

BYLAWS
OF
CONGREGATION B'NAI ISRAEL
OF SACRAMENTO, CALIFORNIA

Amended and Restated Bylaws, As Adopted by the Membership on August 2008
Amended and Restated Bylaws, As Adopted by the Membership on June 2006
Amended and Restated Bylaws, As Adopted by the Membership on May 18, 2003
Amended and Restated, June 2001

**BYLAWS
OF
CONGREGATION B'NAI ISRAEL
OF SACRAMENTO**

ARTICLE I. NAME AND PURPOSE.

Section 100. Name.

This corporation shall be known as Congregation B'nai Israel of Sacramento.

Section 101. Preamble, Purpose and Mission Statement.

(a) Preamble. Judaism is a way of life which we seek to pursue in a broad range of human experience: personal and collective, in worship, in study, in the home, in business, and in the community. We, therefore, seek to enrich and increase the Jewish content of our personal and group existence. In this spirit, we seek the best and most authentic in our traditions and history from any and every time and place that can be adapted to our contemporary spirit.

We further recognize the universal character of Judaism as a religious civilization. To that end, the Congregation shall actively concern itself with the total Jewish Community and the welfare of the Jewish Community's civic life.

(b) Purpose. The purpose of this Congregation shall be to promote the faith of Judaism and the Congregation shall fulfill the historic function of the Synagogue to be a house of prayer, a house of study, and a house of assembly, and shall actively apply the ethical teachings of Judaism to the issues of our society.

(c) Mission Statement. Congregation B'nai Israel has a long tradition firmly embedded in the principles and practices of Reform Judaism. Our Mission has various facets:

- Though Jews can express themselves spiritually in any place, many choose the synagogue as a House of Prayer. Congregation B'nai Israel will provide a spiritual and intellectual Jewish home for its membership, one enriched by programs and services dedicated to enhance our relationships with God.

- The Congregation is dedicated to Jewish peoplehood. We strive to ensure a sense of community in our Temple, to invite young and old, singles and families alike, to participate in Jewish life. We will reach out to interfaith families to show that they too have a home in our Congregation.

- All members, Jewish and non-Jewish, are warmly invited to participate in congregational life, subject only to the few exceptions delineated in these Bylaws and certain matters of religious practice.

- The Congregation is a House of Study. We will educate and inculcate our youth and adults in the joy, practice and strength of Judaism.
- Judaism is a model for the world, and our Congregation is a window to the world. It will serve as a foundation for tikun olam (perfection of the world) through education, social activism and social services.
- To perpetuate our Temple as an institution of Jewish life, we must establish a firm financial foundation. Funds must be available to provide for a full staff, to ensure an outstanding program, to maintain the physical plant, and to contribute to those in need. Our members must be willing to contribute their fair share to this endeavor. No one will be denied membership due to financial hardship.
- As a religious community, Congregation B'nai Israel is only one small part of a greater Jewish world. We recognize our roots in, and kinship to, the broader Jewish communities in this country, Israel and throughout the world. We will strive to enrich this relationship with the People Israel, here and abroad.

Section 102. Affiliation with Union for Reform Judaism.

The Congregation shall be dedicated to the principles of Reform Judaism and shall be affiliated with the Union for Reform Judaism.

Section 103. Definitions.

(a) The definitions applicable to the Nonprofit Religious Corporation Law (California Corporations Code Sections 5000 et seq.) shall control unless specifically provided to the contrary in these Bylaws.

(b) “Board of Trustees” or “Trustees” shall mean the board of directors, including officers, of Congregation B'nai Israel, a nonprofit religious corporation as defined in California Corporations Code Section 5061.

(c) “Congregation” or “Congregation B'nai Israel” shall refer to a corporation, as defined in California Corporations Code Section 5046 (d).

(d) “Affiliated organization” or “affiliate,” notwithstanding the definition in Section 5031 of the Corporations Code, shall mean any association, whether or not it is incorporated, or any other recognized legal entity or relationship which is formed or established pursuant to Article VIII of these Bylaws. “Affiliated organization” or “affiliate” shall not include the Home of Peace Cemetery Association, Inc. or any other organization which may be exempted from the provisions of Article VIII of these Bylaws by an affirmative vote of a majority of the Board of Trustees.

(e) “Voting power” shall mean those adult members of the Congregation who are in good standing as of the record date set pursuant to Section 905 of these Bylaws.

(f) “Member in good standing” shall mean a member who is current in his/her payment of pledges, dues and fees as determined by the Board of Trustees.

ARTICLE II. MEMBERSHIP.

Section 200 . Eligibility for Membership.

(a) Any adult Jewish person (eighteen years of age or older), or the spouse or partner of a Jewish person, or the former spouse or partner of a Jewish person may be elected to membership upon approval of her or his application by a majority vote of the Board of Trustees.

(b) The unit of membership shall be either the individual or the family. Except as otherwise herein provided, the family unit shall reside in the same household. The family unit shall consist of (1) one or two adults with one or more dependent children or other dependents or (2) two adults. Unmarried children up to the age of twenty-five shall be included in the family unit (but not for voting purposes) wherever they reside.

Section 201. Definition of Member, Associate Member, Membership.

(a) “Member” means a natural person who is eligible for membership pursuant to Section 200 of these Bylaws, who has been elected to membership pursuant to Section 202 of these Bylaws, and who is entitled to exercise the rights of members pursuant to Section 204 of these Bylaws.

(b) “Associate member” means a natural person who is not a member of the Congregation as defined in subsection (a) of this section, but who is a full member in good standing of another congregation and who, upon the payment of such consideration as may be established from time-to-time by the Board of Trustees, is permitted access to the benefits, service or assistance as may be permitted by Board resolution approved by a majority of the Board of Trustees.

(c) “Membership” shall have the definition set out in Section 5057 of the Corporations Code.

Section 202. Admission to Membership.

Any natural person, who is eligible pursuant to Section 200 of these Bylaws, upon written application may be admitted to membership by the affirmative vote of a majority of the Board of Trustees. For the purposes of this section, the Congregation may develop and supply an application for use by prospective members.

Section 203. Consideration for Membership -- Pledges, Fees, Dues and Assessments.

