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BYLAWS
OF
TEMPLE EMANU-EL, INC.
SAN DIEGO, CA 92120

TEMPLE EMANU-EL
6299 Capri Drive
San Diego, California 92120

BYLAWS

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BYLAWS

OF

TEMPLE EMANU-EL

Temple Emanu-El is a Religious Corporation organized on March 22, 1972 under and by virtue of laws of California under the provisions of an Act concerning general non-profit corporations. Bylaws were approved by members at the meeting of the members on January 28, 1973. Dates of previously approved Amendments are listed at the end of these Bylaws.

ARTICLE I

Name - Offices - Purposes

SECTION 1 - NAME AND OFFICE

This Congregation shall be known as Temple Emanu-El of San Diego, California. The principal office of the Congregation shall be in the County of San Diego, State of California.

SECTION 2 - PURPOSES

The purposes of this Congregation are:

1) To worship God in accordance with the faith and practices of Reform Judaism; 2) To cultivate a love and understanding of the Jewish Heritage; 3) To enrich and increase the Jewish content of our personal and group existence and especially to maintain and strengthen Jewish family life; 4) To stimulate fellowship in the Jewish Community; 5) To promote the welfare of Jewish people everywhere; and 6) To live by the principles of justice and to promote a sense of community for the betterment of humanity.

In order to advance the above purposes, the Congregation may affiliate itself with the Union for Reform Judaism, or any successor organization.

ARTICLE II

Membership - Voting - Dues - Rights

SECTION 1 - ELIGIBILITY FOR MEMBERSHIP

A. Any person of the Jewish faith, or any person married to or living in partnership with those upholding the Jewish faith, shall be eligible for membership as a member unit in the Congregation.

The following are definitions of a member unit:

1. An individual person who has attained the age of 18 years of age.
2. A couple, or an individual adult parent, together with unmarried children either (a) under eighteen (18) years of age; or (b) over eighteen (18) years of age, in full-time attendance in school, or learning a trade and predominantly supported by the couple or the parent.
3. In the event of the death or divorce of a member, the surviving or remaining partner/spouse may continue as a member if the partner/spouse so desires.

B. NUMBER. The Congregation's membership shall not exceed five hundred fifty (550) member units; however, the membership may be increased above this limit, so long as the increase does not exceed five percent (5%) of the membership number. Excess membership over five hundred fifty (550) anticipates membership resignations during the ensuing months. In order to calculate the maximum membership number, the following classes of members shall not be included: associate or complimentary members, and invited non-dues paying members. Priorities for accepting new members after achieving the membership limit shall be established by the Board of Directors ("Board").

SECTION 2 - APPLICATION

A. Membership in the Congregation shall be governed by the Membership Policies established by the Board.

SECTION 3 - VOTING AT CONGREGATIONAL MEETINGS

Each individual adult member shall be entitled to one vote at all Congregational meetings. Members must be in good standing to vote as specified in Article II Section 6.

SECTION 4 - DUES AND FEES

A Congregational member ("Member") must pay, within the time and on the conditions set by the Board, such annual dues and fees as the Board determines.

SECTION 5 - ASSESSMENTS

The Board may levy special assessments upon the Members subject to the approval of a majority of Members at a Congregational meeting voting in person; provided the meeting notice advises of the proposed assessment. A Member must pay such assessments within the time and on the conditions set by the Board and as set out in these Bylaws.

SECTION 6 - MEMBERS IN GOOD STANDING

Those Members who have paid the required dues, fees (such as preschool, Torah school and B'nai Mitzvah, assessments, facility fund, written pledges, and letters of commitment) in accordance with these Bylaws and policies as set by the Board, and who are not suspended, or expelled, shall be Members in good standing.

SECTION 7 - EXPULSION, TERMINATION OR SUSPENSION OF MEMBERSHIP

A. CAUSES OF EXPULSION, TERMINATION OR SUSPENSION. Membership may be suspended or terminated based on a good faith determination by the Board, on occurrence of any of the following events:

(1) Failure to pay dues, fees, assessments, facilities maintenance fund, pledges, letters of commitment, or other obligations in accordance with these Bylaws or as set by the Board within sixty (60) days after becoming due;

(2) Occurrence of an event that renders the Member ineligible for membership; or

(3) The member has engaged in conduct prejudicial to the purposes, interests and welfare of the Congregation.

B. PROCEDURE FOR EXPULSION, TERMINATION OR SUSPENSION. The procedures governing expulsion, termination or suspension shall be determined by policies set by the Board

C. EFFECT OF SUSPENSION, TERMINATION OR EXPULSION. Suspension, termination or expulsion may deprive the Member of all membership

privileges, including the right to (a) hold office in the Congregation or its Auxiliaries; (b) to be a committee member; (c) to receive High Holy Day services tickets; (d) attendance of children in Congregation schools; (e) inclusion in all other Congregation sponsored programs or presence on the Temple Emanu-El campus.

