



Invitation to Emanu-El's 172nd Annual Meeting

Dear Emanu-El Community,

In accordance with our Bylaws, each year we report to the Congregation on the business of the Temple. At this year's meeting, you will vote on some administrative changes to the Bylaws (attachment at the end of letter), elect a new director, and engage with Emanu-El's leadership team.

We are pleased to announce that Leesa Miao Romo has offered to join the Board. The nominee's biography is attached. In addition, we will seek to re-elect Paula Pretlow, who currently serves as a Vice President on the Executive Committee.

We wish to thank Sandi Brager, Lara Ettenson, and Sasha Kovriga as they will be stepping down as Board members.

Special thanks to the members of the Nominating Committee – Barrett Cohn (Chair), Jill Einstein, Donny Friend, Caroline Kahn Werboff, Julie Levine, Bob Rosner, Lisa Stern, and myself - for the work of putting forth this year's very qualified new candidate.

This has been an extraordinary year for our community. We look forward to a moment of reflection and celebration. On behalf of the Board, we hope to hear from you at our 172nd Annual Meeting of Congregation Emanu-El via Zoom on **Wednesday, May 26, 2021, 5:00 – 6:00 pm.**

With respect and appreciation,

Alan Greinetz
President, Board of Directors

Please join us,

David Goldman
Executive Director

Nomination of New Board Member Leesa Miao Romo



Leesa Miao Romo has deep roots at Temple Emanu-El. She's been a member since 1976 and has celebrated many life events at the temple. She attended Sunday School, was confirmed, and had her wedding at Emanu-El. Her husband, Martin Romo, completed his conversion on a Temple trip in Israel under the guidance of Jonathan Jaffe.

Leesa's daughters, Alyssa and Abigail celebrated their Bat Mitzvahs at Emanu-El. Leesa earned a B.A in political science from the University of California, Berkeley, and a JD from USF. She has worked as a CPA/Auditor for KPMG and was a corporate tax attorney with Ernst and Young.

While raising her family, Leesa has been very involved with her children's schools and community. Previously, Leesa served on the board of The Thacher School, The Hamlin School and The Jewish Community Center of San Francisco. Currently, Leesa is the CEO of the Romo Family and supports various non-profits, mainly focused on education, underprivileged children, financial aid, and homeless/neglected animals.



Date: April 9, 2021
 To: Emanu-El Community
 From: Ellen Kaye Fleishhacker, David Goldman
 Subject: Approved Amended and Restated Bylaws

Please find two proposed revisions to the Bylaws for Congregation Emanu-El and a recap of those changes. The Board of Directors unanimously approved the proposed changes on March 23, 2021. We now ask the members of Congregation Emanu-El to consider and approve these changes.

RECAP OF MAJOR CHANGES

The following recaps the significant changes:

1. Adding the option of co-Presidents: Emanu-El seeks leaders of diverse backgrounds with skills needed to fulfill its mission to the community. Many non-profit now use the co-president model. Doing so allows more people at different stages of their careers to serve and allows for a greater variety of expertise. Emanu-El is not changing presidential leadership at this time, and Alan Greinetz remains the sole Board President through his term. We are seeking additional flexibility going forward.
2. Notice of Meeting: With the ease and speed of electronic communications, the current 40-day notice period is no longer needed to fully inform members of the annual meeting and potential directors.

