

## **TEMPLE BETH OR BYLAWS**

**REVISED 09/26/2021**

### **ARTICLE I – NAME**

This Congregation shall be known as TEMPLE BETH OR (TBO).

### **ARTICLE II – PURPOSE**

TBO promotes the enduring and fundamental principles of Judaism and ensures the continuity of the Jewish people; enables its adherents to develop a relationship with God through communal worship, study, assembly, and support; and applies the principles of Reform Judaism to the values and conduct of the individual, family, and the society in which we live. TBO establishes a Jewish community that provides mutual support and caring to its members.

### **ARTICLE III – NATIONAL AFFILIATION**

TBO is a member congregation of the Union for Reform Judaism.

### **ARTICLE IV - MEMBERSHIP**

Section 1a. Any person, of the Jewish faith by birth or by choice, who is at least eighteen (18) years of age may become a Member upon application and approval by the Membership Committee, Finance Committee, and the Rabbi. A Jew by choice is someone who demonstrates proof of having been converted into the Jewish faith in accordance with requirements of Jewish practice, as determined by the Rabbi of TBO and/or the Ruach and Ritual Committee.

Section 1b. Membership units are family households, in which at least one adult is Jewish. Non-Jewish partners of the Jewish Member are also Members. Children under the age of 18, children who are over 18 and under 27 in the military or attending an educational institution in another community, and adult dependents who live with the family, are also Members. In the case of divorce, separation, or death a surviving or remaining non-Jewish spouse/partner who is committed to the purposes of the Congregation may continue to be a Member.

Section 2. Members of the Congregation have all the privileges of membership, subject to the rules and policies established by the Governing Board (GB), including, but not limited to: voting on TBO matters in accordance with the requirements listed in Article V., Section 1, worship, religious school for their children, adult education and life cycle events.

Section 3. Members are responsible for support of the Congregation through payment of a sacred commitment, pledges, assessments, and other fees as determined by the GB and approved by the membership.

## ARTICLE V- MEETINGS AND VOTING

Section 1. Meetings may be held in person and/or virtually, using video conferencing platforms. Members aged 18 and older in good standing, as defined in Article VII, Section 4, and the Beth Or Temple Youth (BOTY) President are entitled to vote. Members may vote in person or electronically during the voting period designated by the GB. Absentee ballots outside of the stipulated voting period and proxy votes will not be accepted.

Section 2. If electronic voting is utilized:

- a. The meeting shall be recorded and made available to the membership for viewing during the voting period.
- b. Alternative ballots will be provided to Members who do not have access to electronic voting.
- c. The quorum requirement, defined in Section 5, below, is satisfied if the number of ballots cast equals or exceeds the minimum of 10% of eligible voting Members.

Section 3. The President shall convene semiannual meetings in the months of June and December. At the meetings, the President, the Rabbi, and other invited individuals shall submit reports as the GB may request. The Congregation shall approve a budget for the coming fiscal year at the June meeting and shall elect GB Members as necessary at the December meeting. The GB shall notify every Member of the Congregation at least ten (10) days prior to the date of the semiannual meetings.

Section 4. The President may call special meetings of the Congregation. Special meetings may also be called at the request of the majority of the GB, or on written application of at least 25 Members of the Congregation. The call for a special meeting shall identify the purpose of the meeting and Members shall be sent notification of the meeting at least ten (10) days prior to the meeting date. No business shall be transacted at the meeting except that specified in the notice.

Section 5. The attendance of a quorum of Members is required for any Congregational vote whether the meeting is in person or virtual. For both types of meetings, a quorum is defined as consisting of a minimum of 10% of eligible voting Members, unless otherwise specified in these Bylaws.

Section 6. Except as set forth in Section 7 of this Article, all proposals must receive a majority of votes in order to pass. In calculating whether a proposal has passed, a majority is one more than half of those voting, excluding abstentions.

