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INTERIM

CONSTITUTION OF THE VENTURA COUNTY JEWISH COUNCIL - TEMPLE BETH TORAH

May 10, 2012

ARTICLE I NAME

The name of this organization shall be The Ventura County Jewish Council-Temple Beth Torah, hereafter referred to as the "Council-Temple".

ARTICLE II PURPOSE

The purpose for which the Council-Temple is organized is: To worship God in accordance with the faith of Judaism; to cultivate a love and understanding of the Jewish heritage, to stimulate fellowship in the Jewish community and to strengthen the bonds of loyalty with the Jewish people everywhere, to bring near the kingdom of God on earth through an emphasis on the principles of righteousness and Brotherhood in society at large, and generally to serve the spiritual needs, and welfare requirements, and provide fraternal and social services for all members of the Jewish faith within the community.

ARTICLE III OFFICERS

Section A. The following offices of the Council-Temple are elective:

1. President
2. Vice President - Communications and Executive Secretary
3. Vice President - Finance/Treasurer

Section B. The members of the Board of Directors shall be known as Vice Presidents and shall consist of the Following

1. The elected officers
2. A representative of past Presidents

3. Brotherhood President
4. Women of Reform Judaism President
5. Seven (7) elected Vice Presidents
 - a. Vice President of Governance
 - b. Vice President of Community
 - c. Vice President of Adult Programs and Learning
 - d. Vice President of Education and Family
 - e. Vice President of Worship and Celebrations
 - f. Vice President of Member Services
 - g. Vice Presidents of Facilities

Section C. A majority of the Board of Directors shall constitute a quorum.

Section D. No person shall hold more than one elective office at a time.

Section E. An election shall be held annually. The presidents of the Women for Reform Judaism and Brotherhood shall represent their respective auxiliaries on the Board. The Past President Representative shall serve for at least one year and no more than two years. All officers and directors shall be elected for a term of two years.

Section F. If, for any reason, the office of the President becomes vacant during his term, the Vice-President of Governance shall serve as President for the remainder of the Fiscal Year. At the end of said fiscal year, a new President shall be elected following the prescribed nomination process (Article VIII). If the position of the Women of Reform Judaism or Brotherhood President becomes vacant, the appropriate auxiliary shall select a successor for the remainder of the term. In the event the office of any other officer or elected member of the Board of Directors becomes vacant, the Board of Directors at the next meeting, by majority vote, shall elect a Successor to fill the vacancy and such person shall serve until the next election, at which time, if the term has not expired, the membership shall, by election, fill the office for the unexpired term.

Section G. The office of any officer or other Board member who is absent without adequate excuse for three consecutive regular Board meetings may be declared vacant by the Board and the office shall be filled in the manner provided herein.

Section H. No person may hold office until he/she has been a member for one year and is in good standing at the time of the nomination and election.

Section I. No person may hold the office of President until he/she has served on the Board for at least two years.

ARTICLE IV DUTIES OF OFFICERS

Section A. Except as otherwise provided herein, the President shall preside at all Council-Temple and Board meetings, serve as an ex-officio member of all committees, sign all documents on behalf of the Council-Temple, and perform all other duties incident to his office.

Section B. The Vice-President of Governance shall be the chairperson of the Pulpit Committee. This committee shall act as liaison between the Council-Temple and the Rabbi, Director of Lifelong learning and Cantor. It shall make recommendations to the Board with respect to responsibilities and conditions of employment of the Rabbi, Director of Lifelong Learning and Cantor. The Pulpit Committee shall consist of the Vice-President of Governance and five (5) other members, three of whom shall not be Vice Presidents. The members of the Pulpit Committee shall be appointed by the President and approved by the Board.

The Personnel Committee shall report to the Vice President of Governance. The Personnel Committee shall assure that the management of office and administration policies of the Council-Temple are maintained and executed in a business-like manner, utilizing whatever resources and staff are available for the administration, operation and maintenance of the facilities.

The Vice President of Governance shall also be responsible for the following committees: Leadership Development and Strategic Planning

The Vice-President of Governance shall have all other duties incident to the office.

Section C. The Vice President of Communications shall serve as Secretary to the Council-Temple and the Board of Directors, shall keep and maintain accurate and complete minutes of all meetings of the Council-Temple and the Board and shall perform all other duties

incident to the office. The Recording Secretary shall post the minutes of each Board meeting on the Council-Temple web site.