(a) Any member elected to membership, as a condition of continued membership, shall pay such membership pledges, fees, dues, assessments or other consideration as is from time-to-time established by resolution and approved by a majority of the Board of Trustees in order to finance the activities and achieve the purposes of this Congregation.

(b) Any member who is in arrears in the payment of dues for a period of six (6) months may be deprived of the rights of membership at the discretion of the Board of Trustees. It shall be the policy of the Board of Trustees not to deny access to religious services and rituals to persons otherwise eligible for membership or to discontinue membership in the Congregation, where a person eligible for membership or a member, as the case may be, demonstrates to the Board of Trustees that he/she is not able to meet the fees, dues, assessments or other consideration as is from time-to-time required pursuant to subsection (a) of this section, provided that, the right to services or the right to continued membership may be terminated when such person later gains the ability to meet financial obligations of members established pursuant to subsection (a) of this section and fails to do so.

Section 204. Rights of Membership.

(a) Upon admission to membership as provided in Section 202 of these Bylaws a member shall be entitled to all privileges of membership, as that term is defined in subsection (c) of Section 201 of these Bylaws and the Nonprofit Religious Corporation Law including, but not limited to, the following rights:

(1) To participate, with the minor or adult dependent children of the member, in all activities held under the auspices of the Congregation.

(2) To vote, subject to the provisions of subsections (e) and (f) of Section 103 and subsection (c) of Section 905 of these Bylaws, on all matters properly before the members and to sign all petitions.

(3) To have their children receive their religious education and to become Bar/Bat Mitzvah and Confirmed upon compliance with the requirements of the Religious School Committee.

(4) To attend, with the member's minor or adult dependent children, all religious services, including the High Holy Days, as determined by the Board of Trustees.

(5) To attend any meetings of the Board of Trustees, except when in executive session, or any committee meetings, but without the right to vote unless a duly elected member of the Board of Trustees.

(6) To use temple facilities under terms and conditions established by the Board of Trustees.

(b) An individual membership unit shall have one vote, and a family membership unit shall have one vote per eligible adult member but in no event more than two votes. A member must be in good standing in order to vote.

(c) Covenant of Membership. In accord with the Congregational Purpose and Mission, the Board of Trustees may adopt a covenant of membership by which members shall conduct themselves.

Section 205. Termination of Membership.

(a) A member may terminate his or her membership upon a written resignation delivered personally or by first class mail to the Board of Trustees. The resignation shall be effective as of the date of the postmark if sent by mail, or upon receipt if delivered personally.

(b) A membership may be terminated upon a majority vote of the Board of Trustees at any regular or special meeting upon a member's failure to meet any obligation of membership, including the Covenant of Membership and the Code of Conduct, created under these Bylaws or the provisions of the Nonprofit Religious Corporation Law.

(c) Termination of membership shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, and dues, pledges, assessments or fees.

ARTICLE III. THE BOARD OF TRUSTEES.

Section 300. Composition; Term; Election.

(a) Eligibility. Any Jewish member in good standing is eligible to serve on the Board of Trustees.

(b) Number. The number of Trustees shall be not less than twenty-three (23) nor more than thirty (30), with the exact number of Trustees to be fixed, within the limits specified, by approval of the Board. The Board of Trustees shall consist of nine (9) officers (including the President-Elect), who serve as Trustees in their respective offices pursuant to Section 400 of these Bylaws; the three (3) ex-officio Trustees as set forth in Section 300 (de); and fourteen (14) "at large" Trustees.

(c) Term. All officers except the President-Elect shall be elected to serve a two (2) year term in their respective offices and a two (2) year term on the Board of Trustees, and seven at-large Trustees shall be elected to serve a two (2) year term on the Board of Trustees, commencing July 1st of each odd-numbered year. The remaining seven (7) at-large Trustees shall be elected to serve a two (2) year term on the Board of Trustees, commencing July 1st of each even-numbered year.

(1) President-Elect. The President-Elect shall be elected to serve a one (1) year term as President-Elect and a one (1) year term on the Board of Trustees, commencing July 1st of each even-numbered year. If the President-Elect is serving a term as officer and/or as Trustee, which term does not expire as of the date the President-Elect assumes office, the other office or position on the Board of Trustees may be deemed vacant. Any vacancy so created shall be filled by appointment of the President, pursuant to Section 302 (a).

(d) Term Limits. No member of the Board of Trustees shall be elected as a Trustee, including a Trustee also serving as an officer, or appointed as an ex-officio member of the Board of Trustees pursuant to subsection (e) of this section, for a period of more than ten (10) consecutive years, until a period of four (4) consecutive years has passed during which the member does not serve on the Board of Trustees in any capacity. The limitation to a ten (10)

year period of service on the Board of Trustees shall be computed, in the case of members elected to the office of Trustee, from the date the Trustee's term of office first commenced and thereafter continued for each year in which the Trustee serves on the Board of Trustees. In the case of an ex-officio member of the Board of Trustees serving pursuant to subsection (e) of this section, the limitation to a ten (10) year period of service shall be computed from the date of election to the presidency of the affiliated organization by virtue of which the member is entitled to membership on the Board of Trustees as provided in subsection (e) of this section, and thereafter continued for each year in which the Trustee serves on the Board of Trustees. Each such member shall be a member of the Congregation in good standing during his/her term of office.

(e) Ex Officio Members of The Board.

(1) Immediate Past President. The immediate past president of the Congregation shall be a member ex-officio of the Board of Trustees, with full voting rights, from the date he/she ended his/her term in office as President of the Congregation until either replaced by a new immediate past president, or for a period of two years, whichever occurs earlier.

(2) Affiliates. The Board of Trustees in its discretion and on an affirmative vote of the majority of the Board of Trustees may approve ex-officio membership on the Board of Trustees with full voting rights to the President of any recognized affiliated organization of the Congregation. Unless otherwise determined by the Board of Trustees, the Presidents of the Brotherhood and the Women of B'nai Israel organizations of the Congregation shall serve as ex-officio members of the Board. Should the president of one of these organizations not be Jewish, the organization, in order to retain its representation on the Board, may designate a Jewish member of the congregation to serve on the Board of Trustees in the president's stead.

(3) B'nai Israel Senior Youth Representative. The Board of Trustees may approve non-voting ex-officio membership on the Board of Trustees to the President of the B'nai Israel Senior Youth Group ("BISY"). The BISY Board may designate another BISY member to serve in this capacity in his or her place. The BISY representative shall be a high school junior or senior and shall be excluded from personnel discussions and executive sessions of the Board of Trustees.