SECTION 8 - RE-INSTATEMENT

A Member suspended for non-payment of dues or fees shall be automatically reinstated on payment of all arrears and such terms and conditions as the Board may stipulate. An expelled Member, after payment of all outstanding obligations, must re-apply as a new member in accordance with these Bylaws.

SECTION 9 - RESIGNATIONS

Resignations must be in writing, addressed to the President or the Executive Director of the Congregation in order to be effective. A Member shall not be relieved from the payment of any obligation due the Congregation at the time of resignation.

SECTION 10 - PRIVILEGES OF MEMBERSHIP

A Member in good standing shall be entitled to all the rights and privileges of membership, including but not limited to the following:

- A. To vote at Congregational meetings and to sign petitions;
- B. To attend all services;
- C. To participate in all activities of the Congregation and to join its affiliated bodies;
- D. To have access to the congregational education programs;
- E. To participate in ritual practices. The specifics shall be determined by board policy.

The following privileges require membership in the Jewish faith, through either birth or documented conversion:

- A. To receive religious education in preparation for Bar/Bat Mitzvah, Adult B'nai Mitzvah and/or Kabbalat Torah;
- B. To be an officer of the Congregation; and

C. To be elected as president of an Auxiliary (covered in Article 3; Section 1) of the Congregation.

ARTICLE III

Powers and Duties of the Board

SECTION 1 - NUMBER

For purposes of these bylaws, the office of President may be held by either a single individual or two people serving as Co-Presidents. The Board shall consist of the officers, directors and may include one representative appointed by San Diego Emanu-El Temple Youth (SanETY) and one representative nominated by each Auxiliary. The Board shall have a minimum of eleven (11) and not more than twenty-five (25) members. Each member of the Board is entitled to one vote. The SanETY representative shall be a non-voting member.

SECTION 2 - POWERS OF DIRECTORS

A. GENERAL POWERS. Subject to applicable law, and any limitations in the Articles of Incorporation ("Articles") or Bylaws relating to action requiring Membership approval, the secular activities, business, and Congregational affairs shall be exercised by or under Board direction.

B. SPECIFIC POWERS. Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the following powers in addition to other powers enumerated in these Bylaws:

(1) Except as otherwise provided by written agreement, to select and remove at the pleasure of the Board all officers, agents, and employees of the Congregation; to prescribe powers and duties for them as may be consistent with law, the Articles, and the Bylaws; to fix their compensation; and to require from them security for faithful service.

(2) To conduct, manage, and control the secular affairs and activities of the Congregation and make such rules and regulations for this purpose as they may deem appropriate.

(3) To borrow money and incur indebtedness on behalf of the Congregation, and cause to be executed and delivered for the Congregation's purposes, in the Congregation's name, promissory

notes, bonds, debentures, pledges, hypothecations, and other evidences of debt and securities.

(4) To exercise all other powers conferred by the California Nonprofit Religious Corporation Law or other applicable laws.

C. NO POWER TO MORTGAGE CONGREGATION PROPERTY. The Board shall not have the power to incur indebtedness on behalf of the Congregation where the lender requires a mortgage or deed of trust on the real property where Congregation has its religious and educational facilities. Any such borrowing in which a mortgage or deed of trust on said real property is required shall first be approved by a two-thirds majority of the votes of the Board of Directors, and shall thereafter be submitted to a Congregational vote. A two-thirds majority of the votes of the Congregation, cast by those Members present in person and who are entitled to vote, at a Congregational meeting and entitled to vote shall be required to approve any such borrowing evidenced by a mortgage or deed of trust.

SECTION 3 - ELECTION

Officers and directors shall be elected at the annual meeting of the Congregation by simple majority of the votes cast by Members present in person and entitled to vote.

SECTION 4 - TERM

A. Each Officer, as that term is defined by Article IV, Section 1, shall be elected and serve for a two-year term from date of installation until a successor has been elected, qualified and installed. An officer shall be eligible to succeed himself for re-election to the same office for no more than two additional terms. Each additional two year term served by an Officer requires re-election and approval by the Members at the annual meeting of the Congregation. No Officer may serve on the Board in any capacity (Officer or Director) once they are no longer an Officer until at least two years after they last served, except as otherwise specified in these Bylaws.

B. Directors shall be elected for a term of two years but no director shall be elected for more than two successive terms. Each term begins with the day of installation and terminates when a successor has been elected, qualified and installed. After an interval of two years, past directors shall be eligible again for election to the Board of Directors. Auxiliary representatives shall be appointed annually by the Auxiliaries and serve with the same term limits as Directors.

C. The term limitations listed in sections A and B above shall not apply to anyone filling the role of President, Immediate Past President, or Executive Past President but only for the positions of President, Immediate Past President or Executive President.

D. A director or officer, must have been a Member in good standing, as defined in Article II Section 6, for one year prior to taking office, and must maintain his or her status as a Member in good standing during his or her term.

E. Only one individual of a member unit may serve on the Board at any one time with exception of the SanETY representative.

SECTION 5 - MEETINGS

The Board shall meet a minimum of twice a year. Additional meetings may be called by the President to conduct the business of the Temple. The meetings shall be conducted per the policies and procedures as determined by the Board.

