serve *ex officio* but shall not have a vote, the Executive Director, who shall serve *ex officio* but shall not have a vote, and such other directors as the President deems necessary to create an effective executive group. The Executive Committee shall be chaired by the President.

71.

2. The regular meetings of the Executive Committee shall be held on dates to be determined by the President at the beginning of each fiscal year.

72.

3. The Executive Committee shall meet at least six times per year and shall have full authority to handle the day-to-day operations and administration of the Congregation. The Board, as provided in these By-Laws, shall make all policy decisions of the Congregation. The Executive Committee shall implement Board policies and make recommendations to the Board, as needed from time-to-time. The Executive Committee reports to the Board.

B. Standing Committees

73.

1. The standing committees of the Congregation shall be the Executive Committee, the Audit Committee, the Finance Committee, the Development Committee, the Building and Grounds Committee, the Human Resources Committee, the Nominating and Governance Committee, the Security Committee, Technology Committee, and the Membership Committee. The members of the Audit Committee shall be nominated by the Nominating and Governance Committee and annually elected by the members of the Congregation at the Annual Meeting. The Chair of the Building Committee or his or her designee shall be a member of the Security Committee. Except where otherwise provided, the Board of Directors, upon the recommendation of the Nominating and Governance Committee, shall appoint the members of each standing committee. The membership of each standing committee shall include at least one (1) board member.

74.

2. The structure, duties, obligations and responsibilities of each Standing Committee shall be set out in a written charter for each committee. Unless otherwise specified in the committee charter, members of the committee shall serve until the end of the fiscal year in one-year terms of service.

75.

3. Finance Committee. The Finance Committee is responsible, among other things, for the ongoing review of the Congregation's finances, the details of which shall be spelled out in the Finance Committee Charter, for the presentation of current financial information to the Executive Committee and to the Board, which has the ultimate responsibility for approving financial

76. procedures and expenditures.

77.

4. Audit Committee. In addition to the duties set forth in the Charter of the Audit Committee of the Board, the Audit Committee shall obtain an annual independent audit of the financial statements of the Congregation.

78.

5. Each committee must have a Chair who is appointed by the President for a one-year term, except for the Chair of the Finance Committee who shall be the Treasurer. The Chair is responsible for holding regular meetings to carry out the defined function of the committee. Except as otherwise defined, the Chair of each Committee must be a General Member in good standing of the Congregation.

79.

6. The Board representative on the Committee shall provide a brief written report to the President at least fourteen (14) days in advance of each of the Board's regular meetings at which the Committee has been designated to report. At such meeting, the President may call on the respective Director to report verbally as well.

80.

7. The Standing Committees are advisory to the Board.

81.

C. Special Committees

82.

1. The Board may appoint one or more special committees that are limited in duration and/or purpose and delegate to such committees any of the authority of the Board except with respect to:

83.

a. The approval of any action for which the California Nonprofit Religious Corporation Law also requires approval of the members or approval of a majority of all members;

84.

b. The fixing of compensation of the Directors for service on the Board or on any committee; provided that no Director shall be eligible to vote on a motion relating to his compensation;

85.

c. The amendment or repeal of By-Laws or the adoption of new By-Laws;

86.

d. The amendment or repeal of any resolution of the Board which by its express terms is not able to be amended or appealed; and

87.

e. Any duty or responsibility delegated to any standing committee established pursuant to these By-Laws.

2. A Special Committee shall be created and its members appointed by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present. The Board may appoint in the said manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Paragraph B (4) of this Article, applicable to meetings and actions of the Standing Committees.

3. Special committees are advisory to the Board.

88.

89.

90. **ARTICLE VI – Officers**

91.

A. Officers

1. The Officers of the Congregation shall be the President, Vice President, Secretary, Treasurer, the immediate past President, and such other Officers as may be determined by the Board of Directors.

92.

2. In the absence or disability of the President, the duties of the President and all the powers of the President, shall be performed by the officers in the following order of priority:

- a. Vice President;
- b. Treasurer;
- c. Secretary; and then
- d. The immediate past President.

93.

94. Such officers shall have such other powers and perform such other duties as may from time-to-time be prescribed for them respectively by the Board.

95.

B. Powers and Duties

96. The powers and duties of the Officers of the Congregation shall be set forth in the Corporate Governance Guidelines and Rules of Governance of the Board of Directors of Congregation Beth El.

