

BYLAWS
OF
JEWISH COMMUNITY CENTER OF SANTA CRUZ, CALIFORNIA, INC.,
A California Nonprofit Religious Corporation

Adopted by Temple Beth El Board of Directors June 19, 1991
Amended 1992-93; 1993-94; 95-96; 99-00; 01-02; 03-04; 06-07; 2011-2012

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Article I — Name and Location

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

Article II — Purposes

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

Article III — Membership

Section 1. Qualification for General Membership. The following two conditions are prerequisites for Temple membership:

(a) Any person who resides in Santa Cruz, Santa Clara, Monterey or San Benito Counties, and meets one of these criteria:

(i) a person who is Jewish by birth, either through matrilineal or patrilineal descent, or conversion;

(ii) a person who is not Jewish but supports the Jewish beliefs, practices, and Temple involvement of their Jewish spouse, committed partner, or children;

(iii) a person, regardless of faith, who was previously part of a Temple member family unit and now agrees to support Jewish beliefs and practices and the mission of Temple Beth El;

(iv) a person who is a continuing Temple member at the time these criteria are adopted.

The Senior Rabbi shall be the arbiter of the above-stated criteria and has the discretion to decide cases not covered by these criteria.

(b) Maintenance of membership status requires payment of dues in accordance with the policies of the Board of Directors.

Section 2. Unit of Membership. For the purposes of dues and assessments and entitlement to member benefits, the unit of membership shall be any single individual or the family. For the purposes of membership, a family shall include a single parent or a husband and wife or committed partners, along with any unmarried children under the age of thirty (30).

Section 3. Voting Rights. There shall be one class of voting members, and all General Members in good standing shall be entitled to vote at membership meetings; a family unit shall have one vote. No proxy votes shall be accepted.

Section 4. Resignation. The resignation of any member shall not relieve that member from an accrued financial obligation owed the Temple at the time of resignation, excepting such relief as may be given by the Finance Committee.

Section 5. Termination of Membership. No membership shall be terminated by the Temple without sufficient cause, which shall include, but not be limited to nonpayment of dues or commission of specific acts deemed detrimental and contrary to Temple purposes. However, no member shall be expelled without first having been given written notice and an opportunity to appear before the Board. A two-thirds vote of a quorum of the board of Directors shall be required for expulsion of any member.

Section 6. Associate Membership. A member otherwise qualified for membership in the Temple whose primary residence is not in the counties of Santa Cruz, Santa Clara, Monterey or San Benito, and who is a member of a Jewish house of worship in a county other than those listed above, may become an “associate member” of the Temple and enjoy all benefits of Temple membership, except such an associate member shall have no voting privileges in any Temple matters. Associate members shall pay reduced membership dues to the Temple, as determined from time to time by the Board, and shall not be required to contribute to the Temple’s building fund. The Membership Committee shall review requests for associate membership, and make appropriate recommendations to the Board. The Membership Committee shall be entitled to request documentation that establishes an associate member’s primary residence and membership in another Jewish house of worship, and the Board reserves the right to determine from time to time whether an associate member continues to qualify for an associate membership.

ARTICLE IV — Member Financial Obligations; Assessments; Budget; and Fiscal Year

Section 1. Member Financial Obligations.

(a) **Dues:** Dues shall be assessed annually by the Board for the purpose of raising sufficient revenue to provide for the continued administration, operation, and maintenance of the Temple in order to meet the annual operating budget. It shall be up

to the Board to promulgate Temple policy from time to time concerning the amount of dues to be paid by members.

(b) **Building Fund:** The purpose of the Building Fund is to assure continued funding for building improvements and replacements, as shall be approved by the Board. All members shall be required to make a Building Fund pledge. It shall be up to the Board to promulgate Temple policy from time to time concerning the amount of the Building Fund obligation to be paid by members and the time period over which it shall be paid.

(c) **Special Assessments:** The Board of Directors may, at any time, adopt the levy of a special assessment upon the membership for the purpose of raising additional monies not expected to be raised from dues, for the purpose of meeting financial emergencies affecting the financial security of the Temple.