SECTION 6 - QUORUM

A majority of all the voting Board members shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Board present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, and if any action taken or decision made is approved by a majority of the required quorum for that meeting shall be the act of the Board.

SECTION 7 - VACANCIES

A. A vacancy on the Board shall exist as specified in the Board membership policies.

B. Except as provided herein, any director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later date. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the effective date. No director may resign if the Congregation would then be left without a duly elected director.

C. Except for a vacancy created by removal of a director by the Members, any vacancy on the Board may be filled by appointment by

the President. The proposed director shall be subject to approval of a majority of the Board at the next monthly meeting following the vacancy, whether or not less than a quorum is present, or by the sole remaining director. The eligibility requirements that apply to elected directors and officers shall also apply to Members selected to fill a vacancy. The selected successor, if approved, shall hold office for the unexpired portion of the term of the director whose place shall be vacant.

D. The Members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

E. No reduction of the authorized number of directors shall have the effect of removing any director before the term of office expires.

F. Should a vacancy occur pursuant to Sections 7A and B involving either a single President or Vice President, the next ranking officer will move up temporarily until the vacant position has been filled by the Board. If a Co-President steps down or is otherwise removed from that position, the vacancy will not be filled until the next regular election.

G. The rules outlined in Section 7A and B shall not apply to the immediate past president or Auxiliary representatives.

SECTION 8 - FUNCTIONARIES; DELEGATION

The Board in consultation with the Senior Rabbi and/or Executive Director shall have the authority to engage such functionaries, employees or agents as it may deem necessary to carry out the purposes of the Congregation and to fix the duties and compensation of such person. Such authority shall not be exclusive and may be delegated to officers, employees or agents subject to such approval or condition as the Board may require. Except as otherwise provided by law or the Bylaws, the Board may delegate such of its duties to such persons or to a Standing or Ad Hoc committee as it deems necessary for the proper administration of Congregational affairs.

SECTION 9 - EXTRA BUDGETARY ITEMS

Unless additional revenue is received to equal the excess, the Board shall not exceed the authorized budget by more than five percent (5%) without the approval of a majority of the Members voting in person on a proposal to exceed the budget at a duly convened Congregational meeting as stated in Article VIII.

SECTION 10 - OPEN BOARD MEETINGS

Regular meetings of the Board shall be open to all Members unless a meeting or portion thereof is declared by the President to be in Executive Session. Visiting Members shall not participate unless recognized by a President.

SECTION 11 - AUXILIARIES

A. The Board may establish or disband auxiliary organizations within the Congregation to align with national support organizations of the URJ (e.g. Women of Reform Judaism, NFTY). The Board shall establish policies and procedures for operations of the Auxiliaries.

B. The activities of all auxiliary organizations shall always be conducted in such a manner as will advance the best interests of the Congregation.

SECTION 12 - BUDGET

The Board shall, no later than the March Board meeting of each year, receive from its Budget and Finance Committee a budget for the fiscal year beginning on the subsequent 1st day of July. After due consideration and approval by the full Board at its April meeting, this budget shall be presented to the Congregation for approval at the annual meeting.

SECTION 13 - FINANCIAL REPORT

The Board shall make available to all Members at each annual meeting, a report outlining the general condition pertaining to Congregation policies, or any policy changes adopted by the Board, plus a financial report reflecting the present financial condition of the Congregation.

ARTICLE IV

Officers and Their Duties

SECTION 1 - DESIGNATION OF OFFICERS

The Officers of the Congregation shall consist of a President or Co-Presidents, a First Vice President, a Second Vice President, a Secretary, a Financial Secretary, Treasurer, Immediate Past President, or Co-Presidents in the event that Co-Presidents served in the preceding year, and an Executive Past President. The Officers shall comprise the Executive Committee of the Congregation.

SECTION 2 - EXECUTIVE COMMITTEE

The Executive Committee under the chairmanship of the President or the First Vice President shall prepare the agenda for the Board meetings and deal with organizational matters within the various departments administered by these officers. In the event of a single President, the First Vice President shall assist the President in preparing the agenda for the board meetings and dealing with organizational matters within the various departments administered by these officers. The Executive Committee shall convene at the direction of the President or in the President's absence the First Vice President, at least twice a year, prior to the Board meetings. The Rabbi(s) and Executive Director shall be ex-officio members of the Executive Committee.

SECTION 3 - DUTIES OF THE PRESIDENT

The President or Co-Presidents shall be the Congregation's chief executive officer; shall preside at all Board and Congregational meetings; shall be an ex-officio member of all committees, except the Nominating Committee; and shall appoint all committees; shall have all authority necessary to carry on the administration of the Congregation. The President shall serve one full term on the Executive Committee prior to being elected President unless all members of the Executive Committee are unable to serve as President. Any and all alleged violations of the Central Conference of American Rabbis (CCAR) Code of Ethics for Rabbis by a Rabbi serving at the Temple shall be reported the CCAR Ethics committee by the President.