97.

C. Election and Term of Office.

98. The Officers of the Congregation shall be members of the Board of Directors, elected by the members at the Annual Meeting and shall take office at the start of the fiscal year, except for the immediate Past President who automatically will serve as an officer by virtue of his/her previous service as President and therefore does not have to stand for election. The terms of Officers shall be limited to one (1) year, except for the President and the immediate past President, who shall each serve for two (2) years. If the President has been elected in the last year of his/her allowable service on the Board, the President may serve an additional year as a Director and as President. If a suitable candidate for President is unavailable, upon the recommendation of the Nominating and Governance Committee and with the approval of a majority of the Board, the sitting President may stand for reelection for one (1) additional one (1) year term to be served consecutively with the initial two (2) year term.

D. Removal and Resignation

99.

1. Any Officer may be removed with or without cause by a seventy-five percent (75%) vote of the Board at any time. Any Officer may resign at any time by giving written notice to the President, but without prejudice to the rights of any person under any contract entered into on behalf of the Congregation to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later

time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2. Written notice of resignation shall be given to the President only. No dissemination of reasons for resignation shall be distributed in any way to the General Membership, Board, Executive Committee, without the prior written permission of the President.

E. Vacancies

100.

101. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in Paragraph E (5) of Article IV. The Board shall elect a member of the Board to fill that vacancy until the next annual meeting.

102.

103. ARTICLE VII – Auxiliary Organizations and Program Committees

104.

A. Additional Organizations and Committees May Be Authorized By the Board.

105. 1. The Board of Directors may establish auxiliary organizations and committees to further the mission of the Congregation. Each such organization and committee shall follow the rules set out below and consistent with these By-Laws.

B. Auxiliary Organizations:

106.

1. The following auxiliary organizations may be established:

107.

B.1.a. *Pre-School.* A pre-school may be established by the Congregation to provide a Jewish pre-school education to two to five-year old children. The curriculum, activities, programs and policies shall be determined, and the staff shall be engaged, by the Education Committee. Alternatively, the Board of Directors may contract with a separate entity to provide pre-school services subject to the provisions of these By-Laws.

108.

B.1.c. *Men's Club.* The Men's Club may be established by the Congregation to provide additional cultural, educational and social programs for its Members and to provide services and financial support to the congregation.

109.

B.1.d. *Youth Group.* The Beth El Youth Group may be established by the Congregation to provide additional cultural, educational and social programs for its pre-teen and teen Members and to provide services and financial support to the congregation.

110.

B.1.e. *The Viterbi Torah School.* The Viterbi Torah School provides Jewish education to school-age children in grades Kindergarten through the last year of high school.

B.1.f. *The Beth El Endowment Fund.* The Beth El Endowment Fund ("BEEF") provides, among other things, stewardship and oversight on behalf of donors who make a gift or bequest to benefit the Congregation, where such

donors desire to impose restrictions on the timing and/or the distributions that may be made to the

111. Congregation. The relationship between BEEF and the Congregation is governed by a Cooperation Agreement dated March 30, 2012.

112.

2. Auxiliary organizations and their committees shall abide by the Congregation's By-Laws, accounting rules and other rules established by the Board of Directors. Except where there is an independent contract so providing, any authorized auxiliary organization shall:

113.

B.2.a. Conduct its business and affairs in a manner consistent with the Congregation's mission and purposes;

114.

B.2.b. Provide a progress report to the President of the Congregation twice yearly;

115.

B.2.c. Follow the accounting rules and procedures established by the Treasurer and the Finance Committee, including all rules for recordkeeping, deposits, disbursements and controls. Failure to abide by the foregoing will be grounds for the immediate suspension of the right to use the Congregation's tax-exempt identification number and for the possible withdrawal of authorization for the auxiliary organization to operate under the auspices of the Congregation;

116.

B.2.d. Keep minutes of all organization and committee meetings;

117.

B.2.e. Maintain lists of members of the auxiliary organization and its committees; and

118.

B.2.f. Hold open meetings for the members of the auxiliary organization.

119.

C. Program Committees

1. Members who want to form a program committee comprised of Members to further the purposes and the mission of the Congregation and intending to operate under the aegis of the Congregation must make written application to the Board of Directors stating:

120.