Current	Referenced Bylaw Provision(s)	Proposed
<p><u>Annual Meeting</u></p> <ul style="list-style-type: none"> • 40 days- notice of a meeting • 40 days-to provide bios of nominees 	<p>Art. III, Section 1</p> <p>Art. III, Section 4</p>	<p>Reduce notice of meeting to 20 days.</p> <p>Reduce deadline to provide bios to 10 days</p>
<p><u>Office of President</u></p> <p>Officers include "a President."</p>	<p>Art. IV, Section 1</p>	<p>Officers include "a one or two Presidents (if two, to serve as Co-Presidents)". Note anywhere else in the bylaws the term "President" has been replaced with "President or Co-Presidents" throughout.</p>

Amended and Restated
Bylaws of
The Congregation Emanu-El
San Francisco, CA

~~November 2019~~ May 2021

Article I

Membership

Section 1. Eligibility: Any person of the Jewish faith, eighteen (18) years of age or over, who meets all requirements for membership as set forth in these Bylaws or otherwise established by the Board of Directors (the "Board") of the Congregation Emanu-El (the "Congregation"), by written application shall become a member of the Congregation upon affirmative vote of the Board. If the spouse or domestic partner of a member in good standing is eighteen (18) years of age or over, then, if requested by written application, and upon affirmative vote of the Board, the spouse or domestic partner shall become a member of the Congregation regardless of whether the spouse or domestic partner is Jewish. The child of a member in good standing shall become a member at age eighteen (18); except that member children who are twenty-six (26) years of age and older must obtain membership on their own.

Section 2. Dues: Every member shall pay, when due, such dues and assessments as may be approved by the Board, or, when promised, pledges made, unless in any case based on demonstrated hardship the Executive Director approves the temporary deferral, reduction, or waiver of such dues or assessments, or pledges or the Executive Director and the Board approve the permanent reduction or waiver of such dues or assessments, or pledges.

Section 3. Cessation of Membership: A person shall cease to be a member of the Congregation upon death or resignation, or termination approved by the Board. The Board may terminate a person's membership only for cause, which shall include any behavior that the Board considers inappropriate to membership, including non-payment of dues or assessments, or pledges when promised. The surviving spouse or domestic partner of a deceased member, if a member, shall retain that status, regardless of whether the surviving spouse or domestic partner is Jewish.

Section 4. Good Standing: A member who has paid all outstanding dues and pledges when promised and met all additional requirements for membership as set forth in these Bylaws or otherwise established by the Board shall be considered in good standing and shall be entitled to the rights of membership as established by the Board.

Article II

Membership Meetings and Voting

Section 1. Annual Meeting: The annual meeting of the Congregation's membership shall be held between April 1 and May 31 on a date to be established by the Board, at such time and place as the Board shall designate, upon not fewer than forty (40) days' prior written notice given to all members in good standing. The Board shall select the time and place of each annual meeting taking into consideration the convenience of such time and place for the members, and shall also make reasonable efforts to encourage attendance at the annual meetings.

Section 2. Special Meetings: Special meetings of the Congregation's membership shall be held upon the call of the President **or either Co-President** of the Board, and with not fewer than thirty (30) and not more than ninety (90) days' written notice to members, which notice shall specify the time and place of such special meeting and the purpose for which it is to be held. The President **or either Co-President** may call such a meeting at the President's **or either Co-President's** discretion and must call such a meeting upon written request signed by ten (10) directors or by five percent (5%) of the members of the Congregation in good standing.

Section 3. Quorum: Forty (40) members of the Congregation in good standing shall constitute a quorum for the transaction of business at any duly called annual meeting of the membership. Forty (40) members of the Congregation in good standing shall constitute a quorum for the transaction of business at any duly called special meeting of the membership.

Section 4. Record Dates: For any notice, vote (at a meeting or by written ballot), or other exercise of rights, the Board may fix, in advance, a record date, and only members of record in good standing on the date so fixed shall be entitled to notice, vote, or other exercise of rights, as the case may be; provided, however, that a member who is not in good standing on the record date and is not entitled to notice may attend and vote at a meeting if between the record date and the date of the meeting the member becomes in good standing. For this purpose, a person holding a membership in good standing as of the close of business on the record date shall be deemed a member of record in good standing.

