

How to Read This Document

The proposed changes to the bylaws are divided into 22 amendments, each of which can be voted on separately. For each amendment, the current bylaws are included, followed by the proposed version. An explanation of the justifications for each change, and any arguments in opposition, are also included.

The following color-code is used in this packet:

“Yellow” = Proposed changes such as formatting, typos or clarity, with no change in intent or meaning.

“Cyan” = A proposed change that alters the meaning of the bylaws.

The complete current bylaws, the complete bylaws with proposed amendments, and a table of changes is available on our website at www.octucson.org/bylaws.

Amendment 1

Approved by the Board of Directors August 26, 2019

Title: Grammatical, spelling, and other minor changes

Current Bylaw: See items highlighted in yellow.

Proposed Amendment: See items highlighted in yellow.

Rationale for offering the amendment: This amendment incorporates all changes that have no effect on the meaning of the bylaws, including correcting spelling & grammatical errors, adjustments in formatting, changes in wording that clarify rather than alter meaning, and a few stylistic changes. The more significant of these include:

- The Board of Directors is now referred to throughout the document as “the Board”
- The Executive Director/Executive Administrator is referred to as “ED”, allowing for flexibility in the title of our chief manager.
- Instances of “days” have been replaced by “calendar days”
- The “Education Committee” is renamed to “Youth Engagement Committee”
- The “Budget and Finance Committee” is renamed “Finance Committee”, as the budget falls under the heading “finance”.

Opposition to the amendment: No arguments in opposition to these changes were presented.

Amendment 2

Approved by the Board of Directors August 26, 2019

Title: Addition to Statement of Purpose

Current Bylaw:

Article I, Section 2

The purpose of this congregation is to promote the enduring and fundamental principles of Judaism and to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship to

God through communal religious worship, and for the expression of the ideals of and faith in Judaism; to afford religious education to the children of members of the congregation; to afford facilities for adult education; to promote the welfare of our Jewish community; to provide facilities and support of worthy efforts for the betterment of our local community and of humanity.

Proposed Amendment:

Article I, Section 2

The purpose of this congregation is to promote the enduring and fundamental principles of Judaism and to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship to God through communal religious worship, and for the expression of the ideals of and faith in Judaism; to afford religious education to the children of members of the congregation; to afford facilities for adult education; to promote the welfare of our Jewish community; to provide facilities and support of worthy efforts for the betterment of our local community and of humanity, **in sacred attachment to the Jewish people and with connection to the State of Israel.**

Rationale for offering the amendment:

This mirrors language found in the bylaws of the Union for Reform Judaism regarding the relationship between Reform Jews and Israel. It does not make a statement about our views of Israel from a political point of view.

Opposition to the amendment:

Alternatives are to 1) declare unconditional support for Israel, as a political statement, and as part of our congregation's stance OR 2) to say nothing in our mission statement about our views/relationship to Israel- because our congregants differ in their views about Israel (#2 has been how we've handled this in the past).

.....
Amendment 3

Approved by the Board of Directors August 26, 2019

Title: Flexibility of our affiliation with the Union for Reform Judaism (URJ)

Current Bylaw:

Article II, Section 2

The Congregation shall be affiliated with and hold membership in the URJ. As a member Congregation, the Congregation shall abide by the Constitution and Bylaws of the URJ and pay dues in accordance with the URJ dues program.

Proposed Amendment:

Article II, Section 2

The Congregation **may** be affiliated with and hold membership in the URJ **as directed by the Board.**

Rationale for offering the amendment:

This allows the Board to have discretion in our affiliation, so a change would not require amendment of the bylaws. This means that our membership could depend on whether or not, in the judgment of the

Board, we could afford to continue to pay membership dues, and their judgment about whether the benefits warranted the expense.

Opposition to the amendment:

We believe that as a Reform congregation, we have an ethical obligation to belong to URJ and to support its work through our dues. Membership in the URJ provides many benefits and connects us to a broader community. It should be mandated, and a decision to de-affiliate should require a congregational vote.



Amendment 4

Approved by the Board of Directors August 26, 2019

Title: Additions to the rights and privileges of Membership

Current Bylaw:

Article III, Section 8

A Member shall be entitled to the following rights and privileges:

- (A) The right to vote at all congregational meetings.
- (B) Enrollment of the Member’s child(ren) in the Religious School subject to the rules and regulations of the Religious School Committee and the preparation of such children for Bar/Bat Mitzvah and Confirmation.
- (C) Participation in all the activities held under the auspices of the Congregation and its affiliated bodies.
- (D) Eligibility to purchase cemetery plots in any Or Chadash cemetery section at the Member’s rate.