- a. The purpose of the committee;
- b. Defining the annual budget requirements of the committee;
- c. Defining the staff support required for the operations of the proposed committee; and
- d. How the committee will operate and how its leadership will function.

121.

2. The Board of Directors shall approve or reject, in its full and unfettered discretion, each application for a Program Committee.

122.

3. Each Program Committee that is approved shall:

123.

a. Submit a written report of progress to the President of the Board of Directors as required by the Board of Directors;

124.

b. Adhere to accounting rules and procedures established by the Treasurer and the Finance Committee, including all rules for recordkeeping, deposits, disbursements and controls;

125.

- c. Be open to every Member with respect to membership on the committee and attendance at meetings;

126.

127. 2017 Rev. 1.02

- d. Keep regular written records of its membership showing who is entitled to vote on committee matters; and
- e. Keep minutes of all of its meetings.

128.

4. Each committee must have a Chair who is responsible for holding regular meetings to carry out the defined function of the committee. The Chair shall provide a written brief report to the Board at each of the Board's regular meetings fourteen (14) days before the meeting. The Chair of each Committee must be a General Member of the Congregation in good standing and shall be approved by the Board before assuming that position. Committee Chairs shall have a term of one year but there shall be no limit on the number of terms that a Chair may serve.

129.

5. Failure to abide by the rules and procedures contained in this paragraph shall be grounds for the revocation of permission to operate the program committee.

130.

6. Currently operating Program Committees shall be grandfathered but must, within 60 days of the approval of these By-Laws by the Congregation, prepare the application set out above in Paragraph 1 of this Section. This provision applies to the following groups: Chesed, Israel, Tikkun, Minhag, Family Connection, B'Nai Mitzvah, Membership, USCJ, Chai, Purim Basket, Seniors, Adult Education and 13/18. This list is not exclusive nor is the enumeration of a group's name in this provision intended to imply that such a committee may exist in perpetuity.

131.

7. At its annual meeting, the Board of Directors shall review the efficacy of each Program Committee. The Board of Directors has the authority to revoke, in its full and unfettered discretion, permission to operate a Program Committee.

132.

D. Exigent Circumstances Requiring Action.

133. In exigent circumstances, the President and the Senior Rabbi after consultation and agreement with each other, shall have the joint authority to promptly veto any activity proposed by an Auxiliary Organization or a Program Committee that is deemed by them, in their unfettered discretion, not to be in the best interests of the Congregation or not in accordance with any of the missions. In such circumstances, the President and the Senior Rabbi shall make a report of their actions to the Board of Directors at its next scheduled meeting.

134.

135. ARTICLE VIII – Pulpit

136.

A. Pulpit

137. An ordained Conservative Rabbi shall occupy the pulpit of the Congregation. Such Rabbi shall be the Senior Rabbi.

B. Rabbi

1. The Senior Rabbi shall be initially elected by the Congregation at its general meeting of Members or at a special meeting called for that purpose upon the recommendation of the Board of Directors.

138.

2. The Congregation, upon recommendation from the Board of Directors, may elect a second full-time Rabbi with title of Rabbi, Assistant Rabbi, Associate Rabbi, or interim Rabbi. The

139. 2017 Rev. 1.02

140. Congregation shall also elect any other full-time clergy, if the Board of Directors determines that such positions need to be filled.

3. If necessary, a special meeting of the Membership shall be noticed to elect any of the clergy members defined in this Section 2.

141.

4. The Board of Directors may determine, and from time to time change, the title given to any clergy member elected under this Section 2, without altering any other terms of the clergy member's Rabbi Employment.

C. Reappointment

142. Reappointment of an incumbent Rabbi, upon expiration of the incumbent Rabbi's contract, shall be by a vote of the Board.

D. Duties

143.

1. The Rabbi(s) shall have the overall responsibility for implementing the religious aims and objectives of the Congregation. Specific duties and responsibilities may be outlined in the Rabbi(s)'s contract. While the Rabbi(s) shall enjoy the freedom of the pulpit, he/she/they shall seek the advice and guidance of the Board and the appropriate Board Committees.

144.

2. The Senior Rabbi may attend and participate in all Board, Executive Committee and all other committee meetings, except where the President, in her/his sole discretion, decides that there may be a conflict of interests should the Rabbi be present. In such an event, the Rabbi shall be excluded from such meeting.

145.

3. The Rabbi(s) shall be subject to an annual performance review, which shall be conducted by a special committee appointed by the President.

