

By-Laws of Kehilla Community Synagogue and School

Revisions approved 8.27.24

ARTICLE I NAME

The name of this corporation shall be Kehilla Community Synagogue and School

ARTICLE II PRINCIPAL PLACE OF DOING BUSINESS

The principal place of this Corporation for the transaction of business shall be located in Alameda County, California.

ARTICLE III PURPOSES

The purposes of this Corporation shall be religious as set forth in the Articles of Incorporation.

ARTICLE IV MEMBERSHIP

1. The members of the Kehilla Community Synagogue shall constitute the entire membership of this corporation,
2. Membership is open to and may be held by an individual or by specified individuals in a family/household who meet the terms and conditions set by the Board of Trustees.
3. Each individual member and each specified family/household member of the age of thirteen shall exercise one vote and shall have equal voting and other membership rights.

ARTICLE V BOARD OF TRUSTEES

1. **Number:** The authorized number of Trustees of this Corporation shall be a minimum of thirteen (13) and a maximum of nineteen (19), and any member of the Synagogue may be elected a Trustee. The Board of Trustees may continue its authority during any time that the number of members falls below thirteen (13), as long as there is a current process for filling the vacancies.
2. **Term:** Board members shall serve staggered terms of two (2) years. No Board member shall serve more than six (6) consecutive years.

3. **Vacancies:**

- a. In the event that a vacancy shall occur at any time on the Board of Trustees, the remaining Trustees shall have the right and the authority to fill the said vacancy at any regularly called meeting of the Board.
- b. In the case of a Trustee who has left mid-term, such appointment shall be for the period of the unexpired term of the Trustee whose place is being taken. At the end of that period, any such appointee(s) may be nominated for an additional two-year term, to be considered for election to the Board at the next annual community meeting.
- c. In the case of the number of Trustees falling below the minimum of thirteen (13) members, such appointment(s) shall be for the remaining period of the current fiscal year, to achieve the minimum number of Trustees. At the end of that period, any such appointee(s) may be nominated for an additional two-year term, to be considered for election to the Board at the next annual community meeting.
- d. Synagogue members may nominate themselves or other members to fill Board vacancies.

4. **Election:**

- a. New Board members, and those seeking an additional two-year term, shall be elected each year at an annual community meeting. Members elected at this meeting will begin their terms on the Board at the beginning of the new fiscal year.
- b. Candidates for the Board of Trustees are presented by the Nominating Committee, by self-nomination and/or nomination by another Synagogue member present at the Annual Meeting.

5. **Consecutive terms:** No Board members shall serve a term in excess of two years without re-election by the Synagogue membership.

6. **Record Keeping:** The Board of Trustees shall cause to be kept open to the inspection of any person entitled, a book of minutes of all meetings of the Trustees and correct and complete books of account of properties and business transactions of the Corporation. The Board has the right to set policy concerning inspection of all records. The Board shall also cause to be kept a notebook of all and current

Synagogue policy decisions made by the Board and at Community Meetings.

7. **Meetings:**

- a. The Board of Trustees shall hold regular monthly meetings. In addition, a Chairperson or any three Trustees may call a special meeting. For all meetings of the Board of Trustees, a majority of Board members shall constitute a quorum for official business.
- b. Notices of special meetings shall be given at least twenty-four hours in advance of the meeting, and must be communicated to all Trustees in writing, by e-mail or verbally.
- c. There shall be at least one Annual Community Meeting every year.
- d. Meetings of the Board of Trustees are open to all Synagogue members.