Section 7. Contracts with clergy; for the purchase, sale or alienation of real property by or for TBO; or, for major alterations to Temple property exceeding a cost of \$250,000; are special circumstances that require the following:

- a. The GB 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.
- b. When voting on any of the subject matter identified in this Section, the quorum must consist of a minimum of one-third (1/3) of eligible voting Members.
- c. Two-thirds (2/3) of those voting must vote in favor of any proposal identified in this Section in order to pass.

- d. Voting on the subject matter of this Section may be held by electronic means over a period specified by the GB, with a minimum voting period being one week beginning immediately after the meeting. If electronic voting is utilized, the meeting shall be recorded and made available to the membership for viewing during the voting period. If electronic voting is utilized, the quorum requirement is satisfied if the number of ballots cast equals or exceeds the minimum of one-third (1/3) of eligible voting Members.

## **ARTICLE VI – NOMINATIONS AND ELECTIONS**

Section 1. The Nominating Committee shall make nominations for all open GB positions. The Nominating Committee shall consist of three (3) members and a chair. The chair shall be appointed by the President and approved by consensus of the GB. The Chair shall select the other members of the Nominating Committee.

Section 2. The Nominating Committee shall be in place no later than July 1 of each year.

Section 3. The Nominating Committee shall recommend the names of at least one (1) eligible Member for each vacant position. Members in good standing, as defined in Article VII, Section 4, are eligible for nomination. The slate of nominees must be ready for inclusion in the semiannual general membership meeting packet for the December meeting.

Section 4. President, Vice Presidents, and the Secretary shall be elected to serve a two (2) year term of office; the Assistant Vice Presidents, the Members-at-Large and the President-Elect will be elected for one (1) year terms. All members of the GB shall be elected at the December semiannual membership meeting and their terms will begin on January 1.

Section 5. The President, Vice President of Community and Engagement, and the Vice President of Jewish Life will be elected to serve starting in the odd numbered years. The President-Elect, the Secretary, and the Vice President of Finance and Facilities Management will be elected to serve starting in the even numbered years.

Section 6. The Nominating Committee Chair or the President's designee shall count the votes.

## **ARTICLE VII– GOVERNING BOARD (GB)**

Section 1. The GB shall consist of a President; Immediate Past President or President-Elect (these two would alternate year-to-year); Vice Presidents for Finance and Facilities Management (Treasurer), Community and Engagement, and Jewish Life; an Assistant to each Vice President; Secretary; and three Members-at-Large. Members of the GB shall assume office on January 1 following their election at the semiannual meeting in December.

Section 2. The GB is responsible for the general management of the affairs, funds, records, and property of the Congregation, and shall perform such other duties as needed. Members of the GB shall conduct themselves in accordance with the values and Mission Statement of TBO. Members of the GB must not have any conflict of interest with respect to TBO. To that end, members of the GB should be able to provide an attestation that neither they, nor any member of their immediate family (spouse, child, parent, sibling, etc.) work for any organization or company that sells a product or service to TBO. In addition, a member of the GB may not be related to the clergy.

Section 3. Members of the GB responsibilities are described in the Governing Board Manual and the TBO Policies and Procedures Handbook.

Section 4. Any Member in good standing shall be eligible to serve on the GB. "Good standing" requires a household to be current in all TBO financial obligations.

Section 5. The President and the President-Elect must be Jewish as defined in Article IV, Section 1a.

Section 6. The President or their designee shall preside at all Congregational and GB meetings, shall sign and execute all legal documents, shall appoint task forces, call special meetings, and shall perform all other duties incident to the office. The Presidential designee must be a GB Vice President, the President-Elect, or the Past President. All members of the GB shall have voting privileges except the President, who may only vote to break a tie vote.

Section 7. In case of the absence or inability of the President to fulfill the duties of the office of President, the President Elect will assume the office of President. If there is not a President Elect, the GB will elect one of its current members to complete the remainder of the term or until the next presidential election is held. If the President resigns, they cannot assume the position of Immediate Past President.

