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# **BYLAWS OF TEMPLE ISALIAH**

**As Adopted at the Congregational Meeting June 4, 2025**

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## ARTICLE 1. NAME AND PURPOSE

This Temple shall be known as Temple Isaiah and shall be affiliated with the Union for Reform Judaism (URJ).

The Temple's purpose, as noted in the Temple's Articles of Incorporation, 12/3/1947, is "to conduct Jewish religious services, to conduct religious education, to promote the cultural and spiritual welfare of its members, and to advance the liberal interpretation of Jewish traditions."

The Temple's mission and vision are included in the Operating Policies and Procedures document.

## ARTICLE 2. MEMBERSHIP AND DUES

### 2.A. Eligibility

Membership is available to:

- persons of the Jewish faith 18 years of age or older
- Jewish families, defined as an adult of the Jewish faith, or two adults either married or in a committed relationship where at least one is of the Jewish faith, and their dependent children under the age of 26.

A member is in good standing if s/he is current in payment of all financial obligations to the Temple.

Membership shall cease upon member's death or resignation, or removal as noted in the Duties and Powers of the Board section of this Bylaws document.

### 2.B. Membership Privileges

Each member 18 years and older whose membership is in good standing may vote at Congregational meetings, and their immediate families may use Congregation facilities and join in all religious, educational, and social activities of the Congregation.

### 2.C. Membership Dues

The Treasurer and Budget Committee will make an annual recommendation to the Board of what annual membership dues will be. Those recommended dues will be based on an assessment of the revenues required to operate the Temple, including programming, facilities improvements, debt service, and all such uses of capital. Dues will be assessed on an annual basis and will be used to pay for membership during the Fiscal Year in which it is paid.

### 2.D. School Fees and Tuition

The Budget Committee will establish the schedule of charges per academic year for the Temple Preschool and K-12. Fees and tuition shall only be paid by families enrolled in the Preschool and

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K-12 at Temple Isaiah and shall be in addition to other financial obligations required of Temple members.

#### 2.E. Proration of Dues

Dues, fees, and tuition may be prorated in the event members join the Temple or school partway through a fiscal year.

#### 2.F. Dues, Fees, and Tuition Adjustment

The Scholarship and Dues Committee shall exercise discretion and shall have responsibility for making financial arrangements, such as reducing or eliminating dues, creating payment plans, reducing or eliminating tuition, or making other arrangements for members for whom Temple dues, fees, or tuition would constitute a financial hardship. The Scholarship and Dues Committee is detailed in the Special Committees section of the Operating Policies and Procedures document.

#### 2.G. Delinquencies

This Delinquencies section applies to any moneys owed to the Temple that are in a delinquent status (e.g., membership dues, religious school fees, pledged donations, etc.).

An account will be considered delinquent if it has not been paid prior to the end of the calendar year, unless financial arrangements have been made for the account.

It is the responsibility of, and at the discretion of, the Executive Director to oversee the pursuit of collections of delinquent accounts, and to impose collections efforts for delinquent accounts, as appropriate. The Executive Director shall report delinquent amounts (without names, to protect member anonymity) to the Board in the tri-annual financial reporting.

#### 2.H. Permitted Transactions

Temple Isaiah does not accept cash for payments of dues, fees, tuition or for donations. With Board approval, we will accept donation of assets, real property, and personal property.

### ARTICLE 3. GOVERNANCE

The Temple shall be governed by a Board of Trustees, including a Board President and an Executive Committee, elected by the Congregation.

There are two documents that codify the expectations and procedures of those who operate on behalf of Temple Isaiah:

- Temple Bylaws – this document, which defines the Temple management and governance structure in compliance with California state nonprofit law.
- Operating Policies and Procedures – a separate document that contains provisions for Temple governance not included in the Bylaws and shall be adopted and/or amended by a majority vote of the Board of Trustees.

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If there is a conflict between the Bylaws and Operating Policies and Procedures, the Bylaws will supersede.

These documents shall be made available to members on the Temple Isaiah website, in the "Members Only" section. Hard copies of these documents may be provided to any member who requests them, for example, if they cannot access the internet. Requests for hard copies should be directed to the Secretary or the President.

