

BY-LAWS
OF THE FIRST HEBREW CONGREGATION
OF OAKLAND

ARTICLE 1
NAME

1.01. The name of the Congregation shall be THE FIRST HEBREW CONGREGATION OF OAKLAND.

1.02. The name of the Synagogue of the Congregation shall be TEMPLE SINAI.

1.03. The name of the Cemetery and Mausoleum of the Congregation shall be BETH OLAM (Home of Eternity).

ARTICLE 2
PURPOSES AND PRACTICES

2.01. The purposes of the Congregation are: to promote the principles of Judaism; to assure the continuity of the Jewish people; to encourage its members to develop a relationship with God; to provide a house of communal worship, study and assembly; to cultivate a love and understanding of the Jewish heritage; to strengthen the bonds with the Jewish people everywhere; to nurture a sense of community among the members of the Congregation; to foster an environment of social responsibility and to provide leadership in the overall community; and to apply the principles of Reform Judaism to the values and conduct of the individual family and the society in which we live.

2.02. In order to advance the cause of Liberal Judaism in America and throughout the world, the Congregation shall be affiliated with the Union of American Hebrew Congregations.

2.03. The Congregation shall follow the practices of Judaism as interpreted by the Central Conference of American Rabbis and the Union of American Hebrew Congregations.

ARTICLE 3
MEMBERSHIP

3.01. Any person of the Jewish faith, or any person wishing to associate with the Jewish faith, eighteen years of age or over, may be approved for regular membership by the Board of Trustees.

3.02. For the purpose of raising the revenues necessary to maintain the Congregation, the Board of Trustees shall from time to time fix the amount of dues to be paid by the members of the Congregation.

3.03. The unit of membership for purposes of dues assessment and payment shall be the household.

3.04. A member in good standing is defined as a member who has made an acceptable dues commitment for the current fiscal year and who is not in arrears for either the current or any prior fiscal year. The Board of Trustees may suspend a member in arrears from membership after notice (by mail or email) of not less than thirty (30) days.

3.05. The resignation or suspension of any member shall not relieve such member of any obligation due the Congregation.

3.06. All members of the Congregation in good standing shall be entitled to seats for the High Holy Days for themselves and for dependent members of their families, subject to such limitations as the Board of Trustees may establish.

ARTICLE 4 CONGREGATIONAL MEETINGS

4.01. The Annual Meeting of the Congregation shall be held at such time and place as the Board of Trustees may determine, but not more than one hundred twenty (120) days after the end of each fiscal year; the date of the Annual Meeting shall be fixed not later than sixty (60) days prior to the meeting.

4.02. Special meetings of the Congregation may be called by the President, and must be called by the President at the request of the majority of the Board of Trustees, or upon written application of five percent (5%) of the members eligible to vote, as provided in Section 4.04. The notice of any special meeting shall set forth the purpose of the meeting, specifying the nature and substance of the proposed action, including (if applicable) the maximum amount of any expenditure to be approved. No business other than that specified in the notice shall be conducted at that meeting.

4.03. Each member of the Congregation shall be notified of the time and place of each Annual Meeting and any special meeting of the Congregation by mail sent, or by notice published in the Temple Bulletin, not less than ten (10) days prior to the meeting. Notices of meetings may also be given not less than ten (10) days prior to the meeting, and notices for any other purpose may be given, by email to any member whose email address is included on the annual dues commitment form or in any other mailing or other written communication which grants permission to use such email address.

4.04. Each member in good standing shall be entitled to one (1) vote at all annual and special meetings of the Congregation up to a maximum of two (2) votes per household.

4.05. Ten percent (10%) of the members of the Congregation who are eligible to vote, as provided in Section 4.04, shall constitute a quorum at any meeting. For any matter in which the Board of Trustees has authorized voting by absentee written ballot pursuant to Section 4.06, a quorum shall consist of votes cast by ten percent (10%) of the members of the

Congregation who are eligible to vote, as provided in Section 4.04, including those who vote by absentee written ballot and those who vote in person at the meeting.

4.06 Voting at the Annual Meeting or any special meeting of the Congregation may be absentee written ballot on such matters, including election of the Board of Trustees, and upon such terms and conditions as the Board of Trustees may from time to time determine.

ARTICLE 5 BOARD OF TRUSTEES

5.01. The management and administration of the affairs of the Congregation shall be vested in the Board of Trustees which shall function as the board of directors required by law. Subject to any restrictions expressly stated herein (including Section 10.02), the Board of Trustees shall manage all of the funds and other assets and properties, real and personal, of the Congregation for Congregational purposes only, including making and forgiving loans for the purpose of attracting or retaining professional staff.