(f) Election of Trustees. The officers and the at-large Trustees shall be elected at the Congregation's annual meeting held pursuant to Section 900 or by written ballot pursuant to Section 907 of these Bylaws. The provisions of Section 1005 of these Bylaws shall apply to contested elections of Trustees.

Section 301. Creation of Vacancies.

A vacancy on the Board of Trustees, including the Executive Committee, shall occur in the event of the death, removal or resignation of any Trustee, or the failure of a Trustee to attend three (3) Board meetings in any single term year unless absent for illness or other good cause. A Trustee may be removed for any or no cause by a majority vote of the members of the entire

Board of Trustees at a regular or special meeting, provided that the meeting notice states the removal question. A Trustee may be removed by the affirmative vote of a majority of the voting power of the Congregation at a properly noticed meeting.

Section 302. Filling of Vacancies.

(a) Any vacancy on the Board of Trustees (except a vacancy created by removal of a Trustee pursuant to Corporations Code Section 9222) or any vacancy in any office provided for in Article IV except President or President-Elect shall be filled by appointment of the President of the Congregation and ratified by the Board of Trustees, and such appointee shall serve the unexpired term of his/her predecessor.

(b) If a vacancy is created by removal of a Trustee pursuant to Corporations Code Section 9222, his or her position shall be filled by the affirmative vote of the members by written ballot or at a duly held meeting at which a quorum is present.

(c) In the event the office of President becomes vacant, the President-Elect shall automatically succeed to the office of President and shall serve out the unexpired term of the former President as well as the full two-year term of the presidency to which the President-Elect has been nominated.

(d) In the event the office of President-Elect becomes vacant other than by the President-Elect filling a vacancy in the office of President, the Board of Trustees shall elect as President-Elect a member of Congregation who meets the requirements set forth in Section 400(b).

Section 303. Powers of Board of Trustees.

The Board of Trustees shall be vested with the management and control of the property and affairs of the Congregation, except those powers as are by these Bylaws or the Nonprofit Religious Corporation Law conferred upon or reserved to the members of the Congregation. The Board of Trustees shall have full power to transact the business of the Congregation and to perform all acts necessary to carry out the objective and purposes of the Congregation including the right to levy dues, fees and assessments of members. The Board of Trustees may not delegate the authority to contract for goods and/or services in amounts in excess of One Thousand Dollars (\$1,000.00).

Section 304. Quorum for Board of Trustees' Meetings.

A quorum of the Board of Trustees shall consist of at least fifty percent (50%) of the total Board including the ex-officio members with voting rights thereof (but excluding vacant Board seats). Every action taken or decision made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be an act of the Board.

Section 305. Regular and Special Meetings of the Board of Trustees.

(a) Regular Meetings. Regular meetings of the Board of Trustees shall be held on the first Thursday of each month at the time and place designated by resolution of the Board, or at such other date and time as established by the resolution of the Board.

(b) Special Meetings. Special meetings of the Board may be called at any time by the President, or any Vice President, or any two (2) Trustees.

(1) Notice. Notice of the time and place of special meetings shall be given to each Trustee by one or more of the following means: (i) personal delivery, (ii) first-class mail, (iii) telephone, including a voice messaging system, (iv) facsimile, (v) electronic mail, (vi) posting on an electronic message board or network which the Congregation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof; or (vii) other electronic means. Notice given by facsimile, electronic mail, electronic message board or other electronic means may be given only to recipients who have provided an unrevoked consent to the use of those means of transmission notices, and may only be used if such means create a record that can be retained, retrieved and reviewed, and later be transferred into a tangible and legible form.

(c) Manner of Meeting. Any meeting, regular or special, may be held in person or by telephone conference, web video conference or other electronic video screen communication or electronic transmission, in which case the following shall apply:

(1) Participation in a meeting through use of telephone conference constitutes presence in person at the meeting as long as all Trustees participating in the meeting are able to hear one another.

(2) Participation in a meeting through use of web video conference, video screen communication or other communications equipment, other than conference telephone, constitutes presence in person at the meeting if all of the following apply:

(i) Each Trustee participating in the meeting can communicate concurrently with all other Trustees;

(ii) Each Trustee is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Congregation; and

(iii) The Board has adopted and implemented a means of verifying both of the following:

a. A person participating in the meeting is a Trustee or other person entitled to participate in the Board meeting.

b. All actions or votes by the Board are taken or cast only by the Trustees and not by persons who are not Trustees.

Section 306. Executive Committee.

(a) Composition. The Executive Committee shall be comprised of the President, President-Elect (in even-numbered years), Vice President of Finance, Vice President of Facilities, Vice President of Administration, Chief Financial Officer, Vice President of Membership, Vice President of Education, Secretary, and Immediate Past President. The Senior Rabbi is an ex-officio, non-voting member of the Executive Committee.

(b) Responsibilities. The Executive Committee shall meet on a regular basis to manage the day-to-day operational affairs of the Congregation, and to make recommendations to the Board of Trustees regarding implementation and adoption of Board policies. In time sensitive situations, the Executive Committee may act on behalf of the Board of Trustees without the necessity of calling a full meeting of the Board. Any such action must be timely submitted to the Board of Trustees for ratification at its next meeting.

(c) Manner of Taking Emergency Action. In the event of an emergency situation for which a meeting of the Board or Executive Committee is not reasonably possible, the Executive Committee may be polled by telephone or electronically, provided that any action taken in this manner must be timely submitted to the Board or Executive Committee, as appropriate, for ratification at a duly held meeting.

ARTICLE IV. OFFICERS.

Section 400. Officers.

(a) The officers of this Congregation shall consist of a President, a President-Elect, a Vice President of Finance, a Vice President of Facilities, a Vice President of Administration, a Vice President of Membership, a Vice President of Education, a Secretary and a Chief Financial Officer.

(b) The officers shall be members in good standing of the Congregation expressly nominated for the office of Trustee and for one of these offices and subsequently elected to the office for which they have been nominated. The election of officers (other than President-Elect) shall be held each odd-numbered year.