146.

147. ARTICLE IX – Other Provisions

A. Inspection of Records

1. The accounting books and records, the membership records and minutes of proceedings of the Members and the Board of Directors and committees of the Board of Directors shall be open to inspection upon the written demand on the Board of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member, subject to any confidentiality requirements contained in these By-Laws.

148.

2. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Congregation, subject to maintaining confidentiality.

B. Contracts, Etc., How Executed

149.

150. The Board of Directors, except as otherwise provided herein, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name

of and on behalf of the Congregation, and such authority may be general or confined to specific instances; and

151. 2017 Rev. 1.02

152. unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Congregation by any contract or engagement or to pledge its credit to render it liable for any purpose or in any amount. This authorization shall be given by written resolution presented to the Board at its first meeting of each fiscal year.

153.

154.

C. Checks, Drafts, Notes

155. All checks, drafts or others for the payment of money, notes, or other evidences of indebtedness issued in the name of the Congregation shall be signed by such Officer or Officers, agent or agents, of the Congregation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the board of Directors such instrument shall be signed by the President and countersigned by the Treasurer, Vice-President or past President

D. Deposits

156. All funds of the Congregation shall be expeditiously deposited to the credit of the Congregation in such banks or other depositories as the Board of Directors may designate.

E. Gifts

157. The Board of Directors may accept on behalf of the Congregation any contribution, gift, bequest, devise or grant for the general purposes of the Congregation, or for any special purpose within its general purposes.

F. Construction and Definitions

158. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Religious Corporation Law shall govern the construction of these By-Laws.

a. H. Amendments to By-Laws

159.

160. These By-Laws may be amended by the affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular meeting of the Board and adopted at a subsequent regular meeting. Further, the requirement, described in Article V, Section B, Paragraph 4 herein, of the Audit Committee to obtain an annual independent audit of the financial statements of the Congregation, shall not be modified without an affirmative vote of the Membership pursuant to Article II, Section G, Paragraph 5.

161. ARTICLE X - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

A. Definitions.

162. For the purposes of this article:

163.

1. "Agent" means any person who is or was a Director, Officer, employee, or other agent of the Association, or is or was serving at the request of the Congregation as a director officer,

164. employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Congregation or of another enterprise at the request of the predecessor corporation;

165.

2. “Proceeding” means any threatened, pending or completed action or proceedings, whether civil, criminal, administrative, or investigative; and

166.

3. “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expense incurred in the defense of any claims or proceedings against any agent by reason of his or her position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

B. Right of Indemnity

167. To the fullest extent permitted by law, this Congregation shall indemnify its Directors, Officers, employees and other persons described in Section 9246(a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other accounts actually and reasonably incurred by them in connection with any “proceeding” as that term is used in that Section and including any action by or in the right of the corporation by reason of the fact that such person is or was a person described by that Section. “Expenses” as used in this bylaw, shall have the same meaning as in Section 9246(a) of the California Corporations Code.

C. Indemnification in Actions by Third Parties

168. The Congregation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Congregation to procure a judgment in its favor, an action brought under Section 9243 of the California Nonprofit Religious Corporation Law, or an action brought by the Attorney General pursuant to Section 9230 of the California Nonprofit Religious Corporation Law) by reason of the fact that such person is or was an agent of the Congregation, against expenses, judgment, fines, settlement, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person believed to be in the best interests of the Congregation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonable believed to be in the best interests of the Congregation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

D. Indemnification in Actions by or in the Right of the Congregation

169.

170. The Congregation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Congregation under Section 9243 of the California Nonprofit Religious Corporation Law, or an action brought by the Attorney General pursuant to Section 9243 of the California Nonprofit Religious Corporation Law, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Congregation against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith in a manner such person believed to be in the best interests of the Congregation and with such care including reasonable inquiry, as

171. an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Paragraph D.

1. In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Congregation in the performance of such person's duty to the Congregation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses for which such court shall determine;

172.

2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

173.

3. Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

174.

E. Indemnification Against Expenses

175. To the extent that an agent of the Congregation has been successful on the merits in defense of any proceeding referred to in Paragraph B or C of this Article or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

F. Required Determination

176.

177. Except as provided in Section 4 of this Article X, any indemnification under this Article X shall be made by the Congregation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of a conduct set forth in Paragraphs B or C of this Article, by:

1. A majority vote of a quorum consisting of Directors who are not parties to such proceedings;

178.