The Executive Secretary shall also be responsible for the following functions and committees: Correspondence, calendaring and communications.

Section D. The Vice President of Finance shall be responsible for all dues collection and income funds of the Council-Temple and is responsible for depositing these funds to the Council-Temple's credit in the appropriate bank account(s). Financial reports shall be submitted to the Board of Directors on a monthly basis and at the regularly scheduled meeting during the stated month.

The Vice President of Finance shall be the custodian of all funds and shall act as the Council-Temple's disbursing agent in a manner approved by the Board. The Vice President of Finance shall also serve as Chairperson of the Budget and Finance Committee.

The Vice President of Finance and designated Treasurer must obtain a bond in the amount determined by the Directors from any qualified security company, insuring against loss due to act or misdeed. The Council-Temple will bear the premium charge.

The Vice President of Finance shall also be responsible for the following committees and functions: Legacy, Fund raising and Annual Giving.

Section E: The Vice President of Adult Programs and Learning shall be responsible for Adult Education, Programming and Library Committees.

Section G: The Vice President of Education and family shall be responsible for Preschool, Torah School and Youth Programming committees.

Section H: The Vice President of Worship and celebration shall be responsible for the Ritual Committee and Holiday Celebration Task Forces

Section I: The Vice President of Community shall be responsible for Film Festival, Social Action, Cemetery and Caring Community Committees.

Section J: The Vice President of Member Services shall be responsible for new member outreach and recruiting, volunteer engagement and recruiting and Havurah coordination.

Section K: The Vice President of Facilities shall be responsible for the House, Design Review, Security and Banquet committees

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ARTICLE V BOARD OF DIRECTORS

Section A. The Board of Directors shall meet no less than eleven times yearly, on the second Thursday of the month unless that date is a legal or Jewish Holiday, in which event the President may call said meeting for any day within 10 days of the regularly scheduled date. Notice of said meeting shall be given in the same manner as for a special Board meeting.

Section B. Special meetings of the Board of Directors may be called by the President or upon written request of at least five (5) members of the Board. Notice of a special meeting of the Board shall be given to every member of the Board at least three (3) days prior to the time specified for the meeting.

Section C. The Board of Directors shall have control of the general management of the affairs, funds, records and property of the Council-Temple. It shall act on all matters of policy and, except as otherwise provided herein, shall govern the Council-Temple and act for the Council-Temple.

Section D. Upon vote approved by majority of the members of the Board present and voting, the Board may submit to the Council-Temple at a special or regular meeting, any matter which the Board desires, and the Board shall then be bound by the determination of the matter by a majority vote of members present and voting at said meeting.

Section E. The Board of Directors shall manage and control all property of the Council-Temple, real and personal.

Section F. Purchase, sale, disposition, mortgaging or hypothecation of the Council-Temple's real property or interest therein, must be approved by two-thirds (2/3) of the general membership in good standing, present and voting.

Section G. Upon written request of fifty members in good standing, the question of recall of any Vice President shall be brought to the general membership. In the event a Vice president or officer is recalled, the vacancy shall be filled in accordance with the provisions herein for filling vacancies otherwise. created.

Recall elections shall be conducted as follows:

1. Within ten (10) days of receipt of written petition, a ballot requesting "shall Vice President or officer X be recalled" shall be mailed to each member in good standing.
2. At 3:00 p.m. on a specified date noticed on the ballot, at a time no less than ten (10) days nor more than twenty (20) after mailing of the ballot, ballots will be counted, and if two thirds (2/3) of the vote cast are in favor of recall, recall will occur.

Section H. The Board of Directors by a two-thirds (2/3) majority vote of Board members present, shall have the sole and exclusive authority to employ, hire, engage the services or contract thereof, or renew, or terminate a contract with a rabbi, cantor, or any other personnel or employee of the Council-Temple on such terms as they may decide.

ARTICLE VI COUNCIL-TEMPLE MEETINGS

Section A. The general membership of the Council-Temple shall hold one (1) regular meeting each year. At the meeting, the Board shall report on the state of the Council-Temple and shall submit all appropriate reports relating to Council-Temple activities.

Section B. At the meeting the membership shall:

1. Elect all officers and Board members needed to be elected for the succeeding year;
2. Consider and approve a budget for the year;
3. Consider such other business as may have been placed on the agenda;

Section C. The Board shall prepare a proposed agenda for each general meeting. This proposed agenda shall be mailed at least thirty (30) days prior to such meetings to all members in good standing.