(1) The President-Elect shall be nominated by the Nominating Committee for election at the regular election of Trustees each even-numbered year. Nominees for President-Elect shall be members of the Congregation in good standing and shall have completed at least one full year as Trustee as of the date the President-Elect takes office, or shall have otherwise demonstrated extraordinary commitment to the Congregation.

(2) Except as otherwise provided in these Bylaws, each officer, except for the President-Elect, shall hold the office to which he/she is elected for two years commencing on July 1st of the year of their election and continuing until their successors are elected and qualified for office. The President-Elect shall serve for a term of one year. If the President-Elect is a current officer at the time of election, he/she may continue to serve in that capacity, as well.

Section 401. The President.

The President shall preside over all Congregational and Board of Trustees meetings, shall appoint members of such committees as are required or permitted to be formed pursuant to these Bylaws and the Nonprofit Religious Corporation Law, shall be an ex-officio member of all committees, and shall call special meetings of the Board of Trustees or of the Congregation, or of committees, and shall perform such other duties as are incidental to the office of President established from time to time in a writing which shall be approved by an affirmative majority vote of the Board of Trustees, provided that such writing may not limit the duties and responsibilities which are required or permitted pursuant to these Bylaws or the Nonprofit Religious Corporation Law. The President or his or her designee shall serve, along with the Senior Rabbi, as the designated Congregational spokesperson, unless otherwise directed by the Board of Trustees.

Section 402. The Vice Presidents.

There shall be five Vice Presidents: (1) a Vice President of Finance; (2) a Vice President of Facilities; (3) a Vice President of Administration; (4) a Vice President of Membership; and (5) a Vice President of Education. The Vice Presidents serve on the Executive Committee, serve as liaisons between the Board and committees/organizations that fall under their purview, work with committee chairs as a resource and coordinator, work on special projects as needed, and carry out specific tasks associated with their respective Vice President roles as follows:

(a) The Vice President of Finance is responsible for coordinating the Congregation's long-term financial planning activities and oversight of Temple policy and activities in the areas of: investment/endowment income, management, and distribution; revenue development and fund-raising, including foundations and grants; dues; reserve funds; capital finance; asset management, and acquisition of financial services. The Vice President of Finance also works with the Chief Financial Officer, Financial Advisory Committee, Endowment Committee and other similar committees as established from time to time.

(b) The Vice President of Facilities provides coordination and oversight for all activities associated with maintaining and improving the physical plant and serves as Board liaison to related committees such as Building and Grounds, Security, Maintenance, and Facilities Usage, and others as established from time to time.

(c) The Vice President of Administration provides coordination and oversight on Congregational employment and personnel matters; handles the evaluation of, and personnel issues involving, the Senior Rabbi; consults with the Senior Rabbi on evaluations and personnel issues relating to other staff; provides oversight and serves as Board liaison to the Administrator and other personnel and administrative committees (e.g., Administration Committee) as established from time to time.

(d) The Vice President of Membership serves as liaison for the members of the Congregation and the Board of Trustees on membership issues; provides oversight, works as Board liaison to, and coordinates efforts of the Membership Committee as well as committees such as Chavurot, Leisure League, Interfaith Outreach, etc. to meet the membership needs of

congregants, including temple social activities and membership development, as well as actively works on the recruitment, integration, and retention of members.

(e) The Vice President of Education provides coordination and oversight and serves as Board liaison to the Educator and education-related committees, including the Religious School Committee, Adult Education, Early Childhood Education, Youth Commission, Library, and others as established from time to time.

Section 403. The Chief Financial Officer.

The Chief Financial Officer shall be the custodian of all funds of the Congregation, and shall be the disbursing agent of the Congregation as authorized by the Board of Trustees. He/she shall report monthly to the Board of Trustees, and annually to the Congregation, the financial condition of the Congregation, and shall arrange for an annual review of the Congregation's financial books and internal procedures by a certified public accountant as directed subject to the approval of the expense by the Board of Trustees. The Chief Financial Officer shall be responsible for preparing the annual budget and presenting it to the Board of Trustees, and shall perform such other duties and responsibilities as are established from time to time in a writing which shall be approved by an affirmative majority vote of the Board of Trustees.

The Chief Financial Officer and the Vice President of Finance shall be members of and Board liaisons to the Financial Advisory Committee.

The Chief Financial Officer shall be responsible for the establishment and maintenance of sound internal accounting controls and asset management procedures.

Section 404. The Secretary.

The Secretary shall serve as Secretary of the Congregation and of the Board of Trustees; shall prepare and distribute the Minutes of all meetings of the Congregation, Board of Trustees and of the Executive Committee; shall conduct and coordinate the annual meeting in collaboration with the President and Administrator; shall prepare the temple directory; and shall provide oversight for all congregational publications and the website. The Secretary shall perform such other duties and responsibilities as are established from time to time in a writing which shall be approved by an affirmative majority vote of the Board of Trustees.

Section 405. The President-Elect.

The President-Elect shall serve on the Executive Committee and shall assist the President and work on special projects as needed. In the absence or disability of the President, the President-Elect shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section 406. Fidelity Bonds.

Before assuming office, all officers shall be covered by a blanket position fidelity bond or comparable insurance in amounts as determined by the Board of Trustees, the cost of which shall be borne by the Congregation.

ARTICLE V. ADVISORY COMMITTEE.

Section 500. Composition.

The Advisory Committee shall consist of the President of the Congregation and the past Presidents of the Congregation.

Section 501. Functions.

The Advisory Committee shall serve in an advisory capacity to the Board of Trustees, the President and other officers of the Congregation, the Rabbi, the Cantor, and to the Congregation.

The Advisory Committee may in addition make formal recommendations and reports to the Board of Trustees and to the spiritual leadership of the Congregation.

Section 502. Chairperson of the Advisory Committee.

The Chairperson of the Advisory Committee shall be the Immediate Past President of the Congregation.

ARTICLE VI. SPIRITUAL, EDUCATIONAL AND PROFESSIONAL TEMPLE LEADERSHIP.

Section 600. Generally.

The spiritual, educational and professional leadership of this Congregation consists of, but is not limited to, the Senior Rabbi and any Assistant or Associate Rabbi, the Cantor, the Educator, the Temple Administrator and any other positions necessary or appropriate to accomplish the purposes of this Congregation. The provisions of this article shall control in the election and hiring of the spiritual, educational and professional leadership. Nothing in this article shall limit the Board of Trustees in structuring, hiring, compensating, directing or supervising the members of the spiritual, educational and professional leadership except as provided in this article, other provisions of these Bylaws and the Nonprofit Religious Corporation Law, subject to any rights pursuant to an employment contract.