(a) Notice of Meetings:

(i) Unless otherwise fixed by the Board, the record date for the purpose of determining which members in good standing are entitled to notice of an annual meeting shall be the business day preceding the date on which notice for that meeting is given. If the Board fixes a record date for notice, the record date shall be not fewer than ten (10), or more than ninety (90), days before the date of the annual meeting.

(ii) Unless otherwise fixed by the Board, the record date for the purpose of determining which members in good standing are entitled to notice of a special meeting shall be the business day preceding the date on which notice for that meeting is given. If the Board fixes a record date for notice, the record date shall be not fewer than thirty-five (35), or more than ninety (90), days before the date of the special meeting.

(b) Voting at Meetings: Unless otherwise fixed by the Board, the record date for the purpose of determining which members in good standing are entitled to vote at any members' meeting shall be the day of that meeting. If the Board fixes a record date for voting, the record date shall be not more than sixty (60) days before the date of the meeting.

(c) Voting by Written Ballot: Unless otherwise fixed by the Board, the record date for the purpose of determining which members in good standing are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board fixes a record date for voting, the record date shall be not more than sixty (60) days before the day on which the first written ballot is mailed or solicited.

(d) Other Lawful Action: Unless otherwise fixed by the Board, the record date for the purpose of determining which members in good standing are entitled to exercise any rights in respect of any other lawful action shall be the date on which the Board fixes the date relating thereto or the sixtieth (60th) day before the date of such other action, whichever is later. If the Board fixes a record date for determining rights of membership for members in good standing, the record date shall be not more than sixty (60) days before the date of such other action.

Section 5. Voting by Single Members and Members Who Are Married or Domestic Partners: Single members who are eighteen (18) years of age or older on the date of any vote of the membership shall have one (1) vote. Each person in a marriage or domestic partnership, where membership is held as a couple, shall have a separate vote; provided, however, that a person in a marriage or domestic partnership may not vote on behalf of the other spouse or domestic partner.

Section 6. Member Approval Defined: "Approval by (or of) the members" means approved or ratified by the affirmative vote of a majority of the votes of members in good standing represented and voting at a duly held meeting at which a quorum is present, or by written ballot in conformity with section 9413 of the California Corporations Code, or by the affirmative vote or written ballot of such greater proportion as may be provided in these Bylaws for any specified member action.

Section 7. Written Notice and Consent Defined: Written notice and consent for any purpose under these Bylaws may be made by U.S. mail, overnight courier, facsimile, or electronic mail, and the notice or consent will be deemed delivered upon its deposit in the mail or other transmission system.

Article III

Board of Directors

Section 1. Number of Directors: The management and administration of the affairs of this Congregation shall be vested in a Board of Directors, consisting of from fifteen (15) to twenty-five (25) members, with the exact number of authorized directors to be fixed from time to time by the Board, of which number all shall be elected or re-elected as provided in this Article III, other than the immediate past President **or any immediate past Co-President** of the Board, who shall serve on the Board as provided in Section 2 of this Article III.

Section 2. Immediate Past President **or Co-Presidents**: The immediate past President **or any immediate past Co-President** of the Board shall be a director for one (1) year following the expiration of such person's term as President **or Co-President** and shall be counted as one of the directors for purposes of Article III, Section 1. A director's status as the immediate past President **or immediate past Co-President** shall not affect such director's eligibility to serve as an elected or re-elected director at any time. If an immediate past President **or any immediate past Co-President** shall have been elected or re-elected a director while serving as President **or immediate past Co-President**, **or** within one (1) year following such person's service as President **or immediate past Co-President** the time served as an ex-officio director shall be counted as consecutive service in determining the period of eligibility remaining for a second re-elected term.