## ARTICLE 4. BOARD OF TRUSTEES

### 4.A. Duties and Powers of Trustees

Subject to the provisions of the laws of the State of California, and subject to any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of Temple Isaiah shall be managed by the Board of Trustees and all corporate powers shall be exercised by or under the direction of the Board of Trustees. The Board of Trustees shall exercise its powers in a manner that shall, in its judgment, best promote the welfare of Temple Isaiah. The powers of the Board of Trustees shall include, by way of illustration and not limitation, the power to do each of the following:

- Set and oversee the strategic direction of the Temple, including policy setting and ways to address issues confronting the Temple
  - To select employees necessary for the Temple to fulfill its duties and obligations, and to determine the duties and compensation of such employees, except when the hiring and the determination of the duties and compensation of employees is otherwise specifically provided in these Bylaws
- Provide management oversight, ensuring that paid Temple leadership and staff are operating in the interests of the Congregation
- Authorize the expenditure during any fiscal year of funds that fall outside of the Operating Budget approved by the Congregation for that fiscal year, provided those expenditures do not exceed an amount equal to 5% of the approved Operating Budget (i.e., net revenue)
- Oversee uses of the Temple's financial assets to ensure that those assets are being deployed in a way that serves the Congregation and the Temple's purpose and vision, as defined in these Bylaws
- Act as representatives of, and represent the interests of, the Congregation.
- Recommend the removal from office any Board Trustee or Temple Officer for cause, provided that two-thirds (2/3) of all Trustees vote to make such a recommendation. If the Board makes such a recommendation, it will be brought to the Congregational Meeting for final determination.
- Recommend the removal from the congregation any Congregant for cause, provided that two-thirds (2/3) of all Trustees vote to make such a recommendation. If the Board makes such a recommendation, it will be brought to the Congregational Meeting for final determination.

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- Consistent with California Corporations Code Section 9513, any Board member “shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director for a purpose reasonably related to such person's interests as a director.”

#### 4.B Board Service Eligibility

Congregants in good standing who have been Temple members for 1 year are eligible to serve on the Board. Only members of the Jewish faith are eligible to an office or to the Board of Trustees. Only one member of a family may serve on the Board and/or the Executive Committee at any given time, except for family members of Past Presidents.

#### 4.C. Board Service Term

A Board member may serve for up to two consecutive three-year terms. If a Trustee is nominated and approved to fill a Board vacancy (i.e., the seat of a Board member who leaves the Board before the end of their term), the newly appointed Trustee will begin by serving the first of two consecutive 3-year terms. At the end of 6 years, provided the Trustee has not become a Temple Officer, the Trustee will be required to take a minimum 1-year break in service before being considered again for a Board seat.

A Trustee may move from the Board to a role as a Temple Officer; however, regardless of when this happens during their term as a Trustee, no Temple Officer shall serve more than a combined twelve (12) years of consecutive Service (inclusive of time served as a Trustee and time served as a Temple Officer) without taking a minimum 1-year break in service before being considered again for a Board role. In addition, when moving into the role of a Temple Officer, regardless of whether the person previously in the position served a full or partial term, the new Temple Officer will begin serving the first of three consecutive two-year terms. See section 4.E. below for more detail on Executive Vice President and Vice President terms and exceptions.

#### 4.D. Board Members

The Board of Trustees will include:

- All duly elected Temple Officers
- All past presidents of the Congregation
- 20 elected Trustees

Temple Officers and Trustees will be nominated by the Nominating Committee and voted on at the yearly Congregational meeting.

Vacancies on the Board of Trustees arising from any cause other than the expiration of term shall be filled at the next Congregational meeting. The President may temporarily fill the vacancy until the next Congregational meeting, when the vacancy will be filled through the standard nomination process documented in the Board Nominations and Elections section of these

Bylaws.

4.E. Temple Officers

The Officers of this Temple shall consist of the following.

1. President
2. Executive Vice President
3. Vice President, Personnel
4. Vice President, Development
5. Treasurer

6. Vice President, Education
7. Vice President, Membership
8. Vice President, Social Justice
9. Secretary

Congregants eligible for nomination to a Temple Officer position must be members in good standing and, to the extent possible, must have been a member of the Board Trustees for at least one year.

