

## **Highlights of TBE Proposed Bylaw Changes**

### **Article I**

No changes are made to this article

### **Article II**

No significant changes are made to this article.

### **Article III**

Section 1a is changed to clarify the geographical parameters of temple General Membership. Section 3 clarifies the distinction between voting members and Associate Members as defined in Section 6. Other sections remain basically unchanged.

### **Article IV**

Redefines the word "Dues" to "Member Financial Obligations," including the Building Fund Pledge (moved from Section 4 and combined with Section 1).

Section 1 incorporates "Dues" (formerly Section 1) and "Building Fund" (formerly Section 4) into a single Section titled "Member Financial Obligations." The previous bylaws sections on Dues and Building Fund set forth the policy for each. The new section identifies the purpose of Dues and Building Fund but does not enumerate specific policies, which would be determined by the Board from time to time. This section states the duty of the Board of Directors to create a structure for Member Financial Obligations that will be sufficient to fund Temple operations.

Section 2 of this Article clarifies that the Budget Committee is primarily responsible for preparing the annual budget and lists the members who comprise this committee.

Former Section 5 "Arrearage and Non Payment of Dues" is now Section 4 and remains largely unchanged, and "Member Financial Obligations" replaces "Dues" in the title. The language regarding the role of the Finance Committee in giving dues relief has been deleted since the process for determining Member Financial Obligations will be established by Board policy rather than stated in the Bylaws.

### **Article V**

Changed to reflect a smaller Board of Directors that will focus on planning and policy making for the Temple as well as more on effective communication with the congregation. The Executive Committee would be eliminated and the President would

prepare the agenda in conjunction with the Executive Director. The composition of the new Board would consist of directors who represent and oversee major areas of Temple life. The Board would not include the chairs of many Temple committees as is currently the case. Coordination of the day-to-day operations of the Temple would be handled by the Executive Director, who will organize and chair the Program Council (see Article VII, section 4). This allows the Board of Directors to concentrate on overarching issues for the Temple. A new position of Congregant Facilitator/Member at Large would focus on communication with members who have issues of concern with the Temple and focus on directing those issues to the proper channels for efficient resolution. The other major change in this article involves the creation of a designated President-elect in order to make succession planning and training for Temple leadership more effective.

## **Article VI**

Fairly minor changes aside from clarifying duties of the new directors, the President-elect and the Congregant Facilitator/member at Large and establishing term limits for Directors. As discussed in the comments about Article V, the president-elect provides for better succession planning. In order to also provide continuity of leadership the President-elect will be part of the Senior Management Team. The Member at Large, as also discussed above, will focus on providing a convenient path for congregants to communicate with the Board and get issues of concern dealt with efficiently. Term limits were established in order to promote more effective leadership development among congregants. The Secretary's duties were expanded to include working with the Executive Director to maintain the corporate minute book and to update the TBE Policy Manual, which will be created and maintained so that policies adopted by the Board can be easily identified and complied with.

## **Article VII**

Changed to bring the process of clergy contract negotiations in line with standard professional Human Resources practices. Instead of the old system of creating a Pulpit Committee responsible for both evaluating the clergy and negotiating a contract, the process involves two steps. First, the evaluation process will now be the responsibility of the HR Committee. Second, a single negotiator will be selected by the President, with concurrence of the Board, to negotiate a contract along parameters set by the Board. The clergy would be encouraged to have a qualified representative to negotiate with the Board's designee. This is the process suggested in a recent Webinar sponsored by the URJ on negotiating clergy contracts. Use of professional representation in the negotiations is recommended so negotiations can be handled by people with expertise in employment contract negotiations. This will benefit the

Temple leadership and the clergy as it protects them from being uncomfortable in the process by having to represent themselves in direct negotiations.

### **Article VIII**

The significant shift represented in this article is the creation of the Program Council (Art VIII, Sec 4). The Program Council will coordinate the Temple calendar, facilitate common planning and communication among committees and act as a vehicle for creating multi-committee programming. Committees are no longer individually represented on the board. Instead, many of these committees will become part of the Program Council, as determined by the Board from time to time. The other small change is that in section 3 committee chairpersons, upon appointment are encouraged rather than required to submit a written statement of proposed plan of operation for the committee. The last sentence of section 3, which requires Vice Presidents to remind committee chairpersons to submit reports, has been deleted.

### **Article IX**

Is expanded to include the duties of the Executive Director. The Executive Director is responsible for:

- Administering the day to day operations of the Temple
- Working with the senior staff to implement the policies and programs of the congregation
- Coordinating and chairing the Program Council.
- Developing and implementing the Temple budget together with the Treasurer, Finance committee and Budget committee
- Maintaining the Policy Manual together with the secretary.

