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# **PROPOSED**

## **BYLAWS OF THE VENTURA COUNTY JEWISH COUNCIL - TEMPLE BETH TORAH**

### **"Articles and Instruments of Governance"**

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#### **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 of the Council-Temple 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.

#### **ARTICLE III OFFICERS**

Section A. Officers of the Council-Temple must:

1. Be Jewish
2. Have been members of the Temple for at least one year
3. Have previously served on a Temple committee or task force

Section B. All officers shall be elected except for the office of Past President Representative, Brotherhood and Sisterhood Representatives.

The following offices of the Council-Temple are considered corporate officers.

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

Section C. The members of the Board of Directors shall consist of the Following:

1. The corporate officers
2. A representative of Past Presidents
3. A Brotherhood Representative
4. A Sisterhood Representative
5. Eight (8) 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 Engagement
  - g. Vice Presidents of Facilities
  - h. Vice President at Large
6. Four (4) Ex-officio non-voting members
  - a. Rabbi
  - b. Cantor
  - c. Director of Education
  - d. Director of Early Childhood Education

Section D. A simple majority of voting Board members shall constitute a quorum

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

Section F. An election shall be held annually. The presidents of Sisterhood and Brotherhood or their designee shall represent their respective auxiliaries on the Board. The Past President Representative shall be the immediate past president. If the immediate Past President is unable or unwilling to serve a Past President Representative shall be designated by a consensus of the past presidents. All officers and directors shall serve for a term of two years.

Section G. If, for any reason, the office of the President becomes vacant during his/her term, the Board shall elect one of the serving Vice Presidents to serve as President until the next scheduled annual meeting, at which point, a new President shall be elected following the prescribed nomination process (Article VIII). If the position of the Sisterhood representative, Brotherhood Representative becomes vacant, the appropriate auxiliary shall select a successor for the remainder of the term. If the position of Past President Representative becomes vacant the Past Presidents shall appoint a replacement. 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 H. The office of any Board member who is absent without adequate excuse for three consecutive regular Board meetings may be declared vacant by a majority vote of the Board and the office shall be filled in the manner provided herein.

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

Section J. The President, Vice president of Finance and Past President or any other member designated by the Board of Directors, are authorized to sign checks for the Council-Temple. Two (2) signatures are required to make a check valid. No bills or charges in excess of \$1,000 shall be paid unless first authorized by the Board.

Section K. In the event of an emergency, the President or Vice President of Finance are empowered to authorize expenditures in excess of \$1,000, providing that the Board is informed of the expenditure at the time it occurs and that discussion regarding the emergency expenditure takes place at the next scheduled Board meeting.

Section L. 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 these bylaws, in which case the bylaws prevails.

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 the office.

Section B. The Vice-President of Governance shall:

1. Chair the Professional Support Team. This Team shall act as liaison between the Council-Temple and the Rabbi, Director of Education and Cantor. It shall make recommendations to the Board with respect to responsibilities and conditions of employment of the Rabbi, Director of Education and Cantor. The Professional Support Team shall consist of the Vice-President of Governance, a maximum of two (2) Board members and up to three (3) non-Board members. The members of the Professional Support Team shall be appointed by the President and approved by the Board.
2. Oversees the Human Resources Committee. The Human Resources Committee shall assure that the management of the office and administration policies of the Council-Temple are maintained and executed in a business-like manner.
3. Be responsible for the following functions: Leadership Development, Compliance and Strategic Planning
4. Ensure that best practice of corporate governance is maintained by the board at all times.
5. Have all other duties incident to the office.

Section C. The Vice President of Communications/Executive Secretary shall:

1. Serve as Secretary to the Council-Temple and the Board of Directors.
2. Keep and maintain accurate and complete minutes of all meetings of the Council-Temple and the Board
3. Be responsible for ensuring that the minutes of each Board meeting are posted on the Council-Temple web site.
4. Be responsible for the following functions and committees: correspondence, calendaring and communications, including web site content, printed publications and advertising.
5. Have all other duties incident to the office.

Section D. The Vice President of Finance/Treasurer shall:

1. 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).
2. Submit financial reports to the Board of Directors on a monthly basis at regularly scheduled meetings.
3. Be the custodian of all funds and shall act as the Council-Temple's disbursing agent in a manner approved by the Board.
4. Coordinate and oversee all investments
5. Serve as Chairperson of the Budget and Finance Committee.
6. Obtain a bond in the amount determined by the Directors from any qualified security company, insuring Board Members against loss due to act or misdeed. The Council-Temple will bear the premium charge.
7. Be responsible for the following committees and functions: Legacy, Fund raising and Annual Giving.
8. Have all other duties incident to the office.

Section E: The Vice President of Adult Programs and Learning shall be responsible for Adult Education, Programming and Library Committees and all other duties incident to the office.

Section F: The Vice President of Education and Family shall be responsible for Preschool, Torah School, Youth Programming and college outreach committees and all other duties incident to the office.

Section G: The Vice President of Worship and Celebration shall be responsible for the Ritual Committee and Holiday Celebration Task Forces and all other duties incident to the office.

Section H: The Vice President of Community shall be responsible for Film Festival, Social Action, Cemetery, Rosh Chodesh and Caring Community Committees and all other duties incident to the office.

Section I: The Vice President of Member Engagement shall be responsible for new member outreach and recruiting, volunteer engagement and recruiting and Havurah coordination and all other duties incident to the office.

Section J: The Vice President of Facilities shall be responsible for the House, Design Review, Security and Banquet committees and all other duties incident to the office.

Section K: The Vice President at Large shall be assigned duties by the President and the Board.