The Temple Officers described below are written as though they are held by a single person. However, in practice, a single role could be shared across multiple individuals, if deemed necessary or beneficial. For example, the President responsibilities could be divided among two Co-Presidents. However, no person may hold more than one office.

### **President**

The President shall serve as the chief executive Officer of the Temple and shall be vested with the highest lay leadership responsibilities in the management of the Temple. The President shall perform all of the duties, functions and responsibilities normally incumbent upon a President of a Jewish synagogue. The President shall preside at all meetings of the Congregation and all meetings of the Board of Trustees.

The President shall further perform all the following, in addition to those duties provided for elsewhere in these Bylaws:

- Serve as ex-officio member of all committees and appoint such special committees as may be necessary from time to time.
- Appoint the chair and at least the minimum number of members of each of the standing committees of this Congregation. This shall be done at the first meeting of the Board of Trustees or as soon thereafter as possible.
- Appoint, with the advice and consent of the Board of Trustees, representatives from the Congregation to all bodies and entities where the Congregation may be entitled to representation.
- Make a written report to the Congregation, setting forth the status and affairs of the Congregation, at the annual Congregation meeting.

The President shall execute and carry out all other powers and duties incidental to the office of a President, including those executive functions necessary and proper to carry out the policies of the Board of Trustees.

Terms and Limitations: The term of office of the President shall be limited to one (1) two-year term. Following the term as President, the President may serve in other offices. The term as President may exceed the twelve (12) years of consecutive service.

### **Executive Vice President**

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The Executive Vice President shall assist the President in the performance of the duties of the President and shall perform other duties designated by the President and/or the Board of Trustees. The Executive Vice President shall coordinate the work of the standing committees and shall assist the committee chairs in discharging their respective functions.

### **Vice Presidents**

In collaboration with clergy and professional staff, the Vice Presidents shall oversee activities of the Congregation related to their particular domains, in accordance with their titles and the descriptions of their roles in these Bylaws. Each Vice President shall report to the President of the Congregation on his or her activities and the activities of his or her committees. These committee assignments, as well as specific responsibilities of the Treasurer and the Secretary, are listed in the *Operating Policies and Procedures* document.

### **Executive Vice President and Vice President Terms**

The Executive Vice President and Vice President roles may serve for up to three (3) consecutive two-year terms in an individual Executive Vice President or Vice President role. Beyond the sixth year, for an Executive Vice President or Vice President to remain in that specific role, the Nominating Committee must recommend that an Executive Vice President or Vice President stay in that role beyond the sixth year for additional two-year terms. The Board must approve the nomination, and the role must be approved in the Congregational meeting according to the process outlined in the Board Nominations and Elections section of these Bylaws. Executive Vice President and Vice President roles can be extended indefinitely provided they go through this process. Similarly, due to extenuating circumstances or immediate need, a Vice President may be asked to step into a different Vice President role which could occur after three consecutive two-year terms have expired. Provided that the appointment is duly approved at the Congregational meeting according to the process outlined in the Board Nominations and Elections section of these Bylaws, such additional service will be an exception to the limit of 12 years of continual service without taking a minimum 1-year break.

#### **4.F. Executive Committee**

The Executive Committee shall be composed of the Temple Officers and the Immediate Past President. For the avoidance of doubt, the term of the Immediate Past President is 2 years, immediately following his or her 2-year term as Board President. The Executive Committee shall formulate recommendations for action by the Board of Trustees. Other responsibilities of the Temple Officers are described in the *Operating Policies and Procedures* document.

#### **4.G. Board Nominations and Elections**

##### **Nominations**

Nominations of all Temple Officers and Trustees shall be made by the Nominating Committee.

The Chair or Co-chairs, and members of the Nominating Committee shall be made known to the

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congregation as soon as the committee is formed. If a member of the congregation wishes to put his/her name forward for consideration for nomination as a Trustee, this must be done in writing to the Committee Chair(s) or to the President, not later than 90 days prior to the annual Congregational Meeting. The written submission shall include confirmation from the nominee that he or she will serve if elected.