Section 3. Elections: Except as otherwise provided in Sections 4(c) and 5 of this Article III, the members shall elect or re-elect the directors at the annual meeting by majority vote in accordance with Section 6 of Article II. Except as provided in this Section 3, each director elected or re-elected by the membership of the Congregation shall be elected or re-elected for a term of three (3) years. Except in cases of death, resignation, or removal of a director, each director shall hold office until expiration of the term and until a successor has been elected and qualified. Each director's term will begin on the July 1 after the annual meeting at which such director was elected, and will end on June 30 three (3) years later, unless sooner terminated pursuant to these Bylaws. No director shall be elected to serve for more than two (2) successive terms of three (3) years each, or a total of six (6) consecutive years, except as provided in Sections 2, 3, 4, and 5 of this Article III. At the request of the Board of Directors, the membership may re-elect to a third consecutive term a director who is at the end of such director's second consecutive three-year term and who is then serving as an officer. In no event, however, may a person serve as a director for more than nine (9) consecutive years.

Section 4. Procedure:

(a) The Nominating Committee shall recommend persons for the Board to nominate for election or re-election as directors at the next annual meeting. The Board may accept, modify or reject such recommendations and may nominate other persons for election or re-election as directors. Once the Board has nominated persons for election or re-election as directors, the Executive Director shall distribute a list with the names and biographical data of

such persons to each member in good standing at least ~~forty (40)~~ **ten (10)** days prior to the annual meeting.

(b) Any group comprising at least five percent (5%) of the members in good standing may submit to the Executive Director the name(s) of additional person(s) for nomination for election as directors at the next annual meeting. A representative member of such group shall submit such name(s) to the Executive Director, with the names of all other members of the submitting group, at least twenty (20) days before the date of the next annual meeting. The Executive Director shall file the submission with the minutes of the meetings of the Board. The Executive Director shall distribute a list with the names and biographical data of the persons nominated by the Board as provided in Section 4(a) above and the persons submitted by the members as provided in this Section 4(b) to each member in good standing at least fifteen (15) days prior to the annual meeting. In the event that, as a result of any submission by members as provided in this Section 4(b), there are more nominations than vacancies on the Board, the persons receiving the greatest number of votes shall be elected to fill such vacancies.

(c) By the same process described in subsections (a) and (b) of this Section 4, one or more persons may be nominated for election as directors at a special meeting of the membership. Although a director elected in this manner shall assume office upon such director's election, for the sole purpose of measuring such a director's three-year term the term shall not be deemed to have started on that date. Rather, the three-year term of a director elected in this manner shall be measured as starting from the past or future annual meeting that is closest in time to the election. This subsection (c) shall not apply in the case of an election of a director at a special meeting governed by Section 5 of this Article III.

Section 5. Vacancies: Any vacancy in the Board by reason of death, resignation, or removal that causes the number of directors to fall below either the lower number in the range of authorized numbers of directors in Section 1 of this Article III or the exact number of authorized directors fixed by the Board shall be filled promptly by the Board. Any vacancy in the Board by reason of death, resignation, or removal that does not cause the number of directors to fall below the lower number in the range of authorized numbers of directors in Section 1 of this Article III or the exact number of authorized directors fixed by the Board may be filled by the Board or the Board may hold a special meeting or wait until the next annual meeting to permit the members to vote to elect a director to fill such vacancy. In addition to the Board's authority to fill a vacancy on the Board, the Board may, in the interim between annual meetings, appoint, by a vote of two-thirds (2/3) of all Directors, up to two (2) additional Directors, provided that the Board, by a two-thirds (2/3) vote, determines in good faith that it is in the best interest of the congregation to make the appointment before the next annual meeting. In either case (filling a vacancy, or adding a Director in the absence of a vacancy), the new Director shall serve only until June 30 of the fiscal year in which such Director was appointed, unless elected as a Director at the next annual meeting.

Section 6. Eligibility: No person shall be eligible for nomination or election or re-election as a director unless such person is a member of the Congregation in good standing (a)

immediately prior to being nominated and (b) immediately prior to the date of the vote for election or re-election to the Board, respectively.