Any member shall have up to (until) fifteen (15) days before the meeting to submit any matter which he chooses to be placed on the agenda for discussion. If at least ten (10) members suggest or propose a matter, it must be placed on the agenda; otherwise, it can be placed on, or omitted from the agenda at the discretion of the Board.

Section D. Special meetings of the Council-Temple may be called by the President, by request of a majority of the Board or on written application of not less than twenty-five (25) members. The notice of the special meeting shall set forth the purpose of the meeting and the business to be transacted at said meeting. Said notice of the special meeting shall be sent to all members of the Council-Temple at least five (5) days prior to the time set for said meeting. No business shall be transacted at said meeting except that specified in the notice.

Section E. Twenty-five (25) members of the Council-Temple shall constitute a quorum at a general meeting, fifty (50) members at a special meeting.

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ARTICLE VII COMMITTEES

Section A. The President and Vice Presidents shall, at the beginning of each fiscal year, establish the committees for that year. Names of the chairperson of each committee shall be submitted to the Board who shall have the power, by majority vote, to disapprove of any committee chairperson thereby requiring the President or Vice President(s) to submit a new name.

Section B. Chairpersons of committees shall appoint the members of their respective committees.

Section C. In addition, all members in good standing are eligible to join any committee except the Pulpit and Nominating Committees

Section D. Any committee shall have no more than three (3) voting Board members on that committee except a Personnel/Search Committee.

Section E. A Legacy Committee shall be established as a permanent committee of the Council-Temple, and shall operate in the following manner:

1. Term of a Chairperson. The Chairperson(s) of the Legacy Committee shall serve for a three (3) year term.
2. Nomination of a Chairperson. The Board shall nominate a Chairperson or Co-chairpersons of the Legacy Committee in the same manner as any other committee chair is appointed.
3. Vacancy in Office of Chairperson. In the event of a vacancy in the office of the Chairperson, other than by expiration of the term of office, the Board shall appoint a successor Chairperson or Chairpersons to serve the remaining term.
4. Members of Committee. There shall be no fewer than seven (7) members, nor more than fourteen (14) members of the Legacy Committee, including the Chairperson (s). The current President and current Financial Secretary of Council Temple shall be two of the members of the Legacy Committee. Other Legacy Committee members shall be appointed by the then serving Chairperson and shall each serve a term of three (3) years from the date of appointment. A member of the Committee may also be a presently serving Board member of Council-Temple. A member may serve successive terms.
5. Removal of Committee Member. An Legacy Committee member may be removed from the Committee upon the vote of the majority of the committee Members.
6. Function and Powers of Committee. The Legacy Committee is authorized and empowered to solicit funds, to enter into fund maintenance agreements and/or any other agreements necessary and/or incident to carrying out its purposes and in such form as is approved by the Board of directors, and to invest and manage funds subject to its control Distributions shall be made pursuant to directions of the Board and/or a respective fund maintenance agreement.
7. Action by Committee. Action by the Legacy Committee shall require the consent of a majority of Committee members acting without a meeting or a majority of those present at a regularly scheduled or special meeting.
8. Meetings. Meetings of the Legacy Committee' shall be determined by the Chairperson, but shall be held at least annually. In addition, any three (3) members, acting together, shall have the power to call a special meeting. Notice of the time

and date of a meeting shall be given at least ten (10) days before the date of such meeting.

9. Reports. The Legacy Committee shall prepare' reports of funds subject to its control and of its operations at such times and in such manner as is requested by the Board of Directors.

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ARTICLE VIII NOMINATIONS AND ELECTIONS

Section A. The President, with the consent of a majority of the Board of Directors, shall appoint a nominating committee which shall consist of two members of the Board and three members of the Council-Temple at large.

Section B. The Nominating Committee shall nominate one person for each office to be filled at the next election.

Section C. The slate of candidates chosen by the committee shall be reported to the Board and notice of said nominations shall be mailed to the members of the Council-Temple at least one month prior to the general election meeting of the Council-Temple.

Section D. Additional nominations for any elective office may be made by petition of at least fifteen (15) members of the Council-Temple. Such petitions must have the signature of the nominee thereon to indicate his consent. The written petition shall be filed with the Recording Secretary at least fifteen (15) days before the meeting at which the election is to held.