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After the nominee for President has been selected by the Committee, the nominee shall then be invited to advise the Committee at its next meeting regarding candidates for the Executive Committee. Before the final slate is presented to the Board, the Nominating Committee must consult with both the nominated incoming President and the Senior Rabbi about the composition of the incoming Executive Committee and incoming Trustees.

The final slate shall consist of one (1) nomination for each open Temple Officer position and one nomination for each open Trusteeship position. The nomination slate will be reported to the Board no later than the meeting prior to the annual Congregational Meeting. Unless directed otherwise by the President, the entire slate of nominations will be voted on, as a slate, in the Congregational Meeting.

### **Elections**

The Nominating Committee's recommendations for the slate of available positions on the Board and Executive Committee shall be presented to the Congregation for approval by majority vote.

Voting will be done as noted in the Proxies, Quorums, Balloting section of these Bylaws.

#### 4.H. Succession Planning

In the event the elected President is unable to perform his or her duties, the order of succession will be as follows:

1. Executive Vice President
2. Vice President, Personnel
3. Treasurer
4. Vice President, Development
5. Vice President, Education
6. Vice President, Membership
7. Vice President, Social Justice
8. Secretary

In the event Temple Officers other than the President are unable to perform their duties, the President will appoint a replacement for the remainder of the term.

#### 4.I. Conflicts of Interest

Any member of the Executive Committee, Board of Trustees, or Temple Officers shall recuse him/herself from any vote on a matter in which he/she has a conflict of interest.

## ARTICLE 5. CONGREGATIONAL MEETINGS

### 5.A. Annual Congregational Meeting and Special Congregational Meetings

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## Annual Congregational Meetings

The Congregational Meeting shall be held annually on a date not later than June 30.

Every member of the Congregation shall be sent notification of the time and manner of the meeting at least ten (10) days prior to the holding of the meeting. The meeting notification shall also include:

1. The proposed Operating Budget for the following fiscal year
2. Nominations for the Temple Officers and Trustees made by the Nominating Committee, along with bios of each of the nominees
3. A general description of each proposal to be voted upon at the meeting. No proposal may be voted upon at the meeting unless its general nature is so described in the notice.
4. Annual reports

### Meeting Agenda

The meeting agenda will include, but is not limited to:

1. Presentation of annual reports
2. Congregational approval of Operating Budget for the next fiscal year
3. Congregational election of Temple Officers and Board members for following year
4. Congregational vote on other motions as authorized by Board of Trustees
5. Changes made to the Bylaws and Operating Policies and Procedures documents since the last Congregational meeting. These changes can be found in the Amendments sections of these documents. The Board may elect to use a materiality standard (i.e., to notify the Congregation of material changes, not merely procedural or administrative updates).

## Special Congregational Meetings

A Special Congregational Meeting may be called when any of the following occurs:

- It is deemed necessary by the President
- Majority vote by Board of Trustees to hold a Special Congregational Meeting
- Upon receipt of a written request from at least fifty (50) voting members of the Congregation

Notices of Special Meetings shall be sent to all members in good standing at least ten (10) days prior to the meeting date. If the meeting will include voting on a motion, then a summary of the motion and the proposed wording of the motion must be provided at least ten (10) days in advance of the meeting.

### 5. B. Proxies, Quorums, Balloting

**Proxies:** shall not be recognized or allowed at Congregational Meetings

**Quorums:** A quorum shall consist of 5% of the total member units, not counting those whose membership is purely honorary. A member unit may be represented by any single adult individual

in that member unit, but not by any other person. The transaction of business will be among those members present and voting.

**Balloting:** Balloting will be performed by open ballot as a default. Closed balloting is intended to only be used for matters which significantly affect the status of executive and professional staff or clergy, excluding normal annual budgetary considerations, or for voting on issues the President deems secrecy is needed due to the sensitivity of the issue being voted on. The President may, at his/her discretion, choose to declare any balloting as closed (secret).

### 5.C. Congregational Meeting Formats

Congregational Meetings shall be in-person with a remote conferencing option at the discretion of the President.