SECTION 4 - FIRST VICE PRESIDENT

In the event that a single individual holds the office of President and in the temporary absence, or inability of the President to serve, the First Vice President shall assume the President's duties and responsibilities and exercise the powers conferred on the President. The First Vice President shall be the President Elect, unless the succession is for Co-Presidents in which cases the First Vice President shall be one of the Co-Presidents Elect. The First Vice President shall be the officer in charge of the legal services and the insurance coverage and shall report to the Board. The report shall include an annual evaluation of the Temple's insurance coverages.

SECTION 5 - SECOND VICE PRESIDENT

The Second Vice President shall assist the First Vice President their duties.

SECTION 6 - SECRETARY

The Secretary shall have custody of the Seal of the Congregation, its Charter, and Bylaws. The Secretary shall issue all notices of meetings and perform such other duties as the office demands. The Secretary shall attend and keep an accurate record of the proceedings of all Board meetings and Congregational meetings. The Secretary may, subject to the Executive Director's supervision, delegate some clerical duties to office personnel or other Board members, including the taking of minutes.

SECTION 7 - TREASURER(S)

The Treasurer shall:

A. Ensure that an adequate record is kept of all receipts and expenditures and oversee all books, documents and vouchers pertaining to the Treasurer's office and all of the Congregation's funds and securities.

B. Oversee the collection of all dues and assessments and all other monies which shall be payable to the Congregation, and shall be the disbursing agent of the Congregation for all amounts authorized by the Board, and either the Treasurer or their designee shall deposit the Congregation's funds in its name and in such accounts, in such banks and trust companies as shall be designated by the Board.

C. Present a financial statement at each regular Board meeting and cause to be made an annual review of the books of accounts of the Congregation at the close of the fiscal year, June 30. The Treasurer shall submit same by the January Board meeting.

D. Perform all other duties incident to the office, including contact with Members not in good standing (Article II, Sect. 10) when warranted. The Treasurer shall be a member of the Budget and Finance Committees.

E. In the event of the temporary absence or inability of the President, the First Vice President or the Second Vice President to act, the Treasurer shall exercise the powers and discharge the duties of the President.

SECTION 8 - FINANCIAL SECRETARY

The Financial Secretary shall:

- A. Check all budgetary expenditures and approve required payments after ascertaining that expenditures are within the budget.
- B. Supervise the preparation of all bills and financial notices to Members and expedite their prompt payment and keep records of the dues status of each Member
- C. Submit to the Second Vice President at each meeting a list of the Members in arrears and perform such other duties as the Board requires.
- D. The duties of the Financial Secretary may be discharged with, or delegated to the Executive Director. The Financial Secretary shall work in close consultation with the Treasurer and the Second Vice President and shall be a member of the Budget and Finance Committees.

SECTION 9 - EXECUTIVE PAST PRESIDENT

The Executive Past President shall be an Officer of the Congregation and serve on the Executive Committee, should the President and President-Elect decide to add the position. The Executive Past President, if the position is so requested, shall be duly elected by the Congregation. The position of Executive Past President shall be held by a Past President of the Congregation (other than the Immediate Past Presidents), who agrees to accept the position. The Executive Past President shall be a voting member of the Board of Directors and the Executive Committee, and shall serve as counsel and advisor to the Executive Committee.

SECTION 10 - SIGNATURES

All instruments of expenditures over one thousand dollars (\$1000.00) shall require two signatures which shall be any combination of any two members of the Executive Committee or one member of the Executive Committee and the Executive Director. All expenditures shall be per the written policy of the Board.

SECTION 11 - BOND

All officers of the Congregation, and any person duly authorized by the Board or the Executive Committee to receive or disburse funds of the Congregation, shall be covered by a sufficient blanket bond or sufficient insurance, at the Congregation's expense.

SECTION 12 - EXECUTION OF INSTRUMENTS

Checks, drafts and orders upon the funds or credits of the Congregation, bills, notes and other obligations for the payment of money by the Congregation and written contracts and instruments by the Congregation shall be valid and binding on the Congregation only when executed by such persons as described in Article V, Section 11, or other persons as may be designated and authorized by a unanimous vote of the Board.

ARTICLE V

Nominations

SECTION 1 - COMMITTEE

Nominations of all officers and directors shall be made by a Nominating Committee appointed by the President. The Committee shall consist of three members and must be chaired by a Past President. The other two members, with the consent of the Board, shall be a director whose term is expiring and a third member from the Congregation at large. No member of the Nominating Committee can be a candidate for any office.

SECTION 2 - SLATE

The slate of nominees shall consist of one nomination for each officer and each director whose term of office shall expire. The new director shall be elected at the annual meeting and begin serving on the Board from the date of installation of new officers and directors (Article III, Section 4).

SECTION 3 - NOMINATION NOTICE

The Nominating Committee's nominations shall be presented to the Board no later than the April Board meeting, and notice of the nominations shall be sent to the Members with the notice of the Annual Meeting pursuant to Article VIII, Section 1 of these Bylaws.