Section 7. Removal: The Board will remove any director for cause and may remove any director who is absent from three (3) consecutive meetings of the Board or who is not in good standing as a member and does not cure and become in good standing within thirty (30) days after written notice from the Board or the Executive Director.

Section 8. Responsibilities: The Board shall have responsibility for the general management of all policies, affairs, funds, and records of the Congregation and shall exercise all regular corporate powers of the Congregation, including the power to fix dues and levy assessments to defray the expenses and liabilities of the Congregation, the power to make rules for the collection of dues, assessments, and pledges and, as provided in Section 2 of Article I, to authorize the temporary deferral, reduction, or waiver of same by the Executive Director, or the permanent reduction or waiver of such dues and assessments from and pledges made by the members, and the power to acquire, exchange, lease, hypothecate, sell, or otherwise deal with real or personal property of the Congregation.

Section 9. Policies and Procedures: The Board shall adopt such policies and procedures for the conduct of its affairs as it deems proper.

Section 10. Meetings: The Board shall hold regular meetings at such times and places as the President ~~or either Co-President~~ shall determine. The President ~~or either Co-President~~, or a Vice President in the absence or disability of the President ~~or both Co-Presidents~~, or any five (5) members of the Board, may call a special meeting of the Board upon giving at least forty-eight (48) hours' written notice thereof to the Board indicating the items on the agenda of such special meeting. All meetings may be in person or by telephone or other electronic means. A majority of the directors then in office shall constitute a quorum. Except where specified otherwise, the act of a majority of the directors still present at a meeting at which a quorum was initially present shall be the act of the Board, even if a quorum is no longer present at the time of such action. Except where specified otherwise, the Board may act by unanimous written consent. The Board shall keep written minutes of every meeting. Minutes and actions by unanimous written consent shall be filed in the office of the Executive Director.

Article IV

Officers, Clergy and Staff

Section 1. Officers: The Executive Committee shall solicit from directors and consider, and as appropriate consult with directors on, the names of directors for consideration for election as officers of the Board. Directors may submit their own names for consideration. After considering all of the names submitted, the Executive Committee shall recommend to the Board directors who shall be considered for election by the Board as officers. ~~The officers shall include a President, two Vice Presidents, a Secretary, a Treasurer, and such other corporate officers as the Executive Committee may recommend and as the Board may find necessary or appropriate to the conduct of the Board's affairs and the operation of the Congregation.~~ The officers shall

include, (i) a one or two Presidents (if two, to serve as Co-Presidents), (ii) one or more Vice Presidents, (iii) a Secretary, (iv) a Treasurer, and (v) such other corporate officers as the Executive Committee may recommend and as the Board may find necessary or appropriate to the conduct of the Board's affairs and the operation of the Congregation.

Such officers, other than the office of the President or Co-Presidents, shall be elected to serve terms of one (1) year each, beginning on July 1 following the annual membership meeting and until their successors are elected and qualified. The President or Co-Presidents shall serve a two (2) year term, also beginning on July 1 following the annual membership meeting. The President or either or both Co-Presidents may be elected to an additional term of one (1) year. Co-Presidents' terms of office do not need to be co-terminus with each other. A Co-President shall, in the event of absence, resignation, disability, or death of the other Co-President, become the sole President unless another Co-President is duly-elected. If there are Co-Presidents, either Co-President acting alone shall have all the authority of President. All elections of officers shall be by an affirmative vote of a majority of the then incumbent directors. In the event of a vacancy in an office, the Board shall hold an election to fill the office; if the vacancy is that of the President or a Co-President, any period prior to July 1 served by the new President or Co-President so elected shall not be counted as any part of the two-year and one-year terms of the President or such Co-President referenced in the preceding sentences. No person may concurrently serve both as President or Co-President and either as Vice President, Secretary or Treasurer, or any such other corporate officers. All officers shall serve at the pleasure of the Board and only as long as they remain directors of this corporation. All officers may be re-elected to office during their terms as directors.