5.02. The Board of Trustees shall consist of (a) eighteen (18) at-large Trustees who shall be elected by the Congregation as herein provided; (b) the President of the Congregation; (c) the immediate Past President of the Congregation (for a period of one (1) year); (d) the President Elect of the Congregation, if any, designated in accordance with Section 7.07; and (e) the President or another representative of each of the Sisterhood, Brotherhood, Access Committee, Education Committee, Preschool Committee and Youth Group.

5.03. No person shall be elected a Trustee unless he or she shall have been a member in good standing of the Congregation for at least one (1) year prior to election. All Trustees shall be members of the Jewish faith.

5.04. At-large Trustees shall be nominated by the Nominating Committee, as provided below, and elected at the Annual Meeting by a majority vote of the members present and voting. At-large Trustees shall serve for a period of three (3) years from the date of election and until their successors shall be elected and qualify. No at-large Trustee shall be elected for more than two (2) consecutive terms of three (3) years each.

5.05. If a vacancy shall occur on the Board of Trustees, it shall elect a qualified member of the Congregation to fill such vacancy. He or she shall hold office until the next Annual Meeting, at which time he or she shall be eligible for election to a full three (3) year term.

5.06. The Board of Trustees shall hold at least ten (10) regular meetings each year.

5.07. A majority of those currently serving as Trustees shall constitute a quorum at all meetings of the Board of Trustees.

5.08. The office of any at-large Trustee who is absent, without adequate excuse, from any three (3) or more meetings during a twelve (12) month period may be declared vacant by the Board.

ARTICLE 6
NOMINATION AND ELECTION OF TRUSTEES

6.01. The President, with the approval of the Board of Trustees, shall appoint a Nominating Committee not less than ninety (90) days prior to the Annual Meeting. The Nominating Committee shall consist of at least two (2) members of the Board of Trustees whose terms of office do not expire at the next ensuing election and at least three (3) members from the Congregation at-large.

6.02. The Nominating Committee shall present its report in writing to the Secretary not later than sixty (60) days prior to the Annual Meeting, setting forth the names of all candidates proposed to fill the vacancies on the Board of Trustees.

6.03. The Secretary shall give notice, as provided in Section 4.03, setting forth the names of the nominees proposed by the Nominating Committee, not less than forty-five (45) days prior to the Annual Meeting.

6.04. Not less than thirty (30) days prior to the Annual Meeting, a petition signed by not less than twenty-five (25) members of the Congregation, setting forth the nomination of a member not included in the report of the Nominating Committee, may be filed with the Secretary. The names of the person, or persons, nominated by petition must be accompanied by written acceptance by each such nominee.

6.05. Notice of the nominees proposed by petition, together with the names of the sponsors, shall be given not less than ten (10) days prior to the Annual Meeting, as provided in Section 4.03.

6.06. No other nominations shall be made at the Annual Meeting unless there is an insufficient number of nominees to fill all the vacancies on the Board of Trustees, in which case nominations may be made at the Meeting.

6.07. If the number of nominees exceeds the number of vacancies, voting shall be by written ballot. If the number of nominees is the same as the number of vacancies, the nominees shall be deemed elected notwithstanding the absence of a quorum at the Annual Meeting.

ARTICLE 7
OFFICERS

7.01. The Board of Trustees shall elect, as soon as possible after each Annual Meeting, a President, and, from its at-large members, one or more Vice-Presidents, a Secretary, and a Treasurer. Each such officer shall hold office without compensation for one year and until his or her successor shall be elected and qualify. The Board of Trustees shall determine the number of Vice-Presidents and their respective rank, if any. Notwithstanding any other provision to the contrary, the President need not be a Trustee at the time of his or her election, but may be chosen from the entire membership of the Congregation. One shall hold the office of President, or any other office specified in this section, for no more than three (3) consecutive one (1) year terms.

7.02. The duties of the President shall be to preside at all meetings of the Congregation and of the Board of Trustees, to appoint members and chairpersons of all committees, to be an ex-officio member of all committees, to call special meetings of the Congregation and of the Board of Trustees, to sign all legal documents on behalf of the Congregation, and to perform all other duties normally incident to the office of President.

7.03. In the absence or disability of the President, the duties of the President shall be assumed by the Vice-President. In the event that there are two or more Vice-Presidents, then the duties shall be assumed by the First Vice-President (if the Vice-Presidents are ranked) or by the Vice-President chosen by the Board of Trustees (if the Vice-Presidents are not ranked). In emergency circumstances when there are two or more Vice-Presidents and they are not ranked, the Vice-Presidents shall select one of their number to act as President until the next meeting of the Board of Trustees. When acting as President, a Vice-President shall have all of the power of, and be subject to all of the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Trustees.

7.04. The Secretary shall keep minutes of all meetings of the Congregation and of the Board of Trustees. The Secretary shall have custody of the seal of the Congregation and shall use it under the direction of the Board of Trustees. The Secretary shall send out notices of all meetings, and shall keep such books and records, and perform such other duties, as may be required by the Board of Trustees.