Proposed Amendment:

Article III, Section 8

A Member shall be entitled to the following rights and privileges:

- (A) The right to vote at all congregational meetings.
- (B) Enrollment of the Member’s child(ren) in the Religious School subject to the rules and regulations of the Youth Engagement Committee and the preparation of such children for Bar/Bat Mitzvah and Confirmation.
- (C) Participation in all the activities held under the auspices of the Congregation and its affiliated bodies.
- (D) Eligible to purchase cemetery plots in any Or Chadash cemetery section at the Member’s rate.
- (E) Attend Board or Committee meetings, unless they are in executive session or other closed session.
- (F) Any other benefit that may be conferred by the Board.

Rationale for offering the amendment:

Makes explicit the right of Members to attend board and committee meetings, and allows further benefits of Membership to be added without the need to amend the bylaws.

Opposition to the amendment:

No arguments in opposition to these changes were presented



Amendment 5

Approved by the Board of Directors August 26, 2019

Title: Preventing conflicts of interest on the Board of Directors

Current Bylaw:

Article IV, Section 2

All Officers and Directors must be Members of Congregation Or Chadash.

Article VII, Section 4

Not more than one individual within any unit of Membership shall serve as an Officer or Director of the Congregation at the same time.

Proposed Amendment:

Article IV, Section 2

All Officers and Directors must be Members of Congregation Or Chadash. However, immediate family members of the staff hired by the Board are not eligible for service on the Board.

Article VII, Section 6

Not more than one individual within any unit of Membership, or a partner or "significant other" of a current Director or Officer, shall serve as an Officer or Director of the Congregation at the same time.

Rationale for offering the amendment:

These provisions are to help ensure that the members of the board are independent and do not have conflicts of interest that would interfere with their duties.

Opposition to the amendment:

No arguments in opposition to these changes were presented

Amendment 6

Approved by the Board of Directors August 26, 2019

Title: Clarifying the term limits of the auxiliary presidents

Current Bylaw:

Article IV, Section 3(b)

The twenty (20) voting members include:

...

b. The Presidents of the Brotherhood and Sisterhood as voting members of the Board of Directors provided they are in compliance with all other requirements of Board membership. They will serve for the length of their term in their respective organizations.

Proposed Amendment:

Article IV, Section 3(b)

The twenty (20) voting members include:

...

b. The Presidents of the Brotherhood and Sisterhood as voting members of the Board of Directors provided they are in compliance with all other requirements of Board membership. They will serve the length of their term in their respective organizations, and are not subject to the term limits described in Article VII.

Rationale for offering the amendment:

The previous wording made it unclear as to whether the auxiliary presidents were subject to the same term limits as Directors. This change makes it clear that the Sisterhood and Brotherhood may determine for themselves how long a president shall serve.

Opposition to the amendment:

No arguments in opposition to these changes were presented. However, an argument could be made that the presidents of Sisterhood and Brotherhood should be subject to the same term limits as all other directors, and that Sisterhood and Brotherhood should revise their bylaws so that there are term limits for their presidents which are consistent with the term limits of the board of directors. In other words, it should not be possible for someone to serve as president of Brotherhood or Sisterhood longer than 6 years (three two-year terms) without a one-year break in service. As it stands now, a person could serve indefinitely as president of Sisterhood/Brotherhood and so serve indefinitely on the Board.

.....
Amendment 7

Approved by the Board of Directors August 26, 2019

Title: Removing a Director or Officer from the Board of Directors

Current Bylaw:

Article IV, Section 5

Any elected or appointed Officer or Director may be removed from office by:

- (A) Absent without adequate excuse from three (3) successive regular meetings of the Board of Directors after thirty (30) days' written notice to said Director or Officer by the Board of Directors.
- (B) Upon request from a Director to the Executive Committee and upon agreement by the Executive Committee followed by written notice to all Directors of a meeting ten (10) days prior to the meeting and the affirmative vote of two-thirds (2/3) of the Directors present upon call of the question.