Section 2. Budget. An annual Budget shall be prepared under the auspices of the Board of Directors, and it shall be approved by the Board each new fiscal year. The Budget Committee, consisting of the Executive Director, Treasurer, the Vice Presidents of Education, Human Resources, and Operations and the President-Elect shall be primarily responsible for preparing an adequate Budget for the next fiscal year for Temple operations. All recipients of Temple funds, including but not limited to the Clergy, administration, employees, school, programs, building and grounds, etc., shall submit requests and the Budget Committee shall consider such applications to prepare a draft Budget, and present said draft Budget to the Board for review and discussion. The Budget Committee shall commence consideration and preparation of the new Budget no later than four months prior to expiration of the fiscal year. The Board shall adopt the final Budget no later than 20 days before the Annual Congregational Meeting.

Section 3. Arrearage; Nonpayment of Member Financial Obligations. Membership dues are payable on July 1 of each year, either in full, with authorized monthly automatic bank account deductions, or with pre-authorized planned credit card payments. Any member who is in arrears in the payment of any Member Financial Obligation may, by a two-thirds vote of the Board of Directors, be suspended from membership after the following has occurred: (1) Said member has been previously requested, in writing, to make payment; (2) Thirty days shall have elapsed from the first written notice, followed by a second written notice warning of possible suspension of membership if delinquent dues are not paid within 30 days; and (3) a final 30-day notice sent by certified mail informing said member of pending action by the Board to suspend said member's privileges. Suspension shall not apply in the case of financial hardship.

ARTICLE V — Board of Directors

Section 1. Directors. There shall be 11 directors plus ex-officio (non-voting) members as provided for herein.

Section 2. Classification of Directors. The directors shall be classified according to their titles and areas of responsibility as set forth below:

1. President
2. Immediate Past President – Nominating Committee Chairperson
3. Vice President of Human Resources
4. Vice President of Communications - Marketing, Fundraising, Communications
5. Vice President of Education – Adult Programs, Schools, Youth Committee, Youth Group, Camp Kayetz, Film Festival
6. Vice President of Membership Development - Membership, Volunteer Coordinator, Sisterhood, Brotherhood, Chavurahs
7. Vice President of Worship & Justice – Social Action, Ritual Practices, Interfaith
8. Vice President of Operations – Cemetery, Building & Grounds
9. Secretary
10. Treasurer – Budget, Development and Finance Committees
11. Congregant Facilitator/Member at Large
12. Executive Director – Ex Officio
13. Clergy – Ex Officio. One of the clergy shall attend each Board meeting, although all clergy will be welcome to attend any board meeting.

Section 3. Authority of the Board. The Board of Directors shall have responsibility for and authority over all aspects of the Temple, including, but not limited to, planning, oversight and management of administration, personnel, financial affairs, policies, facilities and grounds, cemetery, and such other duties and functions as are necessary and proper to carry out the purposes and objectives of these Bylaws.

Section 4. Officers/Succession. The officers of the Temple shall be the President, the President-Elect, the Vice Presidents listed in Section 2 of this Article, Secretary, Treasurer, and Immediate Past President. In the event the President is, on a temporary basis, unable to perform the duties of the position, then the duties of the President shall be performed by the President-elect. If the President-elect is similarly unable to serve, then the order of succession shall proceed down the list in Section 2 of this Article.

Section 5. Senior Management Team. The President, President-elect, Executive Director and Clergy shall constitute the Senior Management Team (“SMT”), which shall meet regularly for the purpose of reviewing Temple affairs, discussing and coordinating their efforts on behalf of TBE, and addressing matters and problems which are of an urgent nature and require resolution before they can reasonably be brought to the Board. Any such action taken by the SMT Committee shall be reported to the Board at its next regular meeting and shall be subject to review and ratification by the Board of Directors.

Section 6. Board Meetings. The Board of Directors shall meet at least once monthly, at regularly scheduled meetings. In addition, the President, or Acting President, in the President's absence, may call a special meeting of the Board of Directors should there be compelling reason to conduct Temple Board business prior to the next regularly-scheduled board meeting.