8. **Powers of the Board of Trustees:** All corporate powers (subject to the limitation of the Articles of Incorporation of this Corporation) shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by, its Board of Trustees, and, subject to the above limitations, the Board shall also have the power:

- a. To appoint and remove the Officers of the Corporation, prescribe their duties (subject to the limitation of the Articles of Incorporation and Bylaws), fix compensation or require security, as deemed necessary;
- b. To make rules and regulations not inconsistent with law, or the Articles of Incorporation and Bylaws, for the guidance of the Trustees and the management of the affairs of the Corporation;
- c. To sell or dispose of property, either real or personal, which said Corporation may from time to time own, and to acquire other property, to enter into contracts of employment, to borrow money for, and on behalf of, the Corporation, and otherwise to incur indebtedness on behalf of the Corporation, to authorize the execution of promissory notes or other evidence of indebtedness, to lease, mortgage, pledge, hypothecate, and otherwise encumber the property, real and personal, of the Corporation, and generally to do and perform, or cause to be done or performed, any and every act which the Corporation may do and perform under and by virtue of its Articles of Incorporation or of the Laws of the State of California;
- d. To set the monetary policies, rules and regulations of this Corporation, including membership fees, monthly

charges and similar financial requirements, and to suspend, forgive, or cancel, at any time, any payment required for membership, classes or other fees or charges, for any deserving person, provided that the Board shall determine that this is in the best interests of the Corporation.

9. **Removal of Board Members:**

- a. A Board member who misses three consecutive meetings may be removed by an affirmative vote of a majority of the Board of Trustees.
- b. A Board member may be suspended from Board participation for non-absentee reasons by an affirmative vote of the majority of the Board; with removal from the Board subject to ratification by the Synagogue membership.

10. **Resignation of Board Members:**

A Board member may resign at any time. Resignation is effected by giving written and timely notice to the Board of Trustees or Secretary of the Board of Trustees. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein. The Board's acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI OFFICERS

1. **Election of Board of Trustees Chair(s):** At the last meeting of the fiscal year, the Board of Trustees shall elect at least one Chair of the Board of Trustees to serve during the next fiscal year. When feasible, the Board of Trustees shall elect two Co-Chairs at this meeting. If no Co-Chair is chosen at this meeting, the election of a Co-Chair can occur at any time during the following fiscal year.
2. **Duties of the Board of Trustees Chair(s):** The Chair(s) of the Board of Trustees may sign, with the Secretary or any other officer of the Corporation authorized by the Board, in the name of the Corporation, all contracts and documents authorized either generally or specifically by the Board. The Chair(s) can designate Board members to serve as Facilitator of the Board meetings on a rotating basis; and can authorize Facilitator(s) of Community Meetings. The Chair(s) shall perform other such duties as shall from time to time be assigned to him, or her by the Board.
3. **Election of Other Officers:** At the fiscal year's first meeting of the Board of Trustees shall elect a Secretary and a Treasurer, who shall hold office until qualified successors are elected.
4. **Secretary:** The Secretary shall be responsible for seeing that minutes are kept of all Board and Annual Community

Meetings; and shall keep the minutes in books designed for that purpose.

1. The Secretary shall attend to the giving and serving of all notices of the Corporation.
2. The Secretary shall be custodian of the Corporate records, and shall see that all documents executed on behalf of the Corporation are duly authorized in accordance with the provisions of these By-laws.
3. The Secretary shall be custodian of the Policy Notebook and shall see that all policy decisions are recorded, indexed, and updated.
4. The Secretary shall perform all other duties customarily incident to the office of Secretary, subject to the control of the Board, and shall perform such additional duties as shall from time to time be assigned to The Secretary-by the Board.
5. **Treasurer:** The Treasurer shall have custody of all funds of the Corporation. In conjunction with Executive Director, the Finance Committee and outside CPA, the Treasurer shall be responsible for a full and accurate account of the receipts and disbursements of the Corporation, and shall see that all monies of the Corporation are in the name of and to the credit of the corporation, in such banks or depositories as the Board may designate.

The Treasurers shall work in cooperation with the Finance Committee to inform and advise the Board in determining fiscal procedure and policy.

The Treasurer's responsibilities include, but are not limited to the following:

- a. Review a monthly accounting statement sent to the Board prior to each meeting, which identifies any areas of concern or areas where income and/or expenses are inconsistent with budget projections.
- b. Review a CPA-reviewed accounting statement that can be published in the Synagogue's newsletter.
- c. Work with the Finance Committee to prepare a yearly budget proposal to the Board.
- d. Review all necessary tax and financial statements required by governmental agencies, consistent with principles of separation of Church and State, or at the direction of the Board.
- e. Sign checks if designated to do so, along with other Board-designated signers.
- f. Review financial statements and reports provided by Kehilla's internal or external accounting staff.