Proposed Amendment:

Article IV, Section 5

Any elected or appointed Officer or Director may be removed from office:

- (A) Due to absence, without adequate excuse from three (3) successive regular meetings of the Board during each fiscal year, after thirty (30) calendar days' written notice by the Executive Committee to said Director or Officer.
- (B) Upon request to the President from a Director or a Member, the President may call a Special Executive Committee meeting to consider removal of a Director or Officer for dishonorable conduct, breach of fiduciary duty to the Congregation, failure to perform their duties as an Officer or Director, or other similar malfeasance or nonfeasance. Upon the Executive Committee's direction the Secretary will send a written notice to the Directors ten (10) calendar days prior to the Special or regular Board meeting to hear the complaint against the Director or

Officer. An affirmative vote of two-thirds (2/3) of the Directors and Officers present upon call of the question is required for removal.

Rationale for offering the amendment:

- (A) This change ensures that directors and officers attend the majority of the meetings of the board each year. Any Officer or Director who misses one quarter of the monthly meetings, without any excuse, is clearly both failing to participate and perform adequately and being irresponsible by failing to present an excuse if he or she has any valid reason for temporary inability to perform (such as illness or work obligations or travel). Accordingly, removal is appropriate to allow the Board to replace that Officer or Director with someone who will be responsible and is able to perform.

- (B) The new wording is intended to clarify the process by which an Officer or Director can be removed from office, and for what causes. It is important for the Board to have flexibility to remove Officers and Directors for a variety of types of misconduct or failure to perform. It is not possible to present an exhaustive list of all possible types of malfeasance or nonfeasance, so the provision is written in a manner to provide maximum flexibility for the Board to consider the particular circumstances. The language gives fair warning that things a reasonable Officer or Board member would understand to be wrongdoing, such as breach of fiduciary duty or dishonesty, will be considered malfeasance. Also, the provision is written in such a way as to provide notice and an opportunity for the individual who is potentially going to be removed as an Officer or Director to object and to receive a hearing. The requirement of a two-thirds vote protects against a popularity contest or a close call about whether the misconduct or failure to act warrants removal, and it also ensures that the Board overwhelmingly agrees removal is necessary for the good of the Congregation.

Opposition to the amendment:

- (A) No arguments in opposition to these changes were presented
- (B) By not providing a specific list of the types of wrongdoing that might result in removal from Office or from the Board, the provision may not give specific warning to Officers and Board members about all the sorts of things might result in removal

.....
Amendment 8

Approved by the Board of Directors August 26, 2019

Title: Additions and Clarifications of the Powers and Duties of the Board

Current Bylaw:

Article V

Proposed Amendment:

Article V, (B), (C), (E)

The Board of Directors shall:

- (B) Engage a Rabbi(s) for Congregation Or Chadash as described in Article XII
- (C) Engage a Cantor(s), Cantorial Soloist, or Musical Director (hereinafter referred to as "Cantor") for Congregation Or Chadash as described in Article XII

...

(E) Engage other professionals it deems necessary to the functioning of the Congregation.

Rationale for offering the amendment:

(B) & (C): The power to hire clergy has always been in the bylaws in Article XII, this just adds it to the master list of things the Board does.

(E): This addition is for completeness, as it makes explicit that the Board can hire people to positions that aren't listed in the bylaws.

Opposition to the amendment:

No arguments in opposition to these changes were presented

.....

Amendment 9

Approved by the Board of Directors August 26, 2019

Title: Adding the Immediate Past President to the list of Congregational Officers

Current Bylaw:

Article VI, Section 1

SECTION 1. The Officers of Congregation Or Chadash shall be:

- President
- 1st Vice President
- Vice President
- Secretary
- Treasurer

Article IV, Section 3(a)

The twenty (20) voting members include:

- a. The Immediate Past President as a full voting Director.
- ...
- c. Officers

Article IX, Section 1

The Executive Committee shall consist of all Officers of Congregation Or Chadash and the Immediate Past President. The Rabbi and the Executive Director are ex-officio, non-voting members of the Executive Committee.

Proposed Amendment:

Article VI, Section 1

The Officers of Congregation Or Chadash shall be:

- President
- 1st Vice President
- Vice President
- Secretary
- Treasurer
- Immediate Past President

Article IV, Section 3(a)

The twenty (20) voting members include:

- a. ~~The Immediate Past President as a full voting Director.~~
- ...
- b. Officers

Article IX, Section 1

The Executive Committee shall consist of all Officers of Congregation Or Chadash ~~and the Immediate Past President.~~ The Rabbi and the Executive Director are ex-officio, non-voting members of the Executive Committee.

Rationale for offering the amendment:

The Immediate Past President is not a Director, as they are not elected, but the immediate past president was not listed as an officer in the bylaws. This corrects that oversight and makes additional changes for consistency.