2. Approval of the members of the Board with the persons to be indemnified not being entitled to vote thereon; or

179.

3. The court in which such proceeding is or was pending upon application made by the Congregation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Congregation.

G. Advance of Expenses

180. Expenses incurred in defending any proceeding may be advanced by the Congregation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article X.

H. Other Indemnification

181. No provision made by the Congregation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, By-Laws, a resolution of Members or Directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract or otherwise.

182.

183.

I. Forms of Indemnification Not Permitted.

184.

185. No indemnification or advance shall be made under this Article, except as provided in Paragraphs E or F (3), in any circumstance where it appears that:

1. It would be inconsistent with a provision of this Article, By-Laws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

186.

2. It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

J. Insurance

187. The Congregation shall purchase and maintain in full force at all times insurance on behalf of its officers, directors or agents of the Congregation against any liability incurred by the Officer, Director or agent in such capacity or arising out of the Officer's, Director's or agent's status as such whether or not the Congregation would have the power to indemnify the Officer, Director or agent against such liability under the provisions of this Article; provided however, that the Congregation shall have no power to purchase and maintain such insurance to indemnify any Officer, Director or agent of the Congregation for a violation of Section 9243 of the California Nonprofit Religious Corporation Law.

K. Non-applicability to Fiduciaries of Employee Benefit Plan

188. This Article X does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent as determined in Paragraph A of this Article X of the employer Congregation. The Congregation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

L. Liability of Director/s or Officer/s for Negligence

189. There shall be no personal liability for monetary damages to a third party for a Director or Officer of the Congregation, caused by the Director's or Officer's negligent act or omission in the performance of that person's duties as a Director or Officer if all of the following conditions are met:

190. 1. The act or omission was within the scope of the director's or officer's duties;
191. 2. The act or omission was performed in good faith; and
192. 3. The act or omission was not reckless, wanton, intentional, or grossly negligent.

193. Damages caused by the act or omission are covered pursuant to liability insurance policy issued to the Congregation, either in the form of a general liability policy or a director's or officer's liability policy, or personally to the director or officer. In the event that the damages are not covered by liability insurance policy, the director or officer shall not be personally liable for the damages if the Board and the person had made all reasonable efforts in good faith to obtain available liability insurance.

M. Notices

194. Any notices that are required to be given in terms of these By-Laws, may be given either by electronic mail or through the United States Postal Service. The period of times for notices as are required in these By-Laws shall be deemed to have commenced when sent by electronic mail or when deposited in a United States Mail Box. All notices shall be calculated in actual calendar days and shall end at midnight on the last day set out in such notice.

195.

196. ARTICLE XI – Emergency Provisions

197. During any emergency resulting from an attack on the United States or on a locality in which the Congregation conducts its activities or customarily holds meetings of its Board or its Members, or during any act of terrorism, including nuclear or atomic disaster, or during the existence of any natural or man- caused disaster or catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or the executive committee, if any, cannot readily be convened for action, a meeting of the Board

198. or of said committee may be called by any Officer or Director. Such notice may be given only to such of the Directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means, including, without limitation, publication or radio.

199.

200. The Director(s) in attendance at the meeting of the Board and the member(s) of the Executive Committee, if any, in attendance at such meeting shall constitute an official quorum. If none is in attendance at the meeting, the Officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time as may be provided in the resolution approving the list, shall to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee be deemed directors or members of the committee, as the case may be, for such meeting.

201.

202. The Board, either before or during any such emergency, may provide, or from time-to-time modify, lines of succession in the event that during such emergency any or all Officers or agents of the Congregation shall for any reason be rendered incapable of discharging their duties. The Board either before or during any such emergency may, effective in the emergency, change the principal office or designate several alternative officers or authorize the officers to do so.

203.

204. Certificate of Secretary

205.

206. The undersigned hereby certifies that:

207.

208. The undersigned is the duly-elected Secretary of the Congregation and that these By-Laws consisting of twenty-seven (37) pages are the By-Laws of the Congregation duly adopted and approved by the Member on May 26, 2020, and revised by the Board of Directors on May 26, 2020, at 8660 Gilman Drive, La Jolla, California 92037.

209.

210.

211.

Date: May 26, 2020_____