- g. Oversee Synagogue accounts and funds on behalf of the Board.
- h. Oversee Board policies to ensure that they are designed and implemented in a way that best safeguards the privacy and confidentiality of Synagogue members, in the course of financial record-keeping.

ARTICLE VII

COMMITTEE STRUCTURE

The Board of Trustees may create and/or appoint various committees, composed solely of Board members (Board committees), including those which have been given the power to act with the authority of the Board; or composed of both Board members and others (non-Board committees); or composed solely of non-Board members (advisory committees). Committees may be permanent (standing committees) or temporary (ad hoc committees). All such committees shall be governed ultimately by the Board of Trustees.

Examples of standing committees, which currently exist as non-Board Committees, include the following:

1. **Finance Committee.** Composed of Synagogue members, at least two of whom are simultaneously serving on the Board of Trustees, one of whom is the Board Treasurer. The Finance Committee's duties include, but are not limited to:
 - a. Budget development;
 - b. Exploring potential funding and other financial resources;
 - c. Researching cost feasibility studies on suggested projects;
 - d. Assisting the Treasurer in the documentation of all financial transactions involving the Synagogue;
 - e. Presenting financial data to the Board of Trustees to serve as the basis for Board decisions.
2. **Generosity Committee.** Duties include, but are not limited to, initiating and implementing fundraising projects.
3. **Membership Committee.** Duties include, but are not limited to, encouraging the expansion of new membership and supporting current members.
4. **Nominating Committee.** Duties include, but are not limited to, nomination of qualified members of the Synagogue to the Board of Trustees in a manner consistent with the procedures of these By-Laws.
5. **Personnel Committee.** Duties include, but are not limited to:
 - a. Evaluation of the performance of rabbinical, musical and executive leaders of the Synagogue over whom there is no other authority except the Board of Trustees.
 - b. Negotiation of the employment contracts of rabbinical, musical and executive leaders of the Synagogue over

whom there is no authority except the Board of Trustees.

- c. Drafting and/or description of personnel policies for the Synagogue.
 - d. Support of Synagogue staff members as necessary.
6. **Other Committees.** Other committees may be appointed as required by the Board of Trustees.

ARTICLE VIII
SPIRITUAL/POLITICAL/SOCIAL COMMITTEES

Spiritual/Political/Social Committees shall be created or dissolved by the Board of Trustees, or by Synagogue members with Board approval. Any member of the Synagogue may propose or volunteer to serve on a spiritual, political, or social committee.

These committees implement the Synagogue's commitment to address the social, political, spiritual, and economic issues of our time. Their purpose is to promote human and specifically traditional Jewish values; work for peace and justice; and to encourage and participate in activity consistent with Jewish tradition, heritage and scripture.

ARTICLE IX
AMENDMENTS

1. These Bylaws may be amended, modified, or repealed by two-thirds of the members of the Board of Trustees, subject to member ratification by either:
 - a. A referendum submitted by email to the voting Synagogue membership, which may include written signed articles, pro and con, and for which ratification requires a simple majority of those voting; or
 - b. A referendum conducted at a Community Meeting, with proposed changes included in the agenda of said meeting no less than three weeks prior to the date of said meeting, and for which, ratification requires a simple majority of those voting.
2. Bylaws may be amended, modified or repealed at Synagogue Community Meetings.
 - a. Proposed changes may be submitted by any Member to the Board Secretary for inclusion in the agenda of the Community Meeting to be submitted to the Members no less than three weeks prior to the date for which the Community Meeting has been called.
 - b. An affirmative vote of a simple majority is required for adoption of an amendment.

ARTICLE X
DECISION MAKING

The Board of Trustee meetings, community meetings, and all committee meetings shall strive to reach decisions by consensual understanding. When this is not possible, issues shall be decided by a simple majority, unless otherwise specified in these Bylaws. Any member can request that a vote on a specific issue require 2/3 majority. If a simple majority agrees to the request, it will stand.