This article also authorizes the ED to adjust between Budget lines to accommodate actual needs during the fiscal year, provided that each adjustment does not exceed \$2,500. The EC shall report any adjustments to the Board at the next meeting. Adjustments in excess of \$2,500 will require Board approval. The ED is not authorized to exceed the total approved annual Budget without prior Board approval.

### **Article X**

Largely unchanged, but is clarified in material respects. The Nominating Committee shall be appointed early enough in the year such that it can be ratified at the February meeting, providing sufficient time for the slate to be approved at the April meeting, so that it can go out in the Notice of Annual Meeting, which, per Article XI, must take place within the last 45 days of the fiscal year. Section 5 on Election of Directors clarifies that there will not be an election at the Annual Meeting unless (1) there are

write in candidates and (2) there is a quorum. While the process is the same as in the current Bylaws, this clarification is intended to make it clear to the membership that it is only in limited circumstances that there will be an election at the Annual Meeting. Quorum requirements are unchanged, as it is intended that, for the most part, the Board will continue to choose its successors. It will be impossible for a small group of members to take control of the Temple by showing up at an Annual Meeting, since there will continue to be no nominations from the floor. However, if there is widespread dissatisfaction within the membership and a desire by those members to replace the Board of Directors, write in candidates may be submitted and a vote may be taken at the Annual Meeting if enough members attend to make a quorum. While the Budget will be presented to the membership and discussed at the Annual Meeting, it will not be voted upon by the membership. Adoption of the Budget is properly the purview of the Board; given what goes into the Budget drafting process, it is unrealistic and unmanageable for the membership to make alterations to the budget by vote at the meeting, or to not adopt the budget.

## **Article XI**

Revised to provide greater flexibility in scheduling the Annual Meeting, by allowing for it to take place during the last 45 days of the fiscal year. The Notice of Meeting provision will provide for a Notice that tells the membership whether or not there are any write in candidates and thus at least the possibility of election of directors at the meeting, provided there is a quorum. It also clarifies that the Budget, which has been adopted by the Board, will be discussed, but eliminates the expectation that it will be voted upon.

As with any other item coming on the Board's agenda, the membership will get notice of items related to the budget go to the Board. Earlier in the budget process, when the ED and the Budget Committee (Article IV Section 2) start the annual budget process, it will be their responsibility and that of the Board to communicate with the membership and to invite participation as and where appropriate. Developing a culture of communicating with the membership in a meaningful way to promote and facilitate involvement is one of the underlying themes of the proposed changes to the bylaws.

As this year's meeting showed so effectively, the Annual Meeting can be a place where the membership can be introduced to the incoming Board of Directors, be informed about current issues of importance, and have discussion with a question and answer period regarding the Budget. The purpose of the annual meeting can thus be to provide information to the congregation about what is happening at the Temple and to give the congregation an opportunity to express their concerns and make suggestions about what they'd like the Board to focus on in the coming year.

## **Article XII**

The Governance Task Force reviewed Internal Revenue Service Publication 557, which discusses the requirements and limitations of activities by Internal Revenue Code Section 501(c)(3) organizations. There are specific prohibitions of activities by non-profit organizations that, if violated, can result in loss of non-profit status. Non-profits may not endorse political candidates. Non-profits (other than those whose specific purpose is lobbying) cannot engage in lobbying in a substantial way, which for IRS purposes means that non-profits cannot spend money to lobby or influence legislation as a substantial part of their activities. These prohibitions do not prevent, for example, TBE's Social Action Committee from engaging in activities for social action or social justice, or a TBE position in opposition to Proposition 8, the Anti-Gay Marriage initiative. However, this provision would prohibit TBE or the Social Action Committee from spending substantial sums in the campaign in opposition to Prop 8. This Article also makes it clear that only authorized person(s) may speak for the organization. This would not prevent the Board from authorizing the clergy to speak in the community against anti-semitism or from authorizing the Social Action Committee to speak for TBE on matters of social action or social justice. We thought the current language of Article XII did not prohibit activities which could jeopardize TBE's tax-exempt status as a religious non-profit organization. The prohibition on spending "substantial" funds comes out of the IRS rules. The issue of what is "substantial" is subject to interpretation, but relates to the relationship between the amount of money spent on lobbying activities or the promotion of issues legislatively as it relates to the overall budget of the organization, so as to determine whether the amounts spent are "substantial" in the context of the organization. Our proposed bylaw simply requires that we do not do anything that would violate the terms of our non-profit status. Expenditures of money in such instances will be authorized by the Board, so that the Board will be the gatekeeper to make sure we don't run afoul of the IRS rules. We also thought that the requirement that the Board approve positions on social or political movements by a 2/3 majority was outdated, as the Social Action Committee has long been acting in these areas without seeking Board approval as to specific actions, except when TBE would itself be a member of another organization and appropriate funds to support the membership, such as COPA, for which Board approval was obtained.

## **Article XIII**

No changes were made to this article.

## **Article XIV**

No changes were made to this article.