Section 601. The Rabbi(s).

(a) The Board of Trustees shall elect a Senior Rabbi and may elect one or more Assistant or Associate Rabbis in accordance with the protocols for rabbinical-congregational relationships promulgated by the Union for Reform Judaism, except as otherwise specifically provided by agreement between the Rabbi and the Congregation.

(b) The terms and conditions of the Rabbis' employment shall be established by the Executive Committee and approved by the affirmative vote of a majority of the Board of Trustees.

(c) Notwithstanding subsection (a) of this section, the election of a Rabbi, or the termination of his/her election shall be upon an affirmative vote of a majority of the members of the Board of Trustees at any regular or any special meeting of the Board of Trustees subject to any contract rights of the Rabbi.

(d) The Senior Rabbi shall be responsible for the spiritual, religious and educational functions of the Congregation in accordance with the traditions and practices of Reform Judaism.

Section 602. The Cantor.

(a) The Board of Trustees may elect a Cantor.

(b) The terms and conditions of the Cantor's employment shall be established by the Executive Committee and approved by the affirmative vote of a majority of the Board of Trustees.

(c) The Cantor shall, under the direction of the Rabbi, perform worship and educational functions within the Congregation in accordance with the traditions of Reform Judaism.

Section 603. The Educator.

(a) The Board of Trustees may elect an Educator, to be selected in consultation with the Religious School Committee.

(b) The terms and conditions of the Educator's employment shall be established by the Executive Committee and approved by the affirmative vote of a majority of the Board of Trustees.

(c) The Educator shall, under the direction and supervision of the Senior Rabbi and with the advice, assistance and consultation of the Religious School Committee, manage the educational functions of the Congregation in accordance with the traditions of Reform Judaism.

Section 604. The Temple Administrator.

(a) The Board of Trustees may hire a Temple Administrator.

(b) The terms and conditions of the Temple Administrator's employment shall be established by the Executive Committee and approved by Board of Trustees.

(c) The duties and responsibilities of the Temple Administrator shall be set by the President of the Board of Trustees in consultation with the Senior Rabbi and approved by the Board of Trustees. The President may delegate the establishment of the duties and

responsibilities of the Temple Administrator to a qualified person or a committee established for that purpose.

ARTICLE VII. COMMITTEES.

Section 700. Authorization.

(a) In addition to the standing committees established pursuant to Section 703, the President may establish such standing and special committees as may be necessary and appropriate to conduct Congregational functions and activities.

(b) The officers shall establish a policy for each such committee, which shall set out the role, number of members, duties and responsibilities of any such committee.

(c) The President shall be, ex officio, a voting member of all committees.

Section 701. Function.

Committees appointed by the President pursuant to Section 700 of the Bylaws shall function in an advisory capacity to the Board of Trustees, unless otherwise indicated.

Section 702. Composition.

Committee members shall serve at the pleasure of the President. Committee chairs shall be appointed by and serve at the pleasure of the President. Any member in good standing may serve as chair of a committee, except that the chairs of the Religious Practices, Religious School and Social Action committees must be Jewish. A non-Jewish member may co-chair, with a Jewish member, the Social Action and Religious School committees.

Section 703. Standing Committees.

The following standing committees are hereby established:

(a) **The Religious School Committee.**

(1) The purpose of the Religious School Committee shall be to establish, implement and evaluate the educational policies and programs of the Congregation, including but not limited to, the Religious School and Hebrew School; advise, assist and consult with the Educator on educational policies and programs, and report to the Board of Trustees on the Congregation's educational policies and programs. The establishment and implementation of the Congregation's educational policies and programs shall be subject to the advice and consent of the Board of Trustees. The duties and responsibilities of the Religious School Committee shall also be exercised with advice of and in cooperation with the Vice President of Education, Rabbi(s) and Cantor.

(2) The Religious School Committee's goals, purposes, programs and activities shall be consistent with those of the Congregation as expressed in these Bylaws and/or approved by the Board of Trustees.

(3) The President shall appoint the members of the Religious School Committee, in consultation with the Executive Committee and the Congregation's professional leadership.

(4) The Religious School Committee shall assist the Vice President of Administration with the establishment of a job description for the Educator. The Religious School Committee shall also assist in the evaluation of the Educator's job performance as provided in these Bylaws.

(b) Religious Practices Committee.

(1) The role of the Religious Practices Committee shall be to consider and recommend to the Rabbi, Cantor and other spiritual leaders of the Congregation, such religious practices as are consistent with the traditions and practices of Reform Judaism and the wishes of the Congregation. All such recommendations shall be brought to the Board of Trustees for consideration and approval by an affirmative majority vote of the Board before submission to the spiritual leadership. All such recommendations shall be advisory only, and shall seek to reflect the sense of the Congregation.

(2) The President, upon consultation with the Rabbi, shall appoint the members of the Religious Practices Committee to reflect the diversity of the Congregation's spiritual and cultural beliefs. All members must be Jewish.

(c) Rabbinic Advisory Committee.

(1) The Rabbinic Advisory Committee shall be chaired by a member of the Executive Committee appointed by the President and consist of three additional members of the Congregation, of which no more than one shall be a member of the Board of Trustees.

(2) The purpose of the Rabbinic Advisory Committee shall be to provide information and present congregational concern and opinions to the Rabbi and to the Board of Trustees about the nature, direction and quality of his/her service to the Congregation and to share Rabbinic concerns about the nature, direction and quality of his/her services with the Board of Trustees.

(d) Financial Advisory Committee.

(1) The role of the Financial Advisory Committee shall be to provide guidance and recommendations to the Executive Committee and Board of Trustees on financial matters pertaining to Congregational activities, budget, operations and investments.

(2) The Financial Advisory Committee shall consist of the Vice President of Finance, Chief Financial Officer, Administrator and no more than eight qualified Congregational members.

(3) The Financial Advisory Committee shall convene at least twice annually and upon request of the Vice President of Finance, Chief Financial Officer or President.