SECTION 4 - NOMINATION BY PETITION

Nomination for any elective office may be made by petition of five percent of the Members and filed with the Secretary at least fifteen days before the election. The petition shall also contain a statement from the nominated person that he/she is willing to accept the office for which the person is running.

SECTION 5 - NOTICE OF NOMINATIONS BY PETITION

Notice of nomination by petition must be sent to all Members at least ten days before the election at the petitioner's sole expense.

ARTICLE VI

Endowment Committee

SECTION 1 ENDOWMENT COMMITTEE

A. The President shall appoint, subject to approval of the Board of Directors, an Endowment Committee. The membership of the committee shall include one financial officer of the Board of Directors. The President shall appoint the Chairperson of the committee. Members of the Endowment Committee shall hold office for a period of three years, or until their successors are appointed, and with the exception of the initial term, shall serve staggered terms. The Endowment Committee shall have at least two subcommittees, the Investment Subcommittee and the Fund Subcommittee.

B. The Investment Subcommittee shall have a minimum of three and a maximum of five members. It shall advise the Board of Directors on the acceptance of contributions to the Endowment Fund, administration, maintenance, operation, investment, reinvestment, distribution, and reporting on funds contained in the Endowment Fund of the Congregation. It shall also advise the Board of Directors in the acceptance, handling, holding, valuation, and sale of non-liquid and/or non-cash gifts.

(1) The assets of the Temple's Endowment Fund shall be managed by the Investment Subcommittee. The Board of Directors may designate other funds of the Congregation to be managed by this subcommittee. Funds managed by the subcommittee may be co-mingled for investment purposes, but such funds shall be accounted for separately. The Subcommittee may adopt procedures for its governance, provided, that before such procedures are implemented, or any amendments are made to the procedures, such procedures and/or amendments shall be submitted to, and approved by the Board of Directors. The procedures to be approved shall specify, among other things, the types of investments in which the funds may be invested.

(2) The Investment Subcommittee is authorized to recommend a financial institution or professional fund management and administrative investment service, such as the Community Foundation of the United Jewish Federation of San Diego County, to advise the

committee on investment decisions and to pay such institutions or services reasonable compensation therefore, provided such compensation does not exceed the amount generally charged to similar nonprofit corporations for such services. All such arrangements with financial institutions and professional fund management and administrative investment services shall be subject to the prior approval of the Board of Directors.

(3) The Investment Subcommittee shall report, in writing, to the Executive Committee on a quarterly basis and to the Board of Directors annually. The reports shall include, but shall not be limited to, a list of all current assets including gain/loss summary, a list of all transactions since the last report and/or year to date, and, a summary of expenses and all compensation paid for investment advice and service.

(4) The President shall designate two members of the Investment Subcommittee, each of whom, individually, shall be authorized to make investments, sign documents, as previously duly authorized by the committee.

C. The Fund Subcommittee shall be responsible for publicizing the Congregation's Endowment Fund and educating the Congregation about the Endowment Fund. It shall solicit for and accumulate assets for the Endowment Fund to help provide a permanent source of income to support the stability and continuity of the Congregation. These assets shall provide a permanent resource by which only the income may be used to meet the Congregation's long term financial needs. The Fund Subcommittee shall have a minimum of three members, but no maximum limit on the number of members that may serve on it.

ARTICLE VII

Religious and Other Professionals

SECTION 1 - SELECTION OF RELIGIOUS PROFESSIONALS

A. The Rabbi(s) and any Cantor (which term shall also refer to a Cantorial Soloist) shall be considered Religious Professionals. The Religious Professionals shall be selected by the Board for such salary and period of time as may be determined, subject to the approval of the contract by a two-thirds majority of the votes cast by Members entitled to vote who are present at the Congregational meeting. A special committee appointed by the President shall interview suitable candidates for such positions and make confidential recommendations to the Board regarding candidates and contractual terms.

B. In the event of impending retirement of an incumbent Rabbi or Cantor, the Rabbi, and Cantor, if the Cantor is the retiring person, shall participate in the process of selecting a successor in accordance with the URJ clergy selection process.

SECTION 2 - CONTRACT WITH RELIGIOUS PROFESSIONAL

A. Any contract with a Religious Professional must be in writing, and be signed by a President and the First Vice President. The contract shall include, but not be limited to provisions regarding duration; salary; duties; terms of termination; pension and annuity rights for the Religious Professional and surviving partner, if any; and vacation rights.

B. Upon the completion of the term of the Religious Professional's initial period of service a special committee appointed by the President shall make recommendations regarding the terms of a renewal contract to the Board. Upon approval by the Board this recommendation shall be submitted to a Congregational meeting. A majority of the votes cast by those Members present and entitled to vote shall be required to approve the recommendations of the Board.

C. The Religious Professional or the Congregation may terminate their relationship subject to the terms of the contract referred to in this Section. Subject to the provisions of the Religious Professional's contract, termination of the Religious Professional without cause shall require a vote of a majority of Members entitled to vote and who are present at a meeting called for the purpose of voting on the termination of the contract as specified in Article 8 Section 2 of these bylaws.