## ARTICLE 6. STANDING COMMITTEES

**Standing Committees** are those essential to the successful operation of any Reform synagogue the size of Temple Isaiah, and with mandates (as defined in the Purpose and Responsibilities sections of each Committee below) that have no specific stop or start. Chairs and members of the Standing Committees shall be appointed by the President in consultation with the Vice President overseeing the committee, as well as the Senior Rabbi(s).

**Special Committees** are formed to either a) address a specific issue or by resolution or mandate, b) address a mandate that cuts across standing committee jurisdictions, or c) allow Temple members to congregate or form groups around special interests or affinities. Special Committee mandates are covered in the Operating Policies and Procedures document.

An overview of each of the Standing Committees is included in these Bylaws.

An overview of the Special Committees is included in the Operating Policies and Procedures document.

### Committee Leadership

Committee leadership and membership is as documented below. However, the chair of each committee may invite clergy and other persons to meetings to participate in discussions (e.g., other Temple members, Temple leadership, external consultants, subject matter experts), as appropriate on a meeting by meeting basis to conduct its business.

### Voting of Ex-Officio Roles

Where lay leaders have ex-officio roles, those roles are non-voting roles, unless otherwise stated. Clergy shall not have ex-officio roles.

### Committee Composition

The President shall appoint committee chairs and members in consultation with the Vice President designated to oversee that committee.

Each committee must have a minimum of 5 members, unless specified otherwise below, and also an additional number of Board and non-Board congregational members, as determined by the President.

### Committee Terms

The terms for all Standing Committee positions are one year and may be extended indefinitely.

#### 6. A. Budget Committee

**Purpose and Responsibilities:** Working with the CFO (if one is employed by the Temple) and the Executive Director, oversee day- to-day financial management and expenditures that fall within the normal operating budget; prepare, review and recommend for approval the Operating Budget; submit Operating Budget to the Board of Trustees at the meeting prior to annual Congregational Meeting, and to Congregation for approval at annual Congregational Meeting.

Produce reports to track quarterly financial performance against the Operating Budget, as well as supporting financial reports as needed, and review those financial reports with the Board.

**Members:** The chair shall be the Temple Treasurer. Other required members include the President and the Vice President, Development. It is expected that the Senior Rabbi(s) will be invited to committee meetings and proceedings.

#### 6. B. Finance & Investment Committee

**Purpose and Responsibilities:** Engage in long-range financial planning and consideration oversight of capital expenditures not within the scope of the operating budget (which is overseen by the Budget Committee).

Secure the services of a certified public accounting firm who shall conduct an annual review of the Statement of Assets, Liabilities and Net Assets, and the related Statements of Revenues, Expenses and Other Changes in Net Assets and the Statement of Cash Flows in accordance with the standards for nonprofit organizations as provided by the accounting profession.

Provide fiduciary oversight and review of the Temple's investments, including restricted and unrestricted funds (referred to as "The Endowment", "The Endowment," or "Endowment" in the Operating Policies and Procedures. ) and other restricted and unrestricted funds

established in  
the future. In  
doing so, the  
Finance &  
Investment  
Committee  
shall function  
in accordance  
with the  
guidelines  
contained in

the most currently revised Operating Policies and Procedures document related to Governance Guidelines of Temple Isaiah’s investments.

**Members:** At least five, including the Treasurer, two (2) Board members (at the time of their appointment), a past President, and the VP, Development. The Chair shall be a member of the Board of Trustees. It is expected that the Senior Rabbi(s) and the Executive Director will be invited to committee meetings and proceedings.

### 6.C. Development Committee

**Purpose and Responsibilities:** Foster, encourage and develop contributions and gifts to the Temple through annual giving appeals, gifts to support specific Temple schools, programs and activities and through means of bequests, insurance policies, memorial gifts, endowment of Temple facilities, the deeding of real estate to the Temple, and other gifts in a manner which will foster the Temple’s growth and will contribute to both the annual and permanent development of the religious, cultural and educational welfare of the Temple.