Section E. Notice of the nominations shall be given by including the names of persons so nominated on the ballot which shall be mailed to all members of the Council-Temple at least ten (10) days prior to the election meeting.

Section F. All ballots must be mailed to or deposited at the Council-Temple prior to the time the election meeting is called to order. The ballots shall be counted at the election meeting and the President shall declare the results.

Section G. All persons elected at the annual meeting shall take office on the date of the beginning of the next fiscal year after the election. The fiscal year begins on July 1 of each year.

Section H. Election shall be held at no earlier than six (6) weeks and no later than four weeks prior to the beginning of the fiscal year.

ARTICLE IX MEMBERSHIP AND DUES

Section A. person of legal age of majority who supports the purposes for which the Council-Temple is organized as defined in Article II (Purposes) may become a member of the Council-Temple.

Section B. There are individual and family memberships. Individual memberships have one vote. Husband and wife members of the family membership shall each have one vote. Members of a family over 21 and self-supporting are not within the family membership.

Section C. Memberships in good standing in the Council-Temple convey the following rights and privileges:

1. The right to vote and hold office;
2. The right to seats at all religious services;
3. The right to participate in all Council-Temple Activities;
4. The right to rabbinical service at life-cycle ceremonies, in accordance with Jewish teachings;
5. The right to religious school facilities and training at the prevailing fees.

Section D. For the purpose of raising the revenues necessary for the maintenance of the Council-Temple, the Board shall fix the amount of membership dues in accordance with the system or schedule which shall make it possible for everyone to become a member by contributing his just share. However, the dues of a person or family in distress may be adjusted by the Financial Secretary during the period of distress at the discretion of the Board of Directors.

Section E. The Board of Directors may levy special assessments upon all members of the Council-Temple subject to the approval of the Council-Temple at a general or special meeting. Such assessments shall be considered as part of the dues.

Section F. Dues are due and payable in advance. In the event that dues are not paid within thirty (30) days after the due date, the

member shall thereupon be notified that he will be suspended from exercising his rights and privileges if his dues are not paid within the next thirty (30) days. Any member who is delinquent for sixty (60) days shall have his delinquency considered by the Financial Committee or by the Board, and unless the delinquency is excused, shall be given written notice that his membership is suspended.

Section G. A member suspended for non-payment of dues may be reinstated automatically on payment of all delinquent amounts, or on terms imposed by the Board.

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Section H. All new applicants for membership must accompany their membership application with payment of at least three months dues.

Section I. A member is considered in good standing when he/she has not been suspended as provided in Section F.

ARTICLE X AMENDMENTS

Section A. This interim constitution shall remain in effect for a period of two years from July 1, 2012 through June 30, 2014, at which time it may be ratified (with appropriately approved amendments) by the members of the Council-Temple at its regular meeting. The members of the Council-Temple may choose to extend the time period wherein the interim constitution may remain in effect at that time.

Section B. Proposed amendments to this interim constitution shall be approved by a two thirds majority vote of the Board. A proposed amendment may also be voted upon at a special or regular meeting of the Council-Temple providing copies of the proposed amendment have first been mailed to all the members of the Council-Temple not less than ten (10) days prior to said meeting.

Section C. An affirmative of two-thirds (2/3) of the members present and voting shall be required to adopt any amendment.

ARTICLE XI MISCELLANEOUS

Section A. The President, Vice president of Finance and Designated Treasurer are authorized to sign checks for the Council-Temple, but two signatures are required to make a check valid. No

bills or charges in excess of \$500 shall be paid unless first authorized by the Board.

Section B. Robert's Rules of Order and any amendments thereto shall govern all meetings of the Council-Temple, its Board and committees, except where such rules are in conflict with the provisions of this Constitution, in which case the Constitution prevails.

ARTICLE XII SUBSIDIARY ORGANIZATIONS

Section A. There are hereby established authorized auxiliaries within the Council-Temple which shall operate within the Council-Temple organization. Approval of the establishment of such auxiliaries shall be by majority vote of the Board. Auxiliaries may be composed of Council-Temple members and/or non-Council-Temple members.

Section B. All auxiliaries shall be governed in all particulars not inconsistent with this Constitution by such rules and regulations as may be adopted by the membership of the respective bodies.

Section C. Council-Temple Chavurot will operate through the Council-Temple Chavurot Coordinator appointed by the Vice President of membership and approved by the Board. The Coordinator will assist with the placement of members and provide programming guidance.