Section 7. Board Quorum. Fifty-one percent (51%) of voting Board members shall constitute a quorum for the transaction of business at any meeting of the Board. Each director shall have one vote, with the exception of the President, who shall vote only in the event of a tie. Unless otherwise specified in these Bylaws, a majority vote will be sufficient to approve any Board Resolution or Board action.

Section 8. Board Participation. All elected directors shall be expected to attend regular and special meetings of the Board. Any director who is absent for three (3) consecutive Board meetings or who materially fails to perform the duties of the position without reasonable excuse shall be subject to removal by a majority vote of the Board of Directors.

Section 9. Open Board Meetings. All regular meetings of the Board of Directors (with the exception of sensitive personnel sessions, called when the Board must consider issues such as hiring, firing, promotion, or personnel actions regarding a specific individual or job position) are open to attendance by all members of the Temple who are in good standing. Temple members shall be given advance notice of Temple Board meetings either by e-mail or United States Postal Service mail..

Section 10. Board Vacancy. The President shall fill a vacancy on the Board of directors by appointment, subject to ratification by the Board of Directors.

Section 11. Agenda; Order of Business. The President shall prepare the Agenda for each Board meeting after consultation with the Executive Director. An Agenda and Notice of Meeting shall be sent to each Director and distributed to Temple members.

Section 12. Bylaw Omissions. The board of Directors shall have the authority to act on all matters concerning the Congregation for which action has not been specifically reserved to the Congregation in these Bylaws.

ARTICLE VI — Duties of Board Members

Section 1. Term of Office; Term Limits. The term of office of each Director shall be two years, commencing July 1 and expiring June 30 every other year. The terms of Directors shall be staggered so that no more than 5 Directors shall be replaced in any given year. No Director shall serve more than 4 successive terms, after which said Director may not serve on the Board until the passage of two years. Directors

other than the President, Immediate Past President and President-Elect shall be considered as primary candidates to succeed to the Presidency in the future, and shall be selected with such criteria in mind.

Section 2. President. The President shall preside at Board meetings and congregational meetings. The President shall represent the Temple at scheduled Temple programs and outside community events. The president shall appoint all committee chairs, subject to ratification by the Board of Directors. The President shall prepare the monthly board agenda. The President shall appoint ad hoc committees

Section 3. Vice Presidents. The Vice Presidents shall take turns representing the President at Temple cultural and religious events when the President is unable to attend. Each Vice President shall be responsible for monitoring and supervising designated committees. The committees are designated in Article V, Section 2 of these Bylaws. The Vice President of Human Resources shall be the chairperson of the Human Resources Committee. The Vice Presidents shall encourage regular committee meetings, and shall be available to their designated committee heads. The Vice Presidents shall be responsible for bringing the concerns of these committees to the Program Council and/or the Board of Directors as appropriate. The Vice Presidents shall be expected to attend the Program Council meetings when substantial issues related to their respective designated committees are on the agenda for discussion.

Section 4. Secretary. The Secretary shall keep accurate minutes of Board meetings and congregational meetings. The minutes of those meetings shall be prepared and submitted to Board members at or prior to each succeeding meeting. The Secretary shall work with the Executive Director on maintaining the TBE Policy Manual and maintaining the corporate minute book.

Section 5. Treasurer. The Board shall designate the bank or banks in which congregational funds shall be deposited, including the Building Fund. The Treasurer shall chair or co-chair the Finance Committee and will represent the Finance Committee on the Board. The Treasurer shall report the financial condition of the Temple monthly to the Board of Directors. The Treasurer shall oversee Temple finances, accounting procedures and shall ensure that the Executive Director and staff are utilizing proper accounting procedures, including tax reporting as required by law. The Treasurer shall coordinate regularly with the Finance Committee with respect to member financial obligations.

Section 6. Immediate Past President. The Immediate Past President shall provide the President with advice and counsel. The Past President shall be parliamentarian, shall chair the Nominating Committee and shall be responsible for insuring compliance with the By-Laws and with Robert's Rules of Order for Conduct of Meetings.

