

**TEMPLE BETH OR
BYLAWS
REVISED 9/22/16**

**ARTICLE I
NAME**

This congregation shall be known as TEMPLE BETH OR.

**ARTICLE II
PURPOSE**

The purpose of this congregation is to promote the enduring and fundamental principles of Judaism and to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship with God through communal worship, study and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, family, and the society in which we live.

**ARTICLE III
NATIONAL AFFILIATION**

Temple Beth Or accepts the Bylaws of the Union for Reform Judaism.

**ARTICLE IV
MEMBERSHIP**

Section 1. Any person, of at least eighteen (18) years of age and their domestic partner may be elected to membership upon approval of his or her application by the Membership Committee, Finance Committee and the Rabbi. For purposes of these Bylaws, "of the Jewish faith" shall mean being Jewish by birth or by conversion by an ordained Rabbi or upon recommendation from the Temple Beth Or Rabbi or in the absence of a rabbi the Governing Board.

Section 2. In the case of domestic partners, or adults with minor or unemancipated children, the unit of membership shall be the family. For the purpose of this Article, the family shall be construed to mean adults and their unmarried children who are not self-supporting and/or residing in another community while attending an educational institution.

Section 3. Each of the following members in good standing shall be entitled to vote:

- a. The individual member
- b. In the case of a family, each family member over the age of eighteen (18) years shall be entitled to one (1) vote.
- c. The Beth Or Temple Youth (BOTY) President as long as the BOTY President is a member of Temple Beth Or as described in Article IV, Section 1 or Section 2.

Section 4. Member death or divorce

- a. In the event of the death of a member, the surviving or remaining domestic partner(s) may continue to be a member if he/she so desires.

- b. In the event of the divorce of a member couple, each person may continue as a separate member and pay dues according to TBO's dues policy by completing a new "Dues Commitment Form".

Section 5. Members of the congregation shall have all of the privileges of membership, except as noted below and subject to the rules and regulations established from time to time by the Governing Board, including but not limited to: worship; religious service; religious school for their children; adult studies; and burial privileges, provided that interment is in accordance with accepted Jewish custom and ritual. Holding the office of President, leading religious services, the chairing of Religious Practices, Pulpit, and Jewish Development Committees shall be reserved to members of the Jewish faith.

Section 6. Members shall be responsible for support of the congregation through payment of dues, assessments, and other fees as shall be determined by the Governing Board. Membership dues are payable in advance.

Section 7. The Finance Committee will establish a policy, subject to approval by the Governing Board, for communications with Members who are not current in their financial obligations. Decisions made by the Finance Committee may be appealed to the Governing Board.

ARTICLE V MEETINGS

Section 1. The biannual meetings of the congregation shall be convened by the President in the months of June and December. At the meetings, reports shall be submitted by the President, the Rabbi, and such other Officers, officials, auxiliaries and committees as may be requested to do so by the Governing Board. A budget for the coming fiscal year shall be approved at the June meeting and such Board Members and Officers as necessary shall be elected at the December meeting. Every member of the congregation shall be notified by mail at least ten (10) days prior to the holding of the biannual meetings or of an adjourned annual meeting.

Section 2. Special meetings of the congregation may be called by the President, or shall be called at the request of a majority of the Governing Board, or on written application of ten percent (10%) of the adult members. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed to members at least ten (10) days prior to the time of the meeting. No business shall be transacted at the meeting except that specified in the call.

Section 3. A quorum shall consist of those individuals and family units in attendance.

Section 4. A majority shall be one more than half of those voting, not including abstentions.

Section 5. Before any contract shall be entered into for the purchase, sale or alienation of real property by or for the congregation, the Governing Board shall ascertain all of the relevant material facts and submit them to the congregation at a regular or special meeting to be called for that purpose.

Section 6. It shall require a vote of two-thirds (2/3) of the members present to authorize any purchase, sale or alienation of real estate or contracts for religious leadership.

ARTICLE VI GOVERNING BOARD

Section 1. The Governing Board of this congregation shall consist of a President, Past-President, three (3) Vice-Presidents (Finance, Membership, and Programming), a Secretary, and one or two Assistants to each Vice President, all to be elected at the December meeting of the congregation. These Officers and Assistants shall assume office on January 1. An Officer or Assistant must fulfill the qualifications as set forth in Article IV, Section 5 of these Bylaws.

Section 2. The President, as Chief Administrative Officer, shall preside at all congregational and Governing Board meetings, shall sign and execute all legal documents, shall appoint committees, call special meetings and shall perform all other duties incident to the office.

Section 3. **In case of the absence or inability of the President to fulfill the duties of the office of President**, following is the line of succession:

Vice-President - Membership
Vice-President - Finance
Vice-President - Programming
Secretary

Section 4. The Vice-President of Membership shall provide oversight of member services in accordance with the stated vision and mission of the congregation, and perform all other duties incident to the office, as outlined by the Job Description.