(e) The President shall seek to appoint the members of the standing committees set out in Section 703 within forty-five (45) days of the annual meeting of the members of the Congregation.

ARTICLE VIII. AFFILIATED ORGANIZATIONS.

Section 800. Establishment.

Affiliated organizations of the Congregation may be established and continue subject to conditions established by the Board of Trustees. Any affiliated organization may be exempted from the requirements of this Article by an affirmative vote of a majority of the members of the Board of Trustees at any regular or special meeting of the Trustees.

Section 801. Goals and Purposes of Affiliated Organizations.

Affiliated organizations of the Congregation shall not have goals, purposes and/or programs, nor pursue activities which are inconsistent with those of the Congregation as expressed in these Bylaws and/or by the Board of Trustees.

(a) The approval for the establishment of any affiliated organization shall be by a resolution approved by an affirmative vote of a majority of members of the Board of Trustees at any regular or special meeting of the Trustees.

(b) The approval of any affiliated organization may be revoked and the affiliated organization shall dissolve and discontinue any activity under the auspices of or on behalf of the Congregation when so directed in a resolution approved by an affirmative vote of a majority of the members of the Board of Trustees at any regular or special meeting of the Board.

(c) The governing documents of the affiliated organization (including the articles of incorporation or Bylaws, if any) and the goals, purposes, programs and activities of any affiliated organization shall be presented to the Board of Trustees in writing at the time of a request for approval of any affiliated organization and the Board shall be assured that provisions for the dissolution and discontinuance of the affiliated organization are included in the written proposal for approval of the affiliated organization at the time of submission to the Board of Trustees.

ARTICLE IX. MEETINGS OF MEMBERS.

Section 900. Annual Congregational Meeting.

An annual meeting of the Congregation shall be held between May 1st and June 30th at such place as shall be designated by the Board of Trustees.

At the annual meeting, reports regarding the state of the Congregation shall be submitted by the President, the Rabbi, and such other persons, officers, affiliates and committees that may be so requested by the President or directed by the Board of Trustees, and the election of the officers and Trustees of the Congregation shall be conducted (or results announced, in the case of an election of Trustees conducted by written ballot submitted to all members by mail pursuant to

Section 907 of these Bylaws). Every member of the Congregation shall be notified of the time, date and place of the meeting by mail at least ten (10) days prior to such annual meeting.

Section 901. Special Meetings.

Special meetings of the Congregation shall be called by the President at his/her option or upon request of the Board of Trustees, or on written request delivered to the President, any Vice President or the Secretary of the Congregation by five percent (5%) or more of the members.

(a) A special meeting may be held concurrently with the annual meeting provided, however, that upon receipt of a request for a special meeting the President shall call the special meeting no later than sixty (60) days from the date of receipt of said request.

(b) The notice calling a special meeting of the Congregation which is requested by persons other than the Board of Trustees shall set forth the purpose of the meeting, and written notice of the special meeting shall be mailed within twenty (20) days after receipt of the request for the special meeting by the required number of members and, unless the special meeting is held concurrently with the annual meeting of the Congregation, no business shall be transacted at the meeting except that business specified in the notice calling a special meeting.

Section 902. Quorum for Congregational Meetings.

(a) A quorum for the transaction of business shall consist of ten percent (10%) of the voting power of the Congregation, present in person or represented by written ballot or by proxy.

(b) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of members or proxies resulting in voting power of less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(c) In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business time may be transacted, except as provided in subsection (b) of this section.

Section 903. Voting by Members at Meetings of the Members.

Except as provided in Section 1005 and subsection (h) of Section 907 of these Bylaws, all action by the members at any Congregational meeting at which a quorum is present, either in person or by written ballot or proxy, shall be governed by a majority vote of those present and voting. Any action duly taken by the members shall be binding on the Board of Trustees.

Section 904. Members Entitled to Notice of any Regular or Special Meeting of Members.

(a) The Board of Trustees may fix in advance a date as the record date for the purpose of determining the members entitled to notice of any meeting of the members. The record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting.

(b) If no record date is fixed, members at the close of the business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of a meeting of members. A determination of members entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board of Trustees fixes a new record date for the adjourned meeting.

Section 905. Members Entitled to Vote at Any Regular or Special Meeting of Members.

(a) The Board of Trustees may fix, in advance, a date as the record date for the purpose of determining the members entitled to vote at a meeting of members. The record date shall not be more than sixty (60) days before the date of the meeting. The record date shall also apply in the case of an adjournment of the meeting unless the Board of Trustees fixes a new record date for the adjourned meeting.

(b) If no record date is fixed, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at any regular or special meeting of the members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of the members.

(c) The Board of Trustees may upon an affirmative vote of a majority of Trustees at any regular or special meeting of Trustees determine who is eligible to vote for the election of Trustees at the annual meeting of the members on the record date established pursuant to subsection (a) of this section.

Section 906. Board of Trustee Proposals; Referral to Members.

In its discretion, the Board of Trustees may refer any proposal to the members for a Congregational decision which shall be binding upon the Board of Trustees. For this purpose, the Board of Trustees may call a special Congregational meeting, authorize a vote by written ballot, or may, after giving notice of the proposal, utilize the annual meeting.

Section 907. Vote by Written Ballot Distributed to All Members by Mail.

Except as otherwise provided in these Bylaws, the Board of Trustees, by vote of a majority of the Trustees at least sixty (60) days prior to the next annual or special meeting may authorize the preparation and distribution of a written ballot to be mailed to all members in good standing and entitled to vote at the next annual or special meeting of the Congregation for approval or disapproval of any matter properly before the members, including the election of Trustees. Except as otherwise limited by these Bylaws, the distribution of a written ballot to all members of the Congregation for approval or disapproval of any matter properly before the members, including the election of Trustees pursuant to subsection (f) of Section 300 and Section 400 of these Bylaws, may also be instituted upon the written request delivered in person or by mail to the President, any Vice President or the Secretary of the Congregation by one hundred (100) members of the Congregation eligible to vote in the next annual or special meeting of the members. The procedures of this section and other relevant provisions of these Bylaws and the provisions of the Nonprofit Religious Corporation Law shall control the conduct of a written ballot.