Opposition to the amendment:

No arguments in opposition to these changes were presented

Amendment 10

Approved by the Board of Directors August 26, 2019

Title: Succession to the Presidency

Current Bylaw:

Article VI, Section 4

Vice Presidents. When the President is absent or disabled, the 1st Vice President, and then the Vice President, shall perform the duties and exercise the powers of the President. These Officers shall assist the President and exercise other powers and perform other duties delegated to that Officer by the President or the Board of Directors, or both.

Proposed Amendment:

Article VI, Section 4

First Vice President. The First Vice President shall perform the duties and exercise the powers of the President when the President is absent or disabled and shall become President upon the expiration of the term of the President, if subsequently nominated by the Nominating Committee and elected by the Congregation at the annual meeting. Should the First Vice President be unable to succeed to the Presidency, then the Nominating Committee shall select a candidate or candidates for President for the upcoming election. [The First Vice President will be an Ex Officio member of committees as assigned by the President, in order to inform the Board and the President on the status of their assigned committee goals and activities]* The First Vice President shall assist the President and exercise other powers and perform other duties delegated to that Officer by the President or the Board, or both.

*Section in brackets addressed in Amendment 11

Rationale for offering the amendment:

We have not always communicated to candidates for First Vice President that they were making a commitment to become president, and have on occasion selected a candidate for First Vice President with the express knowledge and agreement that they would not move into the presidency. We would like to change this going forward so future incoming presidents will have two years of mentorship for the position. This amendment sets the expectation that the First Vice President will move into the presidency, unless the nominating committee determines that there is some unforeseen reason why this should not or cannot occur. This is intended to strengthen the leadership by ensuring as much as possible that the new president is well-prepared to assume that role.

Opposition to the amendment:

The way we have been doing it for many years has worked well. This change would commit us to a presidency candidate two years before the candidate would take office/assume the presidency (assuming she/he was approved by the congregation), and before the Board has experience with the leadership capabilities of the First Vice President. Although the past practices have had drawbacks regarding leadership development, they also allowed maximum flexibility in deciding whom to nominate for president.

.....
Amendment 11

Approved by the Board of Directors August 26, 2019

Title: Updates to Officer descriptions

Current Bylaw:

Article VI, Sections 4, 5, & 6

SECTION 4. *Vice Presidents.* When the President is absent or disabled, the 1st Vice President, and then the Vice President, shall perform the duties and exercise the powers of the President. These Officers shall assist the President and exercise other powers and perform other duties delegated to that Officer by the President or the Board of Directors, or both.

SECTION 5. *Treasurer.* The Treasurer shall perform the duties ordinarily performed by a Treasurer and shall assist the Officers and exercise other powers and perform other duties delegated to the Treasurer by the President of the Board of Directors, or both. When required by the President or the Board of Directors, or both, the Treasurer shall render an account of transactions and of the financial condition of Congregation Or Chadash. The Treasurer shall exercise other powers and perform other duties delegated to the Treasurer by the President or the Board of Directors, or both.

SECTION 6. *Secretary.* The Secretary shall be responsible for recording the proceedings of the meetings of the Members, the Board of Directors, and the Executive Committee. The Secretary shall cause notice of all meetings of Members and regular and special meetings of the Board of Directors to be given as required by these Bylaws. The Secretary shall assist the Officers and exercise other powers and perform other duties delegated to the Secretary by the President or the Board of Directors, or both.

Proposed Amendment:

Article VI, Sections 4, 5, 6, & 7

SECTION 4. *First Vice President.* The First Vice President shall perform the duties and exercise the powers of the President when the President is absent or disabled [and shall become President upon the expiration of the term of the President, if subsequently nominated by the Nominating Committee

and elected by the Congregation at the annual meeting. Should the First Vice President be unable to succeed to the Presidency, then the Nominating Committee shall select a candidate or candidates for President for the upcoming election.]* The First Vice President will be an Ex Officio member of committees as assigned by the President, in order to inform the Board and the President on the status of their assigned committee goals and activities. The First Vice President shall assist the President and exercise other powers and perform other duties delegated to that Officer by the President or the Board, or both.

SECTION 5. Vice President. The Vice President shall perform the duties and exercise the powers of the President when the President and the First Vice President are absent or disabled. The Vice President will be an Ex Officio member of committees as assigned by the President, in order to inform the Board and the President on the status of their assigned committee goals and activities. The Vice President shall assist the President and exercise other powers and perform other duties delegated to that Officer by the President or the Board, or both.