Section 5. The Vice-President of Finance

- a. Shall be the custodian of all assets of the congregation and shall be the disbursing agent of the congregation as authorized by the Governing Board.
- b. Will have financial oversight over all contract negotiations.
- c. Shall report monthly to the Governing Board and shall ensure that a financial report is presented to the congregation at all regular meetings.
- d. Shall arrange an annual audit by an internal Audit Committee. The Audit Committee shall be appointed by the President and will be comprised of one Governing Board Member, a past President of Temple Beth Or and one member not currently on the Governing Board. The Vice-President of Finance and Financial Administrator will provide inputs to the Audit Committee but cannot serve on the Audit Committee. The Audit Committee will provide a signed report to the Governing Board, which will be noted, for the record, at the annual December General Membership Meeting.
- e. Shall perform all other duties incident to the office, as outlined in the Job Description.

Section 6. The Vice-President of Programming shall provide oversight of programs and activities in accordance with the stated vision and mission of the congregation, and perform all other duties incident to the office, as outlined by the Job Description.

Section 7. The Secretary

- a. Shall be responsible for recording and distributing minutes of all Board and congregational meetings.

- b. Shall compose and distribute agendas for Board and congregational meetings under the direction of the Governing Board.
- c. Shall co-sign legal documents as directed.
- d. Shall serve on the Personnel Committee.
- e. Responsible for maintaining policies and procedures manual.
- f. Perform all other duties incident to the office, as outlined by the Job Description.

Section 8. Before assuming office, all Officers shall be covered by a blanket position fidelity bond, the cost of which shall be borne by the congregation.

Section 9. If the President must resign, they does not assume the office of Past President.

Section 10. To be elected President, one must first have served on the Governing Board.

Section 11. Any adult member in good standing shall be eligible to serve on the Governing Board.

Section 12. Should a position on the Governing Board become vacant for any reason, the balance of the term shall be filled by appointment by the President and shall be confirmed by the Governing Board.

Section 13. All Governing Board members may serve in any one position for two (2) consecutive terms. After a lapse of one (1) term that position is open again to them.

Section 14. The Past President's position shall be vacant if the President chooses to run for a second term.

Section 15. The Governing Board shall have the general management of the affairs, funds, records, and property of the congregation and shall perform such other duties as the members may prescribe.

Section 16. All members of the Governing Board shall have voting privileges except the President who may vote only to break a tie.

Section 17. A majority of the Governing Board shall constitute a quorum.

Section 18. The office of any Governing Board member who is absent from three (3) successive regular meetings of the Board may be declared vacant by the Board.

Section 19. Regular meetings of the Governing Board shall be held as determined by the Governing Board.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1. Nominations of all elected Governing Board members shall be made by a Nominating Committee composed of the immediate Past President as Chair and two (2) members from the congregation appointed by the President. In case there is not an immediate Past President, the President will appoint a third member to the Committee.

Section 2. The Nominating Committee shall be in place by September 1 of each year.

Section 3. The Nominating Committee shall present a slate of nominees to the general membership thirty days prior to the December meeting. The Nominating Committee will recommend the names of at least one person for each elected position. Additional nominations for each office may be made at the time of the General Election.

Section 4. All Governing Board members shall be elected to serve two (2) year terms of office; with the exception of the Assistants to the Vice Presidents who will be elected to one (1) year terms; and the 2017 election, when the Secretary and Vice-President of Programming will be elected to serve a one (1) year term.

Section 5. The President, Vice President of Finance, and Vice-President of Membership will be elected in odd numbered years. The Secretary and Vice-President of Programming will be elected in even numbered years.

Section 6. Counting of the votes shall be done by the Nominating Committee.

Section 7. The Governing Board's term shall begin January 1.

ARTICLE VIII BIMAH

Section 1. A special Bimah Committee shall be appointed by the President of the congregation with the approval of the Governing Board. This Committee shall solicit Rabbinical applications and interview applicants, then make a recommendation for the contracting of services to the Governing Board for approval. Upon approval of the Governing Board, this recommendation shall be presented to the congregation at a regular or special meeting. A two-thirds vote of the adult members present shall be required for the initial election of a Rabbi, and/or Cantor. The selection process for any other spiritual leader will be determined by the Governing Board.

Section 2. The Rabbi and/or Cantor may be elected for a term of one year, or for such period as mutually agreed upon. A written agreement shall be prepared by the Governing Board setting forth the conditions of the relationship, with one (1) copy entered into the permanent records of the congregation, and one (1) copy given to the Rabbi.

Section 3. At least six (6) months prior to the date of ending of the agreement, The Rabbi and/or Cantor and the Governing Board may continue their relationship with a new agreement or they may terminate the relationship by a written notice submitted by either party effective on the date ending the existing agreement. If no formal action is taken to continue or terminate, the then existing agreement shall be considered renewed for one (1) year.