Section 7. President-elect. One of the Directors other than the President and Immediate Past President shall be designated as President-elect. The designation will be made during the nominating process and ratified by election process as provided in these Bylaws. The President-elect shall be a member of the Senior Management Team.

Section 8. Congregant Facilitator/Member at Large. The Congregant Facilitator shall coordinate the communication of member suggestions, complaints and issues to appropriate parties with the goal of successful resolution.

ARTICLE VII — Clergy

Section 1. Rabbi(s) and Cantor(s). The Rabbi(s) and Cantor(s) shall be the religious leaders of Temple Beth El. The Board shall contract with clergy in order to provide for religious leadership and shall define their duties by contract.

Section 2. Clergy Retention and Contract Negotiation. In years when a rabbinic contract will be ending, the HR committee will complete a summative evaluation for the clergy member which shall include a recommendation regarding retention in sufficient time for the Board to consider same when making its decision regarding possible retention. The Board will consider the evaluation, recommendation, and such other information it may consider appropriate to make a retention decision. The congregation will be given timely notice that the clergy contract is coming to a conclusion and the decision making process for renewal. The President will appoint a negotiator knowledgeable about Temple issues and HR process to negotiate with the clergy or clergy representative to achieve an agreement within the parameters set by the Board. Appointment of this individual will be ratified by the Board. When determining salary and benefits to be offered to the clergy, the Board shall consider compensation guidelines and comparable salary and benefit data from synagogue and clergy organizations (i.e. URJ, CCAR, etc.) and TBE's current and projected financial condition.

ARTICLE VIII — Committees and Program Council

Section 1. Standing Committees. Standing committees shall be determined from time to time by the Board of Directors, which shall also determine which standing committees shall have Program Council representation. The President may establish committees and appoint chairpersons of committees subject to the ratification of the Board of Directors. The chairperson of each committee shall have the power to appoint persons to their committee (except as otherwise provided by these Bylaws). Notwithstanding the foregoing, the Board of Directors, by resolution, may appoint committee members.

Section 2. Standing Committee Duties. The Board shall adopt and maintain separate written summaries of the duties and responsibilities for each Standing Committee. Each new committee chairperson shall receive a copy of said written summary at the time of commencement of said chairperson's duties. The Temple Board and Executive Director shall maintain a list of Standing Committee's responsibilities in a separate binder, which shall also include statements of policy adopted by the Board from time to time.

Section 3. Reports of Committees. The President shall call for reports from all committee chairpersons from time to time, to be presented at Board meetings. All committee chairpersons are encouraged, upon appointment, to prepare and submit a written statement of proposed plan of operation for said committee for the current fiscal year. Copies of said statements from each committee shall be furnished to all Board members. Each committee chairperson shall submit a yearly summary report at the time for the annual budget request, with recommendations for said committee for the next fiscal year.

Section 4. Program Council.

- (a) Definition: The Program Council shall be coordinated and chaired by the Executive Director and comprised of the chairpersons of the Temple program and event committees. It will have regularly scheduled meetings.
- (b) Purpose. The Program Council will coordinate the calendar of events, streamline communications with congregants, and discuss the allocation of funding for events and programs within budgets. The Program Council will also facilitate common planning and communication and act as a vehicle for creating multi-committee programming.
- (c) Accountability to the Board of Directors. The Executive Director will report regularly to the Board of Directors regarding the Program Council.

ARTICLE IX — Executive Director, Policies, Rules, and Regulations

- (a) The Executive Director reports to the Board of Directors and is responsible for administering the day-to-day operations of the Temple and working with the senior staff in implementing the policies and programs of the congregation.
- (b) The Executive Director works with the Treasurer, Finance Committee, and Budget Committee to develop and implement the Temple budget.
- (c) The Executive Director is authorized to revise Budget items to accommodate actual needs during the Budget year, except that any line item expenditure increase or income shortfall in excess of \$2,500.00 shall require Board approval. The Executive Director shall notify the Board of any such revisions at the next Board meeting.
- (d) The Executive Director coordinates and chairs the Program Council.