**Members:** , chaired by the Vice President of Development, and including the Chair of the Finance Committee. It is expected that the Senior Rabbi(s) will be invited to committee meetings and proceedings.

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#### 6.D. Membership Committee

**Purpose and Responsibilities:** Promote activities to maintain and increase membership; encourage membership retention through activities that enhance the Temple experiences of current members.

**Members:** The chair shall be the Vice President of Membership.

#### 6.E. Nominating Committee

**Purpose and Responsibilities:** Develop slate of Temple Officers and Trustees to fill Board vacancies for the coming year; present slate at Congregational Meeting for approval.

**Members:** The Immediate Past President shall serve as co-chair of this committee. The committee shall include at least three (3) members of the Board, but no Board member whose term is expiring is eligible to serve on the Nominating Committee. The committee must also include at least five (5) members of the Congregation, representative of various Temple constituencies, who are not then members of the Board. The appointments to this committee shall be reported to the Board.

#### 6.F. Personnel Committee

**Purpose and Responsibilities:** Supervise, review, and make decisions and recommendations to the Board of Trustees with respect to the hiring, salary, retention, or dismissal of Clergy, the Executive Director (or the individual with similar responsibilities, regardless of title), the Director of Early Childhood Education and Engagement, and the Director of K12 Education and Engagement. The committee shall be responsible for working with the Clergy annually through the Goals and Reflection process. The committee shall also have oversight with respect to all personnel policies of the Temple and shall have the authority and discretion, but not the obligation, to make recommendations to the Senior Rabbi and Executive Director with respect to any personnel issue including, but not limited to, the hiring, salary or dismissal of any Temple employee.

**Members:** The chair of this committee shall be the Vice President of Personnel. The Personnel Committee shall include at least six (6) members, in addition to the President, Immediate Past President, and Treasurer. Members of the committee shall predominantly include longstanding Temple members

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who have served

in significant leadership roles; consideration may also be given to others with knowledge of employment relations.

It is expected that the Senior Rabbi(s) and Executive Director will be invited to committee meetings and proceedings, except when the committee is discussing personnel matters pertaining to them and their own contracts.

#### 6.G. Religious Education and Engagement Committee

**Purpose and Responsibilities:** Advise the head of K-12 Education and Engagement on issues including, but not limited to, the K-12 budget, policies and procedures.

Promote and support engagement opportunities for all children and families in the Temple community.

This committee may recommend appropriate action policies regarding admissions, activities, curriculum, and related areas pertaining to the operation of the K-12 programs, including but not limited to the DK-6 program, teen programs and Summer Camp, as well as other programs that invite all children and families in the Congregation to experiences that broaden and enrich their connections to Judaism, the Temple community, and to each other.

This committee shall prepare a budget for religious education, together with the assistance of the Director of the K-12 Program, to be submitted to the Budget Committee.

Subcommittees may be formed by the REEC Chair as needed, including the K-12 Parent Association (K-12PA) which is a standing subcommittee of the REEC.

**Members:** The committee shall include no fewer than five (5) members, of whom at least three (3) shall have a child or children enrolled in one of the K-12 programs; the Chair of the K-12 Parent Association (K-12PA); and the Vice President, Education.

It is expected that the Rabbi(s) and Cantor(s) will be invited to committee meetings and proceedings.

#### 6.H. Social Justice Committee

**Purpose and Responsibilities:** Promote, structure and supervise the social justice activities of the Congregation. Activities may include the presentation of educational

programs, the  
discussion of  
social  
programs, and  
establishment  
of one or

more outreach social activities and programs, relating to the good and welfare of people within and without the Isaiah community.

The Social Justice Committee shall not engage in partisan politics regarding endorsement of political candidates but may take positions on legislative or public policy issues if such issues affect Temple members as Jews and citizens, or directly bear upon the principles of Judaism and/or the Constitution of the United States. Any action, position, or endorsement to be taken in the name of Temple Isaiah shall first be approved by the President, Executive Committee, or Board of Trustees, and shall adhere to the processes and principles laid out in the Advocacy section of the Operating Policies and Procedures document.