Section 2. Clergy and Staff: The Board shall elect and, as appropriate, renew or terminate the employment of, a Senior Rabbi and other Rabbis and a Cantor or Cantors, upon such terms and for such compensation as the Board may determine from time to time. The Board shall hire and, as appropriate, renew or terminate the employment of, the Executive Director, upon such terms and for such compensation as the Board may determine from time to time. Election of clergy and hiring of the Executive Director shall be at a Board meeting and shall be by two-thirds (2/3) vote of all directors when the matter is brought before the Board, counting for such purpose all directors whether or not present at the meeting, but without giving a vote to the directors not present at the meeting. Renewal and termination of clergy and the Executive Director shall be at a Board meeting and shall be by majority vote of all directors when the matter is brought before the Board, counting for such purpose all directors whether or not present at the meeting, but without giving a vote to the directors not present at the meeting. All clergy and the Executive Director shall serve at the pleasure of the Board. The Executive Director shall hire and, as appropriate, renew or terminate the employment of all other Congregation staff.

Section 3. Powers of Senior Rabbi and Executive Director: The Board shall determine the powers and duties of the Senior Rabbi and the Executive Director from time to time.

Article V

Board Committees and Subcommittees; Other Committees, Task Forces

Section 1. Board Committees and Board Subcommittees:

(a) The Board may create any number of Board Committees for any purpose. Upon the recommendation of the Executive Committee, the Board shall appoint the Chair or Co-Chairs and members of each Board Committee, who shall serve at the pleasure of the Board. Chairs of Board Committees must also be directors, but any co-chair may be a director or non-director so long as there is also a Chair that is a director. Appointments shall be for one (1) year and until their successors are appointed; provided, however, that the Board may remove or replace the Chair or Co-Chairs and members of Board Committees at any time. Annually, at the first Board meeting after the annual meeting, the Executive Committee shall propose to the Board for its approval a slate of candidates for appointment or re-appointment, as the case may be, as Chairs and Co-Chairs and members of all Board Committees. Subject to the limits on their terms as directors as stated in Section 3 of Article III, there shall be no limit to the number of times that the Chair or Co-Chairs or a Board Committee member may be reappointed. Each Board Committee shall be composed of not fewer than two directors. Except for the Executive Committee, the Board may appoint members of the Congregation who are not directors as members of a Board Committee, and they shall receive the same notices and materials of Board Committee meetings and requests for written consent as directors who are Board Committee members and shall have full voting rights as Board Committee members. In no event will a Board Committee exercising the authority of the Board include as members persons who are not directors. Each Board Committee shall have a charter setting forth the purpose and duties and responsibilities of the Board Committee and addressing other appropriate matters that both the Board Committee and the Board shall approve or, in the case of newly formed standing or ad hoc Board Committees, that the Board shall have approved prior to the initiation of any work by the Board Committee. The name of each Board Committee shall include the reference "of the Board" or ("OTB") at the end of its name to indicate that it is a Committee of the Board.

(b) Any Board Committee may form any number of Board Subcommittees for any purpose within the purpose and the duties and responsibilities of the Board Committee as described in the Board Committee's charter. The Board Committee shall appoint the Chair or Co-Chairs and members of each Board Subcommittee, who shall serve at the pleasure of the Board Committee. Chairs and Co-Chairs of Board Subcommittees need not be directors. Appointments shall be for one (1) year and until their successors are elected; provided, however, that the Board Committee may remove or replace the Chair or Co-Chairs and members of Board Subcommittees at any time. Annually, at the first Board Committee meeting after the annual meeting, the Board Committee shall appoint or reappoint, as the case may be, the Chairs and Co-Chairs and members of the Board Subcommittees of that Board Committee. There shall be no limit to the number of times that the Chair or the Co-Chairs or a Board Subcommittee member may be reappointed. The Board Committee may appoint members of the Congregation who are not directors as members of the Board Subcommittee, and they shall receive the same notices and materials of Board Subcommittee meetings and requests for written consent as directors who are Board Subcommittee members and shall have full voting rights as Board Subcommittee