(e) The Executive Director, with input from the Board, the committees, and the membership, shall be responsible for the promulgation and adoption of policies, rules, and regulations regarding use of Temple facilities and grounds. All policies shall be first considered by and then approved by the Board. Upon approval, all adopted policies and regulations shall be placed in a separate binder, along with lists of committees, their duties and functions. This binder shall be separate from Minutes of Board Meetings kept by the Secretary and shall be kept by the Executive Director. All changes or modifications to policies, rules, and regulations shall be separately detailed in writing and added to said binder for the purpose of providing a current record for reference.

ARTICLE X — Nominations for Directors and Officers

Section 1. Nominating Committee. The President shall appoint a special committee for the purpose of selecting nominees to fill Board positions for Directors for the coming fiscal year. This Nominating Committee shall be comprised of the President, not fewer than three (3) Board members (including the immediate Past President, who shall chair the Committee), and two (2) members at large, selected by the President, all subject to ratification by the Board at its February meeting.

Section 2. Presentation of Slate. Within thirty days after formation of said committee, said committee shall prepare a report and recommendation to the Board, recommending a slate of directors for the coming fiscal year. No nominations shall be presented to the Board unless each nominee has first been approached by the Nominating Committee and has agreed to serve.

Section 3. Notice of Slate. Once the Board has approved the slate of directors for the coming fiscal year, the proposed slate shall be mailed to all Temple members, along with notice of Annual Congregational Meeting and other information sent to members in advance of the Annual Congregational Meeting.

Section 4. Write-In Request. A member in good standing may submit a written request to run as a write-in candidate for any Board position. Write-in requests must be filed with the secretary at least 25 days before the Annual Meeting. There shall be no nominations from the floor at the Annual Meeting.

Section 5. Election of Directors. Election of directors shall be held as provided in these Bylaws. The slate of officers and write-in candidates, if any, shall be submitted to the membership for a vote at the Annual Congregational Meeting, provided that there is a quorum as provided in ARTICLE XI, Annual Meeting.

Section 6. Removal of Directors by a Vote of the Membership. A special Membership meeting must be held upon petition to the Board of Directors signed by 20% of the members of the congregation (member units as defined in Article III, Section 2) for the purpose of calling a special election of the Board of Directors to remove or

replace members of the Board of Directors. A quorum at this meeting is 51 % of the current member units in good standing as of the end of the Board meeting preceding the Annual Meeting. Votes shall be by signed paper ballot, one per member unit; they must be handled in such a way as to preserve the confidentiality of the vote. A simple majority shall prevail.

ARTICLE XI — Annual Meeting

Section 1. Timing. There shall be an Annual Congregational Meeting of the membership, which shall be held within the last 45 days of each fiscal year.

Section 2. Notice. Notice of the Annual Congregational Meeting shall be sent to all members no later than two weeks prior to said meeting in the same manner as notices of meetings of the Board of Directors. Included with the notice shall be the following: (1) an Agenda; (2) the proposed slate of directors approved by the Board and write-in candidates, if any, which may be voted upon by the membership (see Section 3 of this Article); and (3) a summary of the Budget for the next fiscal year, approved by the Board.

Section 3. Conduct of the Meeting. At the meeting, the items on the Agenda shall be presented and discussed with the members as appropriate. There shall only be a vote of the membership on the election of Directors if (a) there are write in candidate(s) and (b) there is a quorum at the meeting. A quorum shall require one third of the current member units in good standing as of the end of the Board meeting preceding the Annual Meeting to be present, with a simple majority to prevail. Each member unit present at the meeting receives one vote. Votes shall be by signed paper ballot, one per member unit; they must be handled in such a way as to preserve the confidentiality of the vote. If a quorum is not reached and there are write-in candidate(s) for the slate of directors, the Board of Directors will decide upon any position under contest at the next scheduled Board meeting.

ARTICLE XII — Limitations on Activities

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

ARTICLE XIII — Rules of Order

In all matters not specified by these Bylaws and all matters of procedure, Roberts

Rules of Order, latest revised edition, shall govern the Temple meetings.

ARTICLE XIV — Amendments to Bylaws

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