SECTION 3 - DUTIES OF THE SENIOR RABBI

The Senior Rabbi shall be the Spiritual Leader of the Congregation and as such shall perform all duties incumbent upon, and in accordance with that position and take such action as is usual to persons holding that position, in accordance with the Rabbi's contract. The Senior Rabbi shall be an ex-officio member of all Standing Committees except: Nominating, Budget and Finance.

SECTION 4 - EXECUTIVE DIRECTOR

A. Any employment of an Executive Director shall be under contract in writing. The contract shall include but not be limited to provisions regarding duration; salary; duties; terms of termination; pension rights and vacation rights.

B. The Rabbi may be requested to make recommendations to the Board before any such contract is made, modified, renewed, terminated or allowed to expire without renewal. The President shall appoint a committee to assist in the filling of the Executive Director's position, if such position is authorized, and shall establish procedures to be followed in filling such position.

C. The Executive Director shall be responsible for (a) day to day administration of the Congregation's affairs; (b) the employment and supervision of the Congregation's employees other than the Religious Professionals, provided that the amounts to be paid as salaries and benefits to such personnel are within the budget approved by the Board; and (c) such other duties and responsibilities consistent with the foregoing as the Board may determine.

SECTION 5 - PARTICIPATION IN BOARD MEETINGS AND EXECUTIVE COMMITTEE MEETINGS

The Rabbi(s) and the Executive Director may participate in meetings of the Board and Executive Committee without a vote, except when expressly requested to be absent by the President.

ARTICLE VIII

Meetings

SECTION 1 - ANNUAL MEETING

A. The annual meeting of the Congregation shall be held within forty-five days following the regular April meeting of the Board. Notice of the annual meeting shall be sent to all Members to their address as recorded in the books of the Congregation (Article IV, Section 6) and sent not less than fourteen days nor more than thirty days prior to such meeting. All Members not then in good standing (Article II, Sections 7 and 8) shall be notified in the same manner that they shall not be entitled to vote, unless prior to the meeting all financial delinquencies as stated in the notice are paid in full.

B. The order of business at the annual meeting must include (1) approval of the budget for the fiscal year beginning on the subsequent July 1 (Art. III, Sect. 13); (2) election of officers (Art. III, Sect. 4A); and (3) election of directors to replace those whose terms are ending (Art. III, Sect. 4B). See: Art. III, Sect. 3; Art. V, Art. VIII, Sect. 6.

SECTION 2 - SPECIAL MEETINGS

Special meetings of the Congregation shall be called by:

- A. The President as the President deems necessary; or
- B. At least a majority of the Board; or
- C. Written petition of twenty-five Members entitled to vote (Article II, Section 3). The petition shall state the purpose for the meeting. Notice shall be the same as required for the annual meeting, except that the notice shall set forth the purpose of the meeting. No other business shall be transacted except as specified in the call.

SECTION 3 - QUORUM

- A. At any Congregational meeting, a quorum shall consist of forty (40) persons entitled to vote and present in person pursuant to Article II, Section 3, but a smaller number may adjourn the meeting to a future date, for which notice shall be given.
- B. 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 enough Members to leave 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.

SECTION 4 - VOTING

Proxy votes and absentee ballots shall be illegal and unacceptable at any Congregational meeting or meeting of the Board. Cumulative voting (proportional voting) is prohibited. Email voting shall only be acceptable for a Board vote in an emergency situation when a Board meeting cannot be convened.

SECTION 5 - MAJORITY

- A. At any meeting of the Congregation except as otherwise provided in these Bylaws, a simple majority vote of the votes cast by those present in person and who are entitled to vote will either carry or defeat a motion. A tie vote fails to carry a motion. In the event of a tie, the presiding officer may cast the deciding vote.
- B. If the Board by simple majority of the votes cast recommend that any properties real or personal, belonging to the Congregation shall be sold, disposed of, leased or mortgaged, or that any

properties, real or personal, and not part of the regular annual budget, should be purchased, such actions shall be approved by the Congregation at either a regular or special meeting by a vote of at least three-fifths, plus one, of the votes cast by those entitled to vote and who are present in person.

SECTION 6 - CONTESTED NOMINATIONS

If in addition to the slate of officers and members of the Board proposed by the Nominating Committee, other nominations have been duly submitted by means of petition, the contested positions shall be elected by secret ballot vote by those present at the meeting. For non-contested positions, a voice vote is sufficient, unless a motion from the floor is made, seconded and passed that the votes be counted by the raising of arms.

SECTION 7 - FLOOR AMENDMENTS

Any motions, with the exception of Bylaw amendments, filed by the Board or by petition for consideration at any duly convened Congregational meeting, may be amended or modified from the floor, if an appropriate motion is made and seconded. The vote majority requirements for such an amendment or modification are the same as required for the motion itself provided only the votes of Members present at the meeting shall be considered for any such modification or amendment. Only after the floor sponsored amendment or modification has been voted upon, may further voting on the original motion take place. Amendments to Bylaws and/or the Articles shall be in accordance with procedures provided under Article XII.