Section 4. The Rabbi and/or Cantor shall have the privilege of attending and participating without vote in all meetings of the Congregation, the Governing Board, and all committees except when requested for some special reason to be absent.

Section 5. An Assistant Rabbi may be recommended by the Rabbi of the congregation to the Governing Board who shall act upon this recommendation by a majority vote. Their duties shall be defined by the Rabbi.

ARTICLE IX COMMITTEES

Section 1. The President shall establish all standing committees.

Section 2. The Governing Board or the President may establish such special committees as are necessary to carry out the work of Temple Beth Or. Duties of all special committees shall be specified on appointment.

ARTICLE X CEMETERY

Section 1. The congregation may lease or own land and other property for use as a cemetery. The management of property shall be the responsibility of the Governing Board.

Section 2. The Governing Board shall delegate the management of the cemetery to a Bereavement Committee whose actions will be subject to the approval of the Board. The Bereavement Committee shall promulgate rules and regulations for the operation of the cemetery, set the charges for burial space, issue permits for burial and arrange for maintenance and for perpetual care. It shall establish regulations for the landscaping of lots and other spaces in the cemetery and for the erection of monuments. All plans for monuments and landscaping must be submitted to the Bereavement Committee in advance for its approval.

Section 3. The cemetery is the property of the congregation which is entitled to use the surplus funds derived from its management, but it shall be the aim of the congregation to set aside enough money to maintain the cemetery in perpetuity. A special fund may be established for this purpose to be administered by the Finance Committee.

ARTICLE XI FISCAL MANAGEMENT

Section 1. The fiscal year shall be defined by the Governing Board.

Section 2. As reported over two (2) consecutive months, the liquid assets of the congregation shall not fall below 10% of the current annual operating expenses of the temple; and those liquid assets, shall not be less than 100% of the charitable restricted funds.

ARTICLE XII AMENDMENTS

Amendments to the Articles of Incorporation and to the Bylaws shall be presented in writing and shall be initiated by the Governing Board or by at least ten percent (10%) of the adult members, and shall be filed with the Secretary. Such amendments may be acted on at any regular meeting of the congregation or at any special meeting called for that purpose. Copies of the proposed amendments, with the arguments for and against them, shall be mailed to each member along with the notice of the meeting at least ten (10) days prior thereto. An affirmative vote of two-thirds (2/3) of the membership units present, not including abstentions, shall be necessary to adopt any amendment.

ARTICLE XIII RULES OF ORDER

The rules of procedure at meetings shall be determined by Roberts Rules of Order, modified by the Governing Board.

ARTICLE XIV INDEMNIFICATION

Section 1. No Governing Board member of the Temple shall be personally liable to the Temple or its members for monetary damages for conduct as a Governing Board member. The elimination and/or limiting of personal liability for a Governing Board member shall not eliminate or limit the Governing Board member's liability for acts of omission that involve intentional misconduct, a knowing violation of law, or any transaction from which a Governing Board member will personally receive a benefit in money, property, or services to which the Governing Board member is not legally entitled. Without limiting the foregoing, all Governing Board members' liability to the Temple or its members is hereby eliminated to the fullest extent allowed by law subject to all limitations of law.

Section 2. The Temple shall indemnify and hold harmless any Governing Board member or officer to the fullest extent allowed by law. Without limitation, the Temple shall indemnify any Governing Board member or officer made a party to any proceeding by reason of the fact that they are or were a Governing Board member or officer against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with such proceeding provided such person conducted themselves in good faith, and: (1) in the case of conduct in their official capacity with the Temple they reasonably believed their conduct to be in the Temple's best interest, or (2) in all other cases they reasonably believed their conduct to be at least not opposed to the Temple's best interest. In the case of any criminal proceeding indemnification is permitted if the person indemnified had no reasonable cause to believe their conduct was unlawful. Any indemnification provided for shall be limited as provided by law and without limitation thereon no indemnification for expenses shall be made for any person who has been adjudged to be liable to the corporation on the basis that the person has personally received a benefit in money, property or services to which the person was not legally entitled. Reasonable expenses incurred by a Governing Board member or officer who is a party to a proceeding may be paid or reimbursed by the Temple in advance of the final disposition of such proceeding. Any advances on expenses shall be upon such terms and conditions as the Governing Board members shall prescribe and as allowed and limited by law. Indemnification for acts and omissions prior to the adoption of the bylaw are permitted as allowed by law.

Section 3. The Governing Board members by resolution on an individual basis may indemnify and hold harmless any employee or agent to the full limit of the law subject to any legal limitations.

Section 4. The rights of indemnification provided in this article shall be in addition to any rights to which such persons, including Governing Board members, officers, employees, or agents, may otherwise be entitled under any law, bylaw, agreement, vote of the Temple members or otherwise, provided it is lawful. Said right of indemnification shall inure to the heirs, executors and administrators of such persons.