

BYLAWS
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. In order to advance the cause of Progressive Judaism in America and throughout the world, the Congregation shall be affiliated with the Union for Reform Judaism.

2.02. The Congregation shall follow the practices of Judaism as interpreted by the Central Conference of American Rabbis and the Union for Reform Judaism.

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. For purposes of dues assessment and payment only, the unit of membership 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 of not less than sixty (60) days.

3.05. 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.

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

3.07. 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.

3.08 Except as otherwise required in these Bylaws, notice to members shall be given not less than ten (10) days prior to an event requiring such notice at the address provided to the Congregation by the member. Notice shall be by email (except in the case of members who opt out of electronic notice by notifying the Congregation in writing) or by first class mail.

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 forty (140) 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 3.05. 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 as provided in Section 3.08.

4.04. Ten percent (10%) of the members of the Congregation who are eligible to vote, as provided in Section 3.05, shall constitute a quorum at any meeting. For any matter in which the Board of Trustees has authorized voting by absentee ballot pursuant to Section 4.05, 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 3.05, including those who vote by absentee ballot and those who vote in person at the meeting.

4.05 Voting at the Annual Meeting or any Special Meeting of the Congregation may be by absentee 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 Article 10), 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. Subject to any restrictions expressly stated in these Bylaws, the Board of Trustees, in consultation with the Senior Rabbi and senior staff, may determine appropriate staffing and compensation and personnel policies. The Board of Trustees shall have oversight over the terms of hiring and retention of Clergy and senior staff, including approval of their employment contracts.

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 7.02; and (e) the President or another representative of each of the Women of Temple Sinai, Brotherhood, Access Committee, Education Committee, Preschool Parent Committee, and Youth Group.

5.03. No person shall serve as 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 serve for a period of three (3) years from the date of election. No at-large Trustee shall be elected for more than two (2) consecutive terms of three (3) years each, not including filling any vacancy for a partial year under Section 5.06.

5.05. Ex officio Trustees shall commit to serving on the Board for a period of not less than one year and shall not serve for more than three (3) consecutive years.

5.06. If a vacancy shall occur on the Board of Trustees, it may elect or defer election of a qualified member of the Congregation as set forth in Section 5.03 to fill such vacancy. That Trustee shall hold office until the next Annual Meeting, at which time the Trustee shall be eligible for election to a full three (3) year term.

5.07. The Board of Trustees shall hold at least ten (10) regular meetings each year. Meetings of the Board of Trustees shall be open to all members of the Congregation. However, the Board may adjourn to executive session to deliberate in private at the discretion of the President.

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

ARTICLE 6
NOMINATION, ELECTION, SELECTION, AND REMOVAL OF TRUSTEES

6.01. At-large Trustees shall be nominated by the Nominating Committee as provided in Section 6.02 and elected at the Annual Meeting as provided in Section 6.08.

6.02. The Nominating Committee shall be a standing committee and shall consist of at least two (2) members of the Board of Trustees who are not eligible for election at the next Annual Meeting and at least three (3) members from the Congregation at-large. The President shall appoint the members of the Nominating Committee, subject to approval by the Board of Trustees.

6.03. 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.

6.04. The Secretary shall give notice, as provided in Section 3.08, setting forth the names of the nominees proposed by the Nominating Committee, not less than forty-five (45) days prior to the Annual Meeting. Such notice shall include the provisions of Section 6.08 (deeming Trustees elected at the Annual Meeting where the number of nominees does not exceed the number of openings) and 6.05 (providing for nomination by petition).

6.05. 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.

6.06. 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 3.08.

6.07. 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.

6.08. If the number of nominees exceeds the number of vacancies, voting shall be by written ballot. If the number of nominees does not exceed the number of vacancies, the nominees shall be deemed elected notwithstanding the absence of a quorum at the Annual Meeting.

6.09. Committees and auxiliaries not named in Section 9.01, but holding ex officio seats on the Board of Trustees, pursuant to Section 5.02, shall select their own representative to the Board, subject to the requirements set forth in 5.03 and 5.05.

6.10. The office of any Trustee who is absent from four (4) or more meetings during a twelve (12) month period may be declared vacant by the Board of Trustees.

6.11. A Trustee may be removed by a vote of two-thirds (2/3) of the entire Board of Trustees after no less than ten days prior written notice by the Board to the Trustee of the grounds for removal; or by two-thirds (2/3) of the votes of the Congregation at a Special Meeting, called pursuant to the procedures set forth in Section 4.02.

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, a Treasurer, and other officers as designated by the Board. 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 shall have served as a Trustee. The President may be chosen from the entire membership of the Congregation. The President and each officer identified in this section shall hold office without compensation for one year and for no more than three (3) consecutive one (1) year terms, until a successor shall be elected and assume office, notwithstanding the specified term limits in Sections 5.04 and 5.05. The officers shall constitute the Executive Committee as described in Section 7.03.

7.02. 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.