## ARTICLE V BOARD OF DIRECTORS

Section A. The Board of Directors shall meet no less than eleven times yearly. Meetings are customarily held on the 2nd Thursday of the month. The specific dates shall be published on the Council-Temple website and through any other appropriate media.

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. In so far that it is practical, the Board shall operate by consensus.

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 of their general membership, 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 the meeting.

Section E. 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 at a meeting called for the purpose as prescribed in Article VI.

Section F. Upon written request of fifty members in good standing, the question of recall of the President, officers or any Vice President shall be brought to the general membership. In the event of a successful recall, 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 the date and time specified in the notice 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 simple majority plus one 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, other professional, or any other personnel or employee of the Council-Temple on such terms as they may decide, but subject only to the following notice provisions:

(1) At least ninety (90) days before voting on the renewal of a professional's contract, the Board shall send out a notice to the recipients (as defined below), identifying the professional whose contract is at issue and soliciting comments, thoughts, or concerns to be returned to the Board at least sixty (60) days before the vote to allow the Board adequate time to review and consider received comments.

(2) The recipients shall be as follows:

(a) When the professional whose contract is at issue is the rabbi or the cantor, the recipients shall be all the members in good standing of the congregation at large;

(b) When the professional whose contract is at issue is the Education Director, the recipients shall depend upon the scope of the Education Director's duties. Where the Education Director's duties emphasize Torah School, the recipients of the notice shall be the parents or guardians of the children attending the Torah School. If the job duties of the Education Director have been expanded, then the recipients shall be expanded accordingly.

(c) When the professional whose contract is at issue is the Director of Early Childhood Education, the recipients shall be the parents or guardians of the children attending the Pre-Schools.

(3) The responses of the individual recipients shall be confidential. The Board, however, shall have the discretion to disclose general statistical information, such as the percentage of notice recipients who have responded, or the percentage of the responses that have been positive or negative.

In the event of termination for cause, the above does not apply and a majority plus one vote of Board members present, shall decide the appropriate action.

## 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 forty-five (45) days prior to such meetings to all members in good standing.



Any member shall have up to thirty (30) days before the meeting to submit any matter which he/she 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. If the agenda is amended a new agenda will be sent out at least 28 days prior to the general meeting.

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 in good standing. The notice of the special meeting shall set forth the purpose of the meeting and the business to be transacted at the meeting. The 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 the meeting. No business shall be transacted at the special meeting except that specified in the notice.

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

## 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 confirm, by majority vote, any committee chairperson.

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 Professional Support Team, Human Resources Committee and Nominating Committees.

Section D. A Legacy Committee shall be established as a permanent committee of the Council-Temple for the purpose of raising funds to ensure the long term fiscal viability of the Council-Temple. The chairperson(s) of the Legacy Committee shall serve for three (3) year term.

Section E. Any committee shall have no more than three (3) Board members on that committee except a Staff Search Committee.

Section F. Staff Search Committees shall be established by the President and the Board as the need arises. These committees shall engage in an open and consultative process with the congregation at large. The committees shall submit recommendations to the Board, who will make the final decision to hire following a majority plus one vote.

Section G. All committees must meet at least annually.

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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 Board members 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. The Nominating Committee shall receive input from Professional Staff when considering individuals to be nominated.

Section C. The slate of candidates chosen by the committee shall be reported to the Board and notice of the 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 Vice President of Communications/ Executive Secretary at least fifteen (15) days before the meeting at which the election is to be 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 (e.g: elections should be held between May 15 and June 1 of any given fiscal year).

## ARTICLE IX MEMBERSHIP AND DUES

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

Section B. The following membership types exist: Individual and Family memberships.

The following requirements apply:

1. Individual memberships have one vote.
2. Each spouse in a family membership shall have one vote.
3. At least one member of the membership unit must be Jewish.
4. Membership privileges shall continue as long as the individual/membership unit is in good standing.
5. Members of a family under the age of 21 are considered to be part of the family membership.
6. Members of a family over the age of 21 and self-supporting are not considered to be part of the family membership.
7. Non self-supporting members of a family who are over the age of 21 shall be considered to be part of the family membership.

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

1. The right to vote
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. Continued and on-going membership is granted at the discretion of the Board. Suspension for misconduct or behavior deemed inconsistent with the values and mission of the Council-Temple requires a majority vote of the Board.

Section E. For the purpose of raising the revenues necessary for the maintenance of the Council-Temple, the Board shall fix the amount of membership contributions in accordance with the system or schedule which shall make it possible for everyone to become a member by contributing a just share. However, the contributions of a person or family in distress may be adjusted by the Vice President of Finance during the period of distress with the approval of the Board of Directors. Membership shall not be denied due to inability to pay.

Section F. 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 of the general membership. Such assessments shall be considered as part of the contribution.

Section G. Contributions are due and payable in advance unless other arrangements have been made. In the event that a member's obligations are not met, the member shall thereupon be notified that he/she may be suspended from exercising his/her rights and privileges if the obligations are not met.

Section H. A member suspended for non-payment of agreed upon contributions will be reinstated automatically on payment of all delinquent amounts, or on terms agreed by the Board.

Section I. All new applicants for membership must accompany their membership application with payment of at least three months of contributions unless other arrangements have been made.

Section J. A member is considered in good standing when he/she has not been suspended as provided in Sections D and G.

## ARTICLE X AMENDMENTS

Section A. An amendment to the Bylaws may be proposed by a two thirds (2/3) majority of the Board or by written petition by twenty-five (25) members in good standing.

Section B. Proposed amendments may be voted upon at a special or regular meeting of the general membership 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 the meeting.

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

## ARTICLE XI 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.