7.05. The Treasurer shall be the chief financial officer of the Congregation, the custodian of all funds of the Congregation and the disbursing agent of the Congregation as authorized by the Board of Trustees. The Treasurer shall report the financial condition of the Congregation regularly to the Board of Trustees and at the Annual Meeting. The Treasurer shall also perform such other duties as may be required by the Board of Trustees.

7.06. The officers of the Congregation and the President Elect, if any, shall constitute the Executive Committee. The President shall serve as the chairperson of the Executive Committee. Subject to any limitations on its powers imposed by law, the Executive Committee shall act in an advisory capacity to the President on all matters and questions referred to it by the President. The Executive Committee shall have the power to act in circumstances requiring prompt action prior to the next regular or special meeting of the Board of Trustees and shall have such additional powers as may be delegated to the Executive Committee by the Board of Trustees.

7.07. In planning for succession in the office of President of the Congregation, the Board of Trustees may designate, from its members or from the entire membership of the Congregation, a President Elect of the Congregation to be elected at the next annual election of officers.

ARTICLE 8
CLERGY

8.01. The Congregation shall employ one or more Rabbis and one or more Cantors to serve as the Clergy of the Congregation. The Clergy shall be selected by special search committees of no fewer than five (5) members of the Congregation appointed by the President of the Congregation. Each search committee shall recommend a candidate to the Board of Trustees, and the Board of Trustees shall approve or disapprove the recommendation.

8.02. In the case of the Senior Rabbi, the recommendation of the Board of Trustees shall be presented to the Congregation at the Annual Meeting or at a special meeting called for that purpose. An affirmative vote of two-thirds ($\frac{2}{3}$) of the votes cast on the recommendation shall be required for the election of the Senior Rabbi.

8.03. Upon the completion of the term of the Senior Rabbi's initial period of service, which shall be not less than one (1) year nor more than three (3) years, the Board of Trustees shall submit a recommendation as to his or her re-election to the Annual Meeting or a special meeting of the Congregation. An affirmative vote of a majority of those members present at such meeting shall be required to act upon the recommendation of the Board of Trustees, which action shall be effective notwithstanding the absence of a quorum. If the Senior Rabbi is re-elected, he or she shall remain the Senior Rabbi of the Congregation until formal action to terminate his or her relationship shall be taken.

8.04. A Rabbi, a Cantor or the Board of Trustees may terminate the relationship between the Rabbi or Cantor and the Congregation upon notice of not less than six (6) months, subject to the provisions of any employment agreement. If the Board of Trustees receives a written petition to terminate the relationship between the Senior Rabbi and the Congregation signed by not less than five percent (5%) of the members eligible to vote, the Board of Trustees must submit the proposal to the Congregation not less than sixty (60) days following receipt of such proposal, at a special meeting called for such purpose or the next Annual Meeting. The proposal to terminate the Senior Rabbi must be included in the notice calling such meeting. A two-thirds ($\frac{2}{3}$) vote of the members present at such a meeting shall be required to approve such a proposal.

8.05. The functions of the Clergy other than the Senior Rabbi shall be defined in consultation between the Board of Trustees and the Senior Rabbi. The other Clergy shall perform their functions under the direction and supervision of the Senior Rabbi.

ARTICLE 9
COMMITTEES

9.01. The following standing committees are hereby established to perform the functions set forth in Section 9.04, in addition to such other functions as may be delegated to such committees by the Board of Trustees:

- (a) an Executive Committee
- (b) a Finance Committee

- (c) an Education Committee
- (d) a Pre-School Committee
- (e) an Investment Committee
- (f) a Cemetery and Mausoleum Committee

9.02. In addition to the standing committees established herein, the Board of Trustees shall have the power to establish at any time such other standing or ad hoc committees as it shall deem appropriate. Any committee so established by the Board of Trustees may, at the discretion of the Board, be discontinued at any time.

9.03. Except as otherwise provided herein, the chairperson of each committee shall be appointed by the President of the Congregation. Subject to such policies as may be established from time to time by the Board of Trustees, each committee shall establish its own rules and procedures and shall have the authority to establish subcommittees.

9.04. (a) Executive Committee. The Executive Committee shall perform the functions set forth in Section 7.06.

(b) Finance Committee. The Finance Committee shall supervise the finances of the Congregation. It shall make a detailed estimate of the income and expenses of the Congregation for each year and submit an annual budget to the Board of Trustees for its approval and shall review and make recommendations to the Board of Trustees regarding expenditures not provided for in the annual budget. The Finance Committee shall arrange for the preparation of periodic financial statements and for an annual outside review of the accounts of the Congregation. The Finance Committee shall include no fewer than five (5) members of the Congregation, including the Treasurer.