ARTICLE IX

Rules of Order

The rules of procedure at all meetings of the Board, annual or special meetings of the Congregation, and the committee meetings shall be determined by Modified Robert's Rules of Order, latest revised edition, except as otherwise provided in these Bylaws.

ARTICLE X

Indemnification

SECTION 1 - RIGHT OF INDEMNITY

To the fullest extent permitted by law, this Congregation shall indemnify its directors, officers, employees, Rabbis, and other persons described in Code Section 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connections with any "proceeding," as that term is used in that Section and including an action by or in the right of the Congregation, by reason of the fact that such person is or was a person described by that Section. "Expenses," as used in these Bylaws, shall have the same meaning as in California Corporations Code Section 9246(a).

SECTION 2 - APPROVAL OF INDEMNITY

On written request to the Board by a person seeking indemnification, the Board shall promptly determine in accordance with California Corporations Code Section 9246(a) whether the applicable standard of conduct set forth in California Corporations Code Section 9246(b) or California Corporations Code Section 9246(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Congregation. At that meeting, the members of the Congregation shall determine under California Corporations Code Section 9246(e) whether the applicable standard of conduct as set forth in California Corporations Code Section 9246(b) or Section (c) has been met and, if it has, the members present at the Congregational meeting shall authorize indemnification.

SECTION 3 - ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Congregation before final disposition of the proceeding, on receipt by the Congregation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Congregation for those expenses.

SECTION 4 - INSURANCE

The Congregation shall have the power to purchase and maintain insurance on behalf of its officers, directors, Religious professionals, Executive Director, employees, and other agents against any liability asserted against or incurred by any officer, director, Religious Professional, Executive Director, employee, or agent in such capacity or arising out of such person's status as such.

ARTICLE XI

Endowment or Other Funds

SECTION 1 - ESTABLISHMENT OF FUNDS

The Board shall establish such funds as they deem necessary for the Congregation's benefit, any such fund shall be organized and operated exclusively for the benefit of such Congregation, and its principal and income shall be irrevocably dedicated to religious purposes, and no part thereof shall ever inure to the benefit, or private gain of any director, officer, Member or other person. It shall continue until its purposes have been fulfilled, or subject to the provisions of the Bylaws applicable for the times of any endorsement underlying its creation, may be revoked by the Board. Upon revocation or termination all principal and income of the fund shall be distributed to the general fund of the Congregation.

SECTION 2 - DEDICATION OF FUNDS

Any funds received for memorials and endowments shall go into the general fund unless specifically designated for a special fund. In the event that family members responsible for establishing or maintaining a special memorial/endowment fund are no longer Members and the fund has not been used for one year since the family members left the Congregation, the special fund shall revert to any other restricted fund of the Congregation designated by the Board, or to the General Fund. The Budget & Finance Committee shall recommend to the Board which other restricted funds of the Congregation are to receive these defunct special funds.

ARTICLE XII

Amendments

SECTION 1 - AMENDMENT REQUIREMENTS

Amendments to the Articles and the Bylaws shall be presented to the members after they have been voted on by at least a majority of the votes cast by the board and presented to the members in writing at least fourteen days prior to the annual meeting Alternatively, at least twenty-five Members entitled to vote may recommend changes to the bylaws provided these proposed changes have been filed with the Secretary and distributed to the full membership at least 14 days prior to the annual meeting.

SECTION 2 - NOTICE

Notice provided for under Article VIII, Section 1 and 2, shall contain copies of the proposed amendments, as submitted to the Secretary.

SECTION 3 - REQUIRED MAJORITY

An affirmative vote of two-thirds of the votes cast by Members entitled to vote who are present in person are required to adopt any amendment.

SECTION 4 - EFFECTIVE DATE

Bylaws and any amendments are effective on the first day of the next month following their adoption by the Congregation. Amendments to the Articles shall be effective when filed with the California Secretary of State.

APPENDIX 1

EFFECTIVE DATES OF BYLAWS AND AMENDMENTS

Adopted 28 January 1973

Amended 15 April 1973
Amended 21 April 1974
Amended 20 April 1975
Amended 24 February 1978
Amended 29 April 1979
Amended 3 May 1981
Amended 2 May 1982
Amended 1 May 1983
Amended 5 May 1985
Amended 26 April 1987
Amended 24 April 1988
Amended 26 April 1992
Amended 2 May 1993
Amended 24 April 1994
Amended 7 May 1995
Amended 21 May 1996
Amended 15 May 1997
Amended 19 May 1998
Amended 19 May 1999
Amended 6 May 2001
Amended 21 May 2002
Amended 22 May 2005
Amended 20 May 2007
Amended 4 May 2008
Amended 5 June 2011
Amended 5 June 2015
Amended 3 June 2018