**Members:** The chair shall be the Vice President, Social Justice.

## ARTICLE 7. CLERGY

### 7.A. Rabbi(s)

The Rabbi or Rabbis shall perform those duties which Rabbis usually perform in the Jewish faith, as well as those in Rabbinical Congregational Relationships adopted and recommended by the Union for Reform Judaism and the Central Conference of American Rabbis. The ritual, form and conduct of religious services shall be determined by the Rabbi or Rabbis. Nothing in these Bylaws shall constitute a restriction on the Rabbi(s) as to the contents of their sermons or their freedom of speech.

### 7.B. Cantor(s)

The Cantor or Cantors shall perform those duties which Cantors usually perform in the Jewish faith, as well as those in Cantorial, Congregational and Rabbinic Relationships as recommended by the Union for Reform Judaism, the Central Conference of American Rabbis, and the American Conference of Cantors. Nothing in these Bylaws shall constitute a restriction on the Cantor(s) as to the contents of their sermons or their freedom of speech.

### 7.C. Clergy Engagement

The engagement, and re-engagement (e.g., at times of contract renewal), of Rabbi(s) and Cantor(s) shall be addressed at the annual Congregational Meeting, or a special Congregational Meeting called for this purpose.

The compensation and terms of each clergy member's employment shall be approved by the Board of Trustees. The compensation and terms shall also be approved by a majority vote of those present and voting at a regular or special meeting of the Congregation, if:

- The salary and terms exceed the average salary/total compensation set forth in the most current information on rabbinical compensation published by the Central Conference of American Rabbis/American Conference of Cantors and Union for Reform Judaism, taking into account his or her number of years of experience and size and location of the congregation; or
- Personnel Committee and/or the Board determines it is in the best interest of the Congregation to do so

#### 7.D. Parsonage

Parsonage is a sum of money designated by the Board of Trustees as part of Clergy compensation in order for Clergy to offset housing expenses. Parsonage is excluded from gross income for federal and California income tax purposes but not for self-employment tax purposes.

The Clergy will complete and submit to the Executive Director and President the relevant forms Clergy used to calculate the parsonage amount they are claiming. Clergy should refer to IRS Pub 517 for guidance related to calculating parsonage designation.

The Board of Trustees will formally acknowledge (not approve but acknowledge) the parsonage amount submitted by clergy and authorize the periodic payroll calculation to reflect that amount.

#### 7.E. Membership Status of Clergy

The full-time Rabbi(s) and the full-time Cantor(s), and their immediate families, are non-voting members of the Temple.

## ARTICLE 8. INDEMNIFICATION AND INSURANCE

### 8.A. Definitions

- “Agent” means any person who is or was a director/Trustee, Temple Officer, employee, or other person serving at the request of the Temple as a director, Temple Officer, employee, or other authorized representatives of the Temple.
- “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- “Expenses” includes, without limitation, all attorney’s fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his/her position or relationship as Agent, and all attorney’s fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this article.

### 8.B. Indemnification

To the maximum extent the law allows, the Temple shall indemnify and provide a defense to any member of the Board (and any other authorized agent of the Board/Temple) against any action or threatened action by any litigant in any civil matter, any administrative action, and or any

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criminal action brought against such member of the Board or other agent, subject to an obligation of said member of the Board or its agent to reimburse the Temple for such costs of indemnification and or defense if it is determined by a court of law that the actions or omissions of said Board member or agent that are the basis of the allegations of such action(s) were done in bad faith.

Details of insurance requirements, circumstances under which indemnity applies and does not apply, expenses incurred in defending against proceedings, and other details are included in the Indemnification section of the Operating Policies and Procedures document.

#### 8.C. Insurance

The Temple shall maintain insurance appropriate for Temple Isaiah's activities, financial affairs, purpose, and the protection of its assets.

The Temple shall maintain Directors and Officers insurance for all those who are authorized to operate as Agents of the Temple. Minimum requirements for Directors and Officers insurance coverage are set forth in the Operating Policies and Procedures document.

## ARTICLE 9. REAL ESTATE

Before any contract for the purchase, sale, or alienation of real estate by or for the Congregation shall be entered into, the Board of Trustees shall ascertain all of the relevant material facts, and if there is a recommendation of approval, then the Board shall submit the proposal to the Congregation for approval at a regular or special meeting to be called for that purpose.