(c) Education Committee. The Education Committee shall coordinate educational activities of the Congregation to the end of achieving the best possible Jewish education for all Temple members. The Education Committee shall establish rules in reference to standards, requirements, age limits and admission of students, develop the policies to be administered by the Temple Educator, including curriculum, staff development, budget and discipline, assist in the selection of the candidate for Temple Educator for recommendation to the Board of Trustees, and evaluate the Temple Educator in cooperation with the Senior Rabbi.

(d) Pre-School Committee. The Pre-School Committee shall assist the Pre-School Director in the development and execution of policies relating to the Pre-School and in furthering the relationship between the Pre-School and the Temple, coordinate activities, including volunteer efforts, for the Pre-School parent community, and assist in the selection of the candidate for Pre-School Director.

(e) Investment Committee. The Investment Committee shall oversee the prudent investment of all funds of the Congregation and shall have authority to make decisions regarding the investment and reinvestment of such funds based on investment guidelines approved by the Board of Trustees. It shall cause to be maintained a record of funds

held and invested by the Congregation and shall report on the condition of such investments to the Board of Trustees as needed but no less than once a year. The Investment Committee shall include no fewer than five (5) members of the Congregation, including the Treasurer.

(f) Cemetery and Mausoleum Committee. The Cemetery and Mausoleum Committee shall be responsible for the operation and management of the cemetery and mausoleum under the rules and regulations and price schedules adopted by the Board of Trustees.

ARTICLE 10 BUDGET AND FINANCE

10.01. Expenditures of \$5,000 and above not provided for in the annual budget shall require the approval of the Board of Trustees.

10.02. The purchase, sale, disposition, leasing, hypothecating, or improvement of any real property of the Congregation, or any interest therein, involving the expenditure of more than \$250,000 shall require the approval of an affirmative vote of two-thirds (2/3) of the votes cast with respect to such action at the Annual Meeting of the Congregation or any special meeting of the Congregation called for that purpose.

10.03. The Board of Trustees shall determine the fiscal year of the Congregation.

ARTICLE 11 CONGREGATIONAL FUNDS

11.01. The Board of Trustees is authorized to accept all gifts, endowments and bequests on behalf of the Congregation and shall apply them according to such purposes as the donor may specify, provided that the terms of the gift are acceptable to the Board of Trustees. The Board of Trustees is also authorized to use Congregational monies to establish funds for restricted purposes and to release such funds from restriction at its discretion.

11.02. An Endowment Fund shall provide a means for perpetually enhancing the ability of Temple Sinai to enrich the quality of Jewish life in our community and among Jewish people everywhere. Income earned from the principal of the Endowment Fund may be expended as determined by the Board of Trustees in accordance with such purposes. The Board of Trustees may authorize loans to the Congregation from the Endowment Fund principal for the purpose of purchasing real property or for improvements to the property or buildings of the Congregation subject to such limitations as may be stated in these By-laws. Any such loans must establish provisions to ensure loan repayment from operations or other sources of income of the Congregation.

11.03. A Perpetual Care Fund shall provide for future maintenance of the Home Of Eternity Cemetery. The principal for this fund shall come from part of the proceeds of the sale of plots and crypts as designated by the Board.

ARTICLE 12
AMENDMENTS

12.01. Any proposal to alter, amend or repeal these By-laws, or any portion thereof, may be presented (i) by the Board of Trustees for consideration at the Annual Meeting or a special meeting of the Congregation, or (ii) by at least five percent (5%) of the members eligible to vote, as provided in Section 4.04, by petition delivered to the Secretary not less than thirty days prior to the Annual Meeting of the Congregation for consideration at the Annual Meeting. A copy of the proposal or a summary thereof, together with a notice of the time and place when such proposal will be voted upon, shall be given to the members not less than ten (10) days prior to such meeting, as provided in Section 4.03, provided that a proposal to amend these By-laws may also be presented to the Annual Meeting with the unanimous consent of all members present and voting.

ARTICLE 13
INDEMNIFICATION

13.01. To the fullest extent provided by law, the Congregation shall indemnify each Trustee and officer of the Congregation, and the Congregation may indemnify any member of its professional staff and its other employees and agents, who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Congregation against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding. Expenses incurred in defending any proceeding may, if the Board of Trustees so determines, be advanced by the Congregation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount unless it is determined ultimately that such person is entitled to be indemnified by the Congregation. The Congregation shall have the right to purchase and maintain insurance on behalf of the Trustees, officers, professional staff and other employees and agents against any liability which may be asserted against or incurred by any such person in such capacity or arising from his or her status as such.

ARTICLE 14
MISCELLANEOUS

14.01. In all cases of rules of order not specifically covered by these By-Laws, Robert's Rules of Order (latest revised edition) shall be accepted as authority.

14.02. "The Bulletin" referred to in these By-Laws is defined as the official publication issued or published by the Congregation.