(a) The written ballot together with a stamped envelope pre-addressed with the return address for the written ballot shall be mailed to all members entitled to vote along with the mailing of the notification of the time and place of the annual or special meeting of the Congregation, provided that in the event of the use of the written ballot distributed by mail, the written ballots shall be distributed to all members by first class mail at least forty (40) days before the annual meeting.

(b) The written ballot shall, in a clear and concise manner, present the issue or issues, so as to permit members to vote either aye or nay on each issue or group of related issues before the members.

(c) Except in connection with solicitations of proxies or written ballots for the election of Trustees when the Board of Trustees is permitted to or required to refer any issue or group of related issues to the members for their approval or disapproval and when the Board of Trustees has approved of the issue or group of related issues by less than a unanimous recommendation, then, at the direction of and in accordance with uniform criteria established by the Board of Trustees, written arguments for and against any issue or group of related issues presented to the members on any written ballot submitted to all members by mail pursuant to this section, shall be prepared by proponents and opponents and mailed to all members with the written ballot.

(d) Any solicitation of written ballots distributed pursuant to this section shall specify the date and time by which the ballot must be returned to be counted.

(e) In any contested election for the office of Trustee, upon the written request of any nominee for the office of Trustee, whether or not the nominee for the office of Trustee is also nominated for any one of the offices required pursuant to subsection (a) of Section 400 of these Bylaws, and upon the payment of the reasonable cost of mailing (including postage), the Board of Trustees shall within ten (10) business days after the request (provided payment has been made), by mail to all members, or such portion of them as the nominee for the office of Trustee may reasonably specify, any material, which the nominee shall furnish and which is reasonably related to the election of Trustees, unless the Board of Trustees, after the written request of the nominee, allows the nominee, at the Board of Trustees option, to exercise the rights pursuant to Section 9511 of the California Corporations Code, as currently or subsequently amended, and to proceed to contact the members independently of the Board of Trustees.

(f) Whenever any matter including the election of Trustees is to be by written ballot distributed by mail to all members, the written ballot shall state a return due date and shall be returned to the address printed on the envelope that accompanies the written ballot no later than midnight on the day which is five (5) days prior to the annual meeting required pursuant to Section 900 of these Bylaws or any special meeting of the members pursuant to Section 901 of these Bylaws, unless the vote by written ballot distributed to all members will be in lieu of a meeting as provided in Section 9413 of the Corporations Code (actions taken without a meeting of members).

(g) A written ballot may not be revoked.

(h) Except as provided in Section 1005 of these Bylaws, any matter referred to the members by written ballot distributed by mail shall be decided by a majority of ballots returned and any votes that are cast at a meeting of the members where the matter will be discussed and decided, unless the action will be taken without a meeting as provided in Section 9413 of the Corporations Code (actions taken without a meeting of members).

Section 908. Inspectors of Election.

(a) In advance of any meeting of members, the Board of Trustees may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting of members may, and on the request of any member or a member's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one or three inspectors are to be appointed. In the case of any action by written ballot, the Board of Trustees may similarly appoint inspectors of election to act with powers and duties as set forth in this section. The Secretary may serve as an Inspector of Election.

(b) The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members.

(c) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

Section 909. Adjournment of Any Regular or Special Meeting of Members.

(a) Except as provided in subsection (c) of Section 902 of these Bylaws and this section, any duly held meeting of the members may be adjourned upon an affirmative vote of a majority of members present and voting, provided the vote is approved by a majority of the members required to constitute a quorum.

(b) No regular or special meeting of the members shall be adjourned to a date that is more than forty-five (45) days from the date of the adjourned meeting. If any special meeting of the members which is requested by five percent (5%) or more of the members at which a quorum is present cannot be adjourned to a date that is within forty-five days of the originally called and noticed meeting, upon an affirmative vote of a majority of the members present, the Board of

Trustees shall call the meeting and give notice of the meeting as required in subsections (a) and (b) of Section 902 of these Bylaws.

(c) Notice of an adjourned meeting need not be given if the date, time and place of adjourned meeting are announced at the meeting at which the adjournment took place.

(d) If at the meeting which was adjourned, there was a quorum of members present as provided in subsection (a) of Section 902 of these Bylaws and if the adjournment was approved as provided in subsection (a) of this section, the Congregation may transact any business at the adjourned meeting which might have been transacted at the originally called and noticed meeting of the members.

(e) If after the adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting is entitled to vote at the adjourned meeting.

(f) Any business transacted at a properly adjourned meeting at which a quorum is present and which is approved by a majority of the members present shall be the act of the members and shall be binding on the Board of Trustees and the Congregation.

ARTICLE X. NOMINATIONS OF OFFICERS AND TRUSTEES.

Section 1000. Nominating Committee: Appointment; Purpose; Report to Congregation.

The President shall appoint and inform members of the Congregation of the appointment of the Nominating Committee and its purpose of nominating members for the office of Trustee and for the offices specified in subsection (a) of Section 400 of these Bylaws. The notice of the appointment of the Nominating Committee shall be mailed to the members of the Congregation or published in the temple newsletter at least three (3) months prior to the date of the annual Congregational meeting. The notice shall include the name of the members of the Nominating Committee, the procedure for additional nominations as specified in Section 1003 of these Bylaws and that members who wish to be elected to one of the offices specified in subsection (a) of Section 400 must be nominated for the specific office to which they wish to be elected. The names of candidates selected by the Nominating Committee shall be presented and filed with the Board of Trustees at the regular Board meeting at least two (2) regular Board meetings prior to the annual Congregational meeting and the Congregation shall thereafter be informed of the names of the nominees, pursuant to Section 907(a) (in the case of a written ballot) or Section 1002 hereof, as applicable.

Section 1001. Composition of Nominating Committee.

The nominating committee shall consist of three (3) members of the Board of Trustees; three (3) past Presidents of the Congregation, and three (3) members of the Congregation who are neither officers, Trustees nor past Presidents. The President, President-Elect, and Senior Rabbi shall serve as ex-officio members of the Nominating Committee.

Section 1002. Nominations: Submission to Congregation.

All nominees shall meet the eligibility requirements stated in Section 300(a). In proposing nominees, the Nominating Committee shall use its best efforts to ensure that the Board of Trustees reflects the diverse composition of the Congregation. Additionally, the Nominating Committee shall use its best efforts to ensure its nominees include representative from a variety of Temple committees and organizations, such as Brotherhood, Women of B'nai Israel, Social Action, Interfaith, and others. A list of the nominees shall be submitted to the Congregation at least forty (40) days prior to the date of the annual Congregational meeting.