members. Each Board Subcommittee shall have a charter setting forth the purpose and duties and responsibilities of the Board Subcommittee and addressing other appropriate matters that both the Board Committee and the Board shall have approved prior to the formation of the Board Subcommittee and the initiation of its work. At least one Board Committee member who is also a director must serve on each Board Subcommittee. The name of each Board Subcommittee shall include a reference to the Board Committee of which the Board Subcommittee is a subcommittee.

(c) The Board, a Board Committee and a Board Subcommittee may form task forces for any purpose, each of which shall include a reference to "of the Board" or "(OTB)" or to the Board Committee or Board Subcommittee, as appropriate, in its name. The Board, the Board Committee or the Board Subcommittee forming the task force shall appoint the members of any such task force and oversee its work. Members of the task force are not required to be directors. Such task forces may not exercise the authority of the Board, the Board Committee or the Board Subcommittee and shall be restricted to making recommendations to the Board, the Board Committee or the Board Subcommittee, and implementing Board, Board Committee or Board Subcommittee decisions and policies under the supervision of the Board, the Board Committee or the Board Subcommittee.

(d) There shall be the following standing Board Committees, with such membership, purposes and duties and responsibilities as are consistent with the charter of each such Board Committee, as such charter may be amended by the Board from time to time:

(i) Executive Committee of the Board, which shall include the President **or Co-Presidents**, the Vice Presidents, the Secretary, and the Treasurer, such other corporate officers as the Board may create under Section 1 of Article IV, and such other members of the Board as the Executive Committee recommends and the Board appoints.

(ii) Audit Committee of the Board

(iv) Cemetery Committee of the Board (this committee shall be a standing committee only for so long as the Congregation owns and operates a cemetery)

(vii) Finance Committee of the Board

(ix) Nominating Committee of the Board

(e) Any Board Committee (except any such Board Committee that has members who are not also directors) may be given all the authority of the Board, except for the powers to:

(i) approve any action that also requires approval of the members or approval of a majority of all members;

(ii) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation;

- Bylaws;
- (iii) set the number of directors within a range specified in these
- Board Committee;
- (iv) fill vacancies on the Board or on any Board Committee;
 - (v) fix any compensation of directors for serving on the Board or any
- corporation;
- (vi) amend or repeal these Bylaws or adopt new Bylaws;
 - (vii) adopt amendments to the Articles of Incorporation of this
 - (viii) amend or repeal any resolution of the Board which does not expressly permit such amendment or repeal; or
 - (ix) create any other Board Committees or appoint the Chair or members of any Board Committees; or
 - (x) elect, or renew or terminate the employment of, clergy, or hire, or renew or terminate the employment of the Executive Director;

provided, however, that no Board Committee or Board Subcommittee that includes non-directors as members may exercise the authority of the Board.

Section 2. President **or Co-Presidents** as Ex Officio Member of All Board Committees and Board Subcommittees: The President **or each of the Co-Presidents** of the Board shall be an ex-officio member of all Board Committees and Board Subcommittees.

Section 3. Other Committees and Task Forces: The Board or the Executive Director may form other committees and task forces for any purpose, none of which shall include a reference to "of the Board" or "(OTB)" or refer to any Board Committee or Board Subcommittee in its name. The Board, a Board Committee, Board Subcommittee or the Executive Director shall appoint the members of any such committee or task force and oversee its work. Members of such committees and task forces are not required to be directors. Such committees and task forces may not exercise the authority of the Board or any Board Committee or Board Subcommittee and shall be restricted to making recommendations to the Board, a Board Committee or Board Subcommittee, and implementing Board, Board Committee or Board Subcommittee decisions and policies under the supervision of the Executive Director. Such task forces are authorized for one (1) year. Upon expiration of the one (1) year authorization, the Board may authorize such committees and task forces for additional one (1) year terms.