SECTION 6. Treasurer. The Treasurer shall perform the duties ordinarily performed by a Treasurer and shall assist the Officers and exercise other powers and perform other duties delegated to the Treasurer by the President of the Board, or both. When required by the President or the Board, or both, the Treasurer shall render an account of transactions and of the financial condition of Congregation Or Chadash. The Treasurer shall exercise other powers and perform other duties delegated to the Treasurer by the President or the Board, or both. The Treasurer shall be an Ex Officio member of the Finance Committee and may be appointed as Chair at the discretion of the President.

SECTION 7. Secretary. The Secretary shall be responsible for recording the proceedings of the meetings of the Members, the Board of Directors, and the Executive Committee and maintaining records of such meetings. The Secretary shall cause notice of all meetings of Members and regular and special meetings of the Board of Directors to be given as required by these Bylaws. The Secretary shall assist the Officers and exercise other powers and perform other duties delegated to the Secretary by the President or the Board of Directors, or both. The Secretary shall be an Ex Officio member of the Governance Committee.

*Section in brackets addressed in Amendment 10

Rationale for offering the amendment:

These changes regularize the service of officers on appropriate committees. The First Vice President and the Vice President are separated for greater clarity. The Secretary’s responsibilities are specifically expanded to include recordkeeping.

Opposition to the amendment:

No arguments in opposition to these changes were presented

Amendment 12

Approved by the Board of Directors August 26, 2019

Title: Changes to religious qualifications of Officers and Directors

Current Bylaw:

Article VII, Section 4

Any Jewish Member has eligibility for election as an Officer or Director of the Congregation.

Proposed Amendment:

Article VII, Section 4 & 5

SECTION 4. Any Member has eligibility for election as Director and Officer (except as specified in Section 5 of this Article), as long as they recognize the principles of Article I, Section 2 of these By-Laws, subject to the qualifications of Article IV Section 2.

SECTION 5. The President and First Vice President shall be Jewish.

Note: Article I, Section 2 reads as follows:

The purpose of this congregation is to promote the enduring and fundamental principles of Judaism and to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship to God through communal religious worship, and for the expression of the ideals of and faith in Judaism; to afford religious education to the children of members of the congregation; to afford facilities for adult education; to promote the welfare of our Jewish community; to provide facilities and support of worthy efforts for the betterment of our local community and of humanity, in sacred attachment to the Jewish people and with connection to the State of Israel.

Rationale for offering the amendment:

This amendment brings our practice regarding board membership more in line with our principles of full inclusion for members who are not Jewish e.g. spouses of Jewish members. It concurrently requires that our president and First Vice President (who will likely become president) are Jewish, whether by birth or choice/conversion. We felt that at this point, while we become familiar with the benefits and challenges of having board members who are not Jewish, the top positions should be reserved for Jews rather than someone who may not have a full understanding of the Jewish values and practices we are dedicated to in our purpose and mission statement.

Opposition to the amendment:

We believe that we are - by definition - a Jewish organization, dedicated to Jewish life and values, and that all our leadership should be Jewish. We welcome interfaith families and they can participate in almost all aspects of our congregational life e.g. committees, Sisterhood, Brotherhood. If they wish to become leaders in our synagogue, we would encourage them to consider converting to Judaism.

.....
Amendment 13

Approved by the Board of Directors August 26, 2019

Title: Composition of the Nominating Committee

Current Bylaw:

Article VIII, Section 1

Nominations of all Officers and Directors shall be made by a Nominating Committee. The Nominating Committee shall be comprised of a total of five (5) members appointed by the President and approved by the Board of Directors as follows:

(A) A Director or Officer, whose term is not expiring, shall serve as a member of the Nominating Committee as the representative of the Board of Directors. The President shall not serve on the Nominating Committee. No Nominating Committee member shall be eligible to be nominated as President by that committee.

(B) Three members of the Nominating Committee shall be selected from the Membership of the Congregation at large, provided, however, that at least two of the committee members must be selected from among those Members of the Congregation who are not current members of the Board of Directors.

(C) The Immediate Past President shall be chair the Nomination Committee. In the event that the Immediate Past President is unable to chair the Nominating Committee, then the President shall select another Board Member whose term is not expiring to chair the Nominating Committee.

Proposed Amendment:

Article VIII, Section 1

Nominations of all Officers and Directors shall be made by a Nominating Committee. The Nominating Committee shall be comprised of a total of **seven (7)** members appointed by the President and approved by the Board as follows:

(A) The Immediate Past President shall **be** Chair the Nominating Committee. In the event that the Immediate Past President is unable to chair the Nominating Committee, then the President shall **appoint** another Director whose term is not expiring to chair the Nominating Committee.