APPENDIX 2
CALENDAR DATES IN BY-LAWS

| | |
|---------------------|---|
| July | Budget year/new Board term begins |
| January - March | Budget Committee meets on weekly and/or Bi-weekly to create budgets with all departments |
| March Board Meeting | Nominations & Slate of officers presented to Board |
| April | Board meeting - approval of budget |
| April- June | Notice of annual meeting to Congregation; fourteen to thirty days prior to meeting Nomination by petition to Secretary; fifteen days before election Nomination by petition to Congregation; ten days before election |
| End of April | Annual meeting; must be within forty-five days of April Board meeting |
| May | Board meeting - President appoints Committee Chairs |
| June | Board meeting - Chairs appoint Committee members |
| June 30 | Begin bi-annual review |
| September | Board meeting - Treasurer(s) presents bi-annual review of accounts to Board |

APPENDIX 3

APPROVED ONGOING COMMITTEES

ADULT EDUCATION

Development and coordination of continuing education for the congregation, including workshops, seminars, visiting scholars, and classes.

BUDGET

Tracking of yearly budget. This committee projects the annual income and expenses of the synagogue by working with all departments in order to create an annual budget. Also makes periodic reports about the synagogue financial position to the Board for approval.

CARING COMMUNITY

Provides mutual help and support networks to congregants facing illness or crises in times of sorrow or simchas.

COLLEGE OUTREACH

Providing a network of support for College students during their years away from home. Creating and developing yearly boxes either at Hanukkah or Pesach.

FINANCE

Meets once a month to review and analyze all monthly financial documents to be presented to the Executive Committee and Board of Directors. This committee also reports to the Board of Directors about the synagogue financial position.

FUNDRAISING

Developing, coordinating, and implementing all congregational activities, some of which include annual implementation, and review and revision of all Temple Emanu-El fundraising.

HOUSE & GROUNDS

Responsible for overseeing the maintenance and improvement of our physical plant. Conducts an annual walk-through of facility and grounds in order to plan for repairs and maintenance for the future.

LEGAL/BYLAWS/INSURANCE

Supervising and reviewing our legal commitments and liabilities. Advises the Executive Committee and Board on legal issues as needs arise. Also, advises the Board on insurance

pertaining to our facilities, such as liability and worker's compensation coverage on an annual basis.

LIBRARY

Planning, maintaining, and coordinating the library. Also, works with the Preschool and the Torah School on use of the library by students.

MEMBERSHIP (ACQUISITION, INTEGRATION & RETENTION)

Promotes and conserves congregational membership, develop all efforts to recruit new members, and integrate and retain existing members. This shall include planning, programming and implementing all membership activities.

PERSONNEL

Writes and supervises the synagogue's personnel handbook. Provides support to all staff who need advice on supervisory and personnel practices.

PUBLICITY

Coordinating all efforts to publicize Temple events and activities within the congregation and local and greater Jewish community. This includes membership ads, monthly press releases and articles relating to the synagogue's events.

PRESCHOOL

The Preschool Committee is a policy-making committee. It is an adjunct to the Temple Board that meets as needed. Its purpose is to work with the Preschool Director(s) in oversight of the operation of the Preschool. This includes curriculum development, creating policy recommendations, and fundraising activities.

SAFETY AND SECURITY

Develops and oversees a safety and security plan for the Temple facilities. The committee makes recommendations to the board for security policies and procedures.

SOCIAL ACTION

Coordinating and publicizing the efforts of congregants to become involved in a variety of opportunities in order to participate in the Jewish mandate of *tikkun olam* ("repair of the world") through direct and indirect community service, and advocacy/ education of important social issues at the local, state, national, and international levels.

TORAH/HEBREW SCHOOL

The Torah/Hebrew School Committee operates as a policy-making committee. It is an adjunct to the Temple Board that meets approximately 6 to 8 times a year. Its purpose is to work with the School Director(s) and the Religious Professionals in oversight of the operation of Torah and Hebrew School. This includes curriculum development, creating policy recommendations, and oversight of fundraising activities.

WORSHIP

Working with the Religious professionals to plan, oversee, and refine aspects of ritual practice and religious events at Temple Emanu-El.

YOUTH ACTIVITIES

Works with the Youth Advisor, Senior Rabbi, Rabbi Educator and Executive Director, to oversee the activities of the Temple's youth groups, including fundraising efforts and awarding camperships.

APPROVED AD HOC COMMITTEES

ARZA

Local group of the Association of Reform Zionists of America; ARZA promotes the cause of Reform Judaism in Israel.

BUILDING & PLANNING

Develop, plan and oversee any building or capital campaign project of the synagogue.

DUES REVISION & REVIEW

Review individual dues adjustments and assessments and makes recommendations to Executive Director for implementation.

FAMILY CAMP

Planning and coordinating all aspects of the synagogue's annual week-end family retreat in the mountains.

INTERIOR DESIGN

Planning and researching all proposed changes in the interior physical plant of our facility.

STRATEGIC PLANNING

Develop, plan and oversee a 5-year budgetary business plan to recommend to the Board, Finance and Budget Committee.