Section 1003. Additional Nominations.

Subject to the limitation in Section 1004 of these Bylaws any five (5) members may nominate additional candidates for any office by filing with the President at least ten (10) days before the annual meeting, their written nomination of a candidate together with the candidate's written consent to serve as a member of the Board of Trustees.

Section 1004. Close of Nominations in the Case of Election of Trustees by Written Ballot.

Whenever the members or the Board of Trustees (pursuant to Section 907 of these Bylaws) require that the election of Trustees be by written ballot distributed to all members by mail, the nominations for the expiring terms of office on the Board of Trustees shall close on a date which is fifty (50) days prior to the date of the annual congregational meeting required pursuant to Section 900 of these Bylaws.

Section 1005. Contested Elections of Trustees and Officers.

(a) In the event of the nomination of more members for the office of Trustee than are vacancies on the Board of Trustees to be filled by such election, those nominees, equal to the number of vacancies to be filled, receiving the highest number of votes shall be elected to the office of Trustee.

(b) In the event of the nomination of more than one member for one or more of the offices required pursuant to subsection (a) of Section 400, the nominee for any contested office who receives the highest number of votes of all votes cast for all nominees for the contested office for which the member is nominated shall be elected to that office and the office of Trustee. Any member nominated for an office which is required pursuant to subsection (a) of Section 400 and who receives less than the number of votes received by the person who receives the highest number of votes for the contested office shall be defeated for the office of Trustee irrespective of whether that nominee receives more votes than are cast for any nominee for any other office required pursuant to subsection (a) of Section 400 or any other nominee for the office of Trustee who is not nominated for one of the offices required pursuant to subsection (a) of Section 400.

(c) (1) In the event of a tied vote between two or more members nominated for the same office in a contested election for any of the offices required pursuant to subsection (a) of Section 400, or for the office of Trustee, a runoff election shall be held for the office or offices for which there was a tied vote. The run-off election for any contested office required pursuant to subsection (a) of Section 400 shall only involve the nominees for the office for whom the vote

is tied: any person receiving less than the number of votes tied shall not be involved in the run-off election.

(2) Except as provided in subsection (c)(3) of this section, the run-off election shall be held at the annual meeting of the members at which the tied vote occurs, or, upon a vote of a majority of the members present, the run-off election may be held at a meeting on a date not to exceed thirty (30) days from the date of the annual meeting, and further provided that no additional notice of the run-off election shall be required

(3) If the election of Trustees which resulted in a tied vote for one or more nominees for the office of Trustee (whether or not the nominee was also nominated for one of the offices required pursuant to subsection (a) of Section 400), was conducted by written ballot distributed to all members by mail pursuant to Section 303 or Section 907 of these Bylaws, the run-off election shall be by written ballot distributed to all members by mail no later than fifteen (15) days after the date the results of the election of Trustees conducted by written ballot are announced and, further provided, that the date for the return of the written ballots distributed as part of the run-off election shall be returned to the address specified on the written ballot not later than forty-five (45) days from the date on which the results of the original election in which the tied vote resulted.

ARTICLE XI. AMENDMENTS TO THE BYLAWS.

Section 1100. Procedure.

(a) Amendments to these Bylaws may be proposed as follows:

(1) By petition signed by at least twenty (20) members of the Congregation and filed with the Board of Trustees at a regular or special meeting of the Board of Trustees; or

(2) By affirmative vote of a majority of the members of the Board of Trustees present and voting at any regular or special meeting of the Board of Trustees.

(b) Proposed amendments must be presented and acted upon at the next regular meeting of the Congregation or, in advance of the next regular meeting of the Congregation, at a special meeting of the Congregation which shall be called in accordance with the provisions of Section 901 of these Bylaws or by written ballot in accordance with the provisions of Section 907 of these Bylaws, for the purpose of considering and acting upon any proposed amendments.

(c) Copies of the proposed amendments shall be mailed to each member with notice of the meeting at least ten (10) days prior to the date of the meeting at which the proposed amendments to the Bylaws will be considered and acted upon by the members.

(d) Provided that a quorum is present (per Section 902), an affirmative vote of a majority of the voting power present in person or represented by written ballot shall be necessary to adopt any amendment to these Bylaws. [For example, if there are 1,000 adult members in good standing (the "Voting Power"), a quorum will consist of 10% (or 100 votes).]

ARTICLE XII. FINANCIAL CONTROLS.

Section 1200. Internal Accounting.

The Board of Trustees shall provide, establish and maintain an Internal Accounting System and Procedure in accordance with generally accepted accounting procedures. The Internal Accounting System shall provide the means to control and account for all assets and funds provided to, acquired by, donated to, or otherwise made available to the Congregation and for all payments and transfers of the Congregation funds including all funds in dedicated, discretionary or segregated accounts which are established by the Board of Trustees, including clergy discretionary accounts. No segregated, discretionary or dedicated fund shall be established without the approval by an affirmative majority vote of the Board of Trustees. Discretionary funds shall be subject to the Discretionary Fund Guidelines approved by Board of Trustees.

Section 1201. Property Control.

The Board of Trustees shall establish systems and procedures as part of the operational requirements of the Congregation, that will assure that all property real and personal, acquired by and for the Congregation, be adequately controlled, to assure that such property is recorded, insured, identified, stored, protected, used and disposed, in the best interest of the Congregation.

Section 1202. Disbursement of Congregational Funds.

All disbursements of Congregational Funds shall require the signatures of two (2) officers who shall be designated in a resolution for each account in which Congregational funds are deposited by a resolution approved by an affirmative majority vote of the Board of Trustees, one of whom shall preferably be the Chief Financial Officer. Any funds which require a greater vote by the Board to invade the corpus shall only be disbursed as required in the controlling documents for that fund.

END

BYLAWS OF CONGREGATION B'NAI ISRAEL
OF SACRAMENTO

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- Section 101. Preamble, Purpose and Mission Statement.
- Section 102. Affiliation with Union for Reform Judaism.
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- Section 200. Eligibility for Membership.
- Section 201. Definition of Member, Associate Member, Membership.
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- Section 301. Creation of Vacancies.
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