Section 8. Should a position on the GB become vacant for any reason, the President, with the consensus of the GB, shall appoint an eligible Member to complete the balance of the term.

Section 9. All members of the GB may serve on the GB for a maximum of seven (7) consecutive years. Upon completing seven (7) consecutive years of GB service, that member must be off the GB for a minimum of one (1) year in order to be eligible to serve again. A GB vote of 2/3 can override this provision with respect to an individual who wishes to serve on the GB.

Section 10. The Immediate Past President's position shall be vacant during the President's second year of their term.

Section 11. Prior to the President's second year of their term, a President-Elect shall be nominated to a one-year term at the next election.

Section 12. If the President chooses to run for a second or extended term, the President Elect position will be filled during the last year of the President's service.

Section 13. Removal of a member of the GB requires a 2/3 vote of the GB.

Section 14. A majority of the GB constitutes a quorum.

Section 15. Regular meetings of the GB shall be held as determined by the GB. The GB is required to meet a minimum of quarterly.

Section 16. TBO will maintain adequate indemnity coverage for all GB members, the cost of which shall be borne by the Congregation.

## **ARTICLE VIII - BIMAH**

Section 1. In the event of a clergy vacancy, the President shall appoint a Search Committee Chair. The President and the Search Committee Chair will select the other Members of the Search Committee together. Upon completion of the search process, the Search Committee will recommend new clergy. The recommendation is subject to approval by the GB. Confirmation by a 2/3 majority congregational vote, as specified in Article V, is required.

Section 2. Clergy may attend and participate, without vote, in all meetings of the Congregation, the GB, and all Committees except when requested for an appropriate reason to be excused.

Section 3. The Covenant for Rabbinic Services describes the duties and responsibilities of the Rabbi.

## **ARTICLE IX - COMMITTEES**

Section 1. The GB shall establish all standing committees. Duties of all standing committees are described in the Governing Board Manual.

Section 2. The President may establish such task forces as are necessary to carry out the work of TBO. Duties of all task forces shall be specified on appointment.

## **ARTICLE X - CEMETERY**

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

Section 2. The GB shall delegate the management of the cemetery to a Bereavement Committee whose actions will be subject to the approval of the GB.

Section 3. The Cemetery Fund must be used for the benefit of the TBO Cemetery.

## **ARTICLE XI – FISCAL MANAGEMENT**

Section 1. The fiscal year shall be July 1 through June 30.

Section 2. Fiscal Management is the responsibility of the GB, per Article VII, Section 2. The GB shall delegate the management of finances to the Finance Committee, whose actions are subject to the approval of the GB.

## **ARTICLE XII - INDEMNIFICATION**

Section 1. TBO shall indemnify and hold harmless any person who is or was a member of the GB, TBO Officer or employee against any liability asserted against such person incurred in the course and scope of their respective duties or functions on behalf of TBO, to the maximum extent of the law, provided the person did not engage in an act or omission that constituted intentional misconduct, gross negligence, a knowing violation of the law, or was done with conscious indifference or reckless disregard for the safety of others. Reasonable expenses incurred by a member of the GB, TBO Officer, or employee who is a party to a legal proceeding arising out of

their duties on behalf of TBO may be reimbursed by TBO in advance of the final disposition of any such proceeding.

Section 2. The indemnification rights provided in this article shall inure to the benefit of the heirs, executors and administrators of the persons entitled to indemnification herein. These indemnification rights shall be in addition to, and not exclusive of any other rights to which such an indemnified person is entitled.

#### **ARTICLE XIII – RULES OF ORDER**

Roberts Rules of Order, as modified by the GB, shall be used as the rules of procedure at meetings.

#### **ARTICLE XIV – AMENDMENTS**

The GB may propose amendments to these Bylaws 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 sent to each Member along with the notice of the meeting at least ten (10) days prior to the meeting date. An affirmative vote of two-thirds (2/3) of the Members voting, excluding abstaining Members, is necessary to adopt any amendment.