## ARTICLE 10. DISSOLUTION OR MERGER

The voluntary dissolution or merger of Temple Isaiah requires Board approval, and then a 2/3 vote at the annual Congregational Meeting or a special Congregational Meeting called for this purpose.

In the event of a dissolution or merger (voluntary or involuntary), the Temple will retain appropriate counsel to advise on proper execution of the dissolution or merger.

## ARTICLE 11. BYLAWS AMENDMENTS

Proposed amendments to these Bylaws may be made by the Board of Trustees or shall be made in writing to the Board of Trustees by at least twenty-five (25) congregants in good standing. The proposed amendments shall be acted on at the next regular meeting of the Congregation, or at a special meeting called for that purpose. Copies of proposed amendments shall be provided to each member in good standing with the notice of the meeting at least five (5) days prior

thereto. A two-thirds vote of the members present at the meeting shall be necessary to adopt any amendment; however, amendment of the dues and fees structure of the Temple may be adopted by a majority vote of the members present and voting.

Once rejected by the membership at a Congregational meeting, a proposed amendment may not be returned to the Congregation for action within six (6) months thereafter.


## UPDATING THIS DOCUMENT

### Content Formatting

This document is set up to allow the table of contents to be updated quickly as the document evolves. The table of contents is updated based on the assignment of copy in this document as Heading 1 or Heading 2 for section headers and sub-headers. In order to preserve this formatting:

- For section headers (such as the words “UPDATING THIS DOCUMENT” above), use content type *Heading 1* in Microsoft Word
- For section sub-headers (such as the words “Content Formatting” above), use content type *Heading 2* in Microsoft Word
- For copy within sections, such as this sentence, there is no need to select a content type

When creating new content in this document, the easiest way to maintain consistent formatting is to simply copy and paste comparable content from a different section and overwrite with the new content. For example, to create a new section header, copy a section header from a different section, paste to where the new content is being created, and overwrite it.

The content in the Special Committees section resides in tables with invisible borders. To make the borders visible (e.g., to make it easier to add new rows, if needed), highlight the text, click Borders, and select the tool to make borders visible:  [All Borders](#)

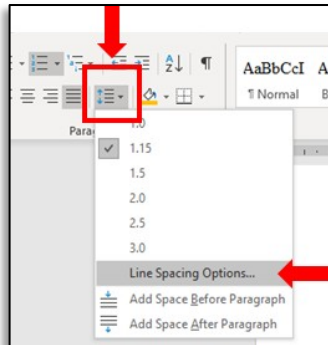
### Updating the Table of Contents

To update the table of contents, follow these instructions:

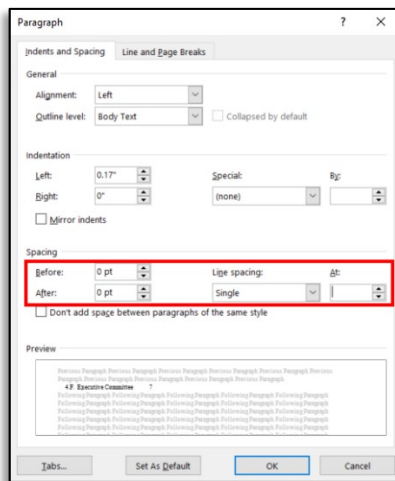
1. Right click into the Table of Contents
2. Select Update Field
3. Select “Update entire table” if you have added or deleted sections. Select “Update page numbers only” if you’ve only changed copy in this document, but not added or removed sections.

To update the formatting of the table of contents, follow these instructions:

1. Highlight the table of contents and select font type Times New Roman and font size 12
2. At the top of the Word screen, select the button for Line and Paragraph Spacing, shown here, and select Line Spacing Options from the drop-down



3. Ensure line spacing is set as follows



## BYLAWS AMENDMENT HISTORY

When these bylaws are amended, the date amended, article, and section shall be documented here as follows:

*Amended Month Day, Year: Article, Section; Article, Section; Article, Section, etc.*