7.03. 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 and within these Bylaws, 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.

7.04. 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 described in Sections 8.01 and 9.02, to confirm or appoint the chairpersons of all Standing Committees described in Sections 9.01 and 9.04, 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. The President shall nominate the officers (Executive Committee), who shall be elected as set forth in Section 7.01.

7.05. 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.

7.06. The Secretary shall keep minutes of all meetings of the Congregation and of the Board of Trustees, keep a record of all Board and congregational votes and resolutions, and keep the Bylaws and a record of all amendments thereto. 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 provide for notice of all meetings pursuant to Board procedures, and perform such other duties as may be required by the Board of Trustees.

7.07. The Treasurer shall be the senior financial officer of the Congregation and shall be responsible with the support of the Finance Committee for oversight of the Congregation's finances on behalf of 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 and shall be the chairperson of the Finance Committee. The Treasurer shall also perform such other duties as may be required by the Board of Trustees.

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. In the event the Board of Trustees determines to hire a new member of the Clergy, a special search committee, consisting of no fewer than five (5) members of the Congregation appointed by the President of the Congregation, shall conduct a search pursuant to criteria received from the Board of Trustees and shall recommend a candidate to the Board of Trustees. 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 pursuant to Section 4.04 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 the Senior Rabbi's re-election at the Annual Meeting or a Special Meeting of the Congregation. An affirmative vote of two-thirds ($\frac{2}{3}$) of the votes cast pursuant to Section 4.04 on the recommendation shall be required for the re-election of the Senior Rabbi. 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. 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 pursuant to Section 4.02 or the next Annual Meeting. The proposal to terminate the Senior Rabbi must be included in the notice calling such meeting. An affirmative vote of two-thirds ($\frac{2}{3}$) of the members present 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.

8.06 The Clergy and the Senior Rabbi shall at all times enjoy freedom of the pulpit to preach and to teach Judaism, both in its fundamental essence and in its practical applications. The Senior Rabbi alone shall have the right to invite guests to occupy the pulpit.

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) a Finance Committee
- (b) an Education Committee
- (c) a Preschool Parent Committee
- (d) a Personnel Committee
- (e) a Cemetery Committee
- (f) a Development Committee

The chairperson of each of the committees established pursuant to this Article shall be appointed or confirmed by the President of the Congregation.

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. 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) Finance Committee. The Finance Committee shall support and advise the Treasurer in oversight of the Congregation's finances; review and recommend an

annual budget for approval by the Board of Trustees; review and make recommendations to the Board of Trustees regarding any significant expenditures not provided for in the annual budget; arrange for the preparation of monthly financial statements and for an annual outside review of the accounts of the Congregation; oversee the prudent investment of Congregational funds; oversee the investment and reinvest such funds based on guidelines approved by the Board of Trustees; cause to be maintained a record of funds held and invested by the Congregation; and report on the condition of such investments to the Board of Trustees as needed but no less than once a year. The Finance Committee shall include no fewer than five (5) members of the Congregation, including the Treasurer.

(b) 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; 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 participate in the evaluation of the Temple Educator in cooperation with the Senior Rabbi.

(c) Preschool Parent Committee. The Preschool Parent Committee shall coordinate activities of the Preschool; act as a liaison between the Preschool parents and the Congregation; advise and consult with the Preschool Director; assist in the selection of the candidate for Preschool Director for recommendation to the Board of Trustees; and participate in the evaluation of the Preschool Director in cooperation with the Senior Rabbi.

(d) Personnel Committee. The Personnel Committee shall review and make recommendations to the Board of Trustees regarding employment matters and personnel policies. The Personnel Committee shall arrange for the preparation of periodic performance, salary and benefits review of senior staff and Clergy including negotiation of employment contracts in conjunction with the President and Finance Committee and submission of employment contracts to the Board of Trustees for approval.

(e) Cemetery Committee. The Cemetery 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.

(f) Development Committee. The Development Committee shall create and implement a comprehensive strategy for philanthropy including membership contributions, annual giving, capital giving and legacy giving within the Temple's overall framework for Congregational communications; oversee stewardship and other programs to acknowledge donors and recognize their contributions; and educate the Board of Trustees, key committees, and members of the Congregation about the importance of philanthropy in congregational life.

ARTICLE 10
RESPONSIBILITIES OF THE BOARD OF TRUSTEES RE: 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 any transaction of more than \$250,000.00 shall require the approval of an affirmative vote of two-thirds (2/3) of the votes cast pursuant to Section 4.04 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 and shall pass an annual operating budget.

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 Bylaws. 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 Bylaws, or any portion thereof, may be presented (i) by a vote of two-thirds (2/3) of 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 4.02, 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 3.08, provided that a proposal to

amend these Bylaws 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, if the Board of Trustees so approves, shall 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 Board of Trustees, on behalf of 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 Bylaws, Robert's Rules of Order (latest revised edition) shall be accepted as authority.