Article VI

Fiscal Year

The fiscal year of the Congregation shall begin each year on July 1 and end each year on the next June 30.

Article VII

Indemnification

This corporation shall indemnify any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving as such of another corporation, partnership, joint venture, trust, or other enterprise, at the request of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, to the fullest extent permitted in section 9246 of the California Corporations Code, as that section now exists or may hereafter from time to time be amended.

Article VIII

Amendments

Section 1. Required Vote: Amendments to these Bylaws shall require approval by a two-thirds (2/3) vote of the members in good standing present at an annual or special meeting of the membership.

Section 2. Procedure: Within a reasonable time (a) after receipt of proposed amendments to the Bylaws with the signatures of at least five percent (5%) of the members in good standing and read at a meeting of the Board, or (b) the approval at a duly held meeting of the Board by two-thirds (2/3) then present, or the unanimous written consent, of the then-authorized number of directors of proposed amendments to the Bylaws, the President shall submit the proposed amendments to the members, for membership action in accordance with Section 1 of this Article VIII.

Article IX

Transition Provisions

Section 1. Purpose:

(a) The purpose of this transitional Article IX is to clarify the rules governing certain provisions of these Bylaws, as amended at the 2019 annual meeting.

(b) To the extent there is any conflict between other Bylaws provisions and this Article, the provisions of this Article shall govern. When all sections of this Article have become moot (as determined by the Board), the Executive Director shall cause it to be removed from the Bylaws.

Section 2. Annual Meeting: The first annual meeting of the Congregation's membership to be held between April 1 and May 31 in accordance with Article II, Section 1, shall occur in 2020.

Section 3. Directors' Terms and Term Limits: The terms of Directors elected at the 2016 annual meeting shall end at the conclusion of the 2019 annual meeting. The terms of Directors elected at the 2017, 2018, and 2019 annual meetings shall end, respectively, on June 30, 2021; June 30, 2022; and June 30, 2023. For purposes of calculating term limits for Directors, each of these respective terms shall be deemed to be a three-year term.

Section 4. Officers' Terms: In accordance with the Bylaws in effect prior to the 2019 annual meeting (i.e., the Bylaws approved by the congregation on December 13, 2012), there shall be an election of officers prior to the 2019 annual meeting, with terms to begin immediately following the 2019 annual meeting. The terms of officers, other than the President, so elected shall end on June 30, 2021. Thereafter, officers shall serve one-year terms, from July 1 through June 30 of the next year, in accordance with Article IV, Section 1.

Section 5. President's **or Co-Presidents'** Term and Term Limits: In accordance with the Bylaws in effect prior to the 2019 annual meeting (i.e., i.e., the Bylaws approved by the congregation on December 13, 2012), there shall be an election of the President prior to the 2019 annual meeting, with a term to begin immediately following the 2019 annual meeting. If at that election the incumbent President is reelected: (a) he shall serve a one-year term ending December 31, 2020; (b) he may be reelected by a majority vote of the entire Board, at an election to be held between October 1 and December 31, 2020, to serve another one-year term ending December 31, 2021; and (c) he may be reelected by a two-thirds' vote of the entire Board, at an election to be held between October 1 and December 31, 2021, to serve another one-year term ending December 31, 2022. **In the case of scenario (c), the President may also be elected as a Co-President with another Co-President elected at that time for their first two year term.** In any of these events (that is, the President's term ending December 31, 2020, 2021, or 2022), the next President **or Co-Presidents** shall be elected at an election to be held between October 1 and December 31, and shall serve a term commencing on January 1 thereafter and ending on June 30 two-and-a-half years later, which shall be deemed the two-year term referenced in Article IV, Section 1; and that President **or Co-Presidents** shall be eligible to serve an additional one-year term in accordance with Article IV, Section 1.