(B) **The First Vice President shall be appointed as a member of the Nominating Committee.**

(C) A Director or Officer, whose term is not expiring, shall be appointed to the Nominating Committee.

(D) Any member of the Nominating Committee who is under consideration for nomination to any position must recuse themselves from all discussions and voting regarding that position.

(E) **Four (4)** members of the Nominating Committee shall be selected from the Membership of the Congregation at large, **and may not be current Directors**

Rationale for offering the amendment:

It is common in many organizations for the top leader to have a role in recruiting/selecting the leadership team that will serve with her/him. This practice increases the likelihood that the leadership team will work effectively together and will represent the right mix of skills and community connections. This amendment adds the First Vice President to the nominating committee in order to have a direct voice (though not a deciding vote as there will be 7 members of the nominating committee) in recruiting/selecting people to serve on his/her leadership team. However, this amendment also guards against undue influence by requiring the First Vice President to recuse him/herself from deliberations of the nominating committee about whether or not to formally nominate the first VP for presidency. The requirement to recuse oneself from deliberations is extended to anyone under consideration for a particular position/office.

Opposition to the amendment:

The nominating committee should be completely independent of the influence of current officers and from board members who are "up" for re-election. This extends to the First Vice President. This amendment may allow for the First Vice President to recruit/invite his/her friends rather than having a broader consideration of other congregants for open positions. The nominating committee traditionally casts a "wide net" to find potential new leaders to recruit for open positions and this amendment does not improve the likely outcome in terms of stronger leadership. Nothing in the

current bylaws prevents the nominating committee from consulting with anyone they wish – including the incoming president. In fact, the committee has always made it a practice to invite suggestions from current leadership. This amendment also does not address the fact that a president serves for two years, and therefore the top leadership for the upcoming year will only be on the committee half of the time.

.....

Amendment 14

Approved by the Board of Directors August 26, 2019

Title: Nominations Process

Current Bylaw:

Article VIII, Sections 2-4

SECTION 2. *Number of Nominations:* The slate of nominees shall consist of as many nominations as the committee deems advisable for each Officer and for each Director whose term of office shall be up for election.

SECTION 3. *Filing and Notice of Nomination by the Nominating Committee:* Nominations by the Nominating Committee must be filed and read by the Nominating Committee at a meeting of the Board of Directors four (4) weeks prior to election, and notice of said nominations must be mailed to the Members at least twenty (20) days prior to the election.

SECTION 4. *Nominations from the Membership:* Nominations from the Membership shall be submitted to the Executive Director ten (10) days prior to the Annual Meeting (Article XI, Sec 1). Nominations will be verified for eligibility to serve as outlined in the Bylaws. Members will be notified of these nominations.

Proposed Amendment:

Article VIII, Sections 2-6

SECTION 2. The Nominating Committee will be convened seven (7) months before the Annual Meeting of the Congregation to determine nominees for Officers or Directors to be presented to the Congregation at the upcoming Annual Meeting.

SECTION 3. *Number of Nominations:* The slate of nominees shall consist of as many nominations as the committee deems advisable for each Officer and for each Director whose term of office shall be up for election. The Committee may nominate more than one person for any position, but must nominate at least one person for each open officer position

SECTION 4. *Selection Process:* The Nominating Committee shall select a slate of nominees pursuant to policies and procedures adopted by the Board and published to the Membership in advance of the selection process. Those considered for nomination who are not selected for the slate will be notified no less than twelve (12) weeks prior to the election to allow time for nomination by petition.

SECTION 5. *Nomination by Petition:* A Member wishing to be nominated for an Officer or Director position who the Nominating Committee does not select may be nominated by petition. The petitioner must meet all other requirements for the position sought. The petition must be signed by at least twenty (20) percent of the Members eligible to vote at the time of the petition's submission. The

Nominating Committee must receive the petition no later than eight (8) weeks prior to the Annual Meeting. The Nominating Committee shall verify the validity and number of signatures and the eligibility of the petitioner, and report such nominees to the Board no less than six (6) weeks before the Annual Meeting.

SECTION 6. *Filing and Notice of Nomination by the Nominating Committee:* Nominations by the Nominating Committee and approved nominations by petition must be filed and read by the Nominating Committee at a meeting of the Board of Directors six (6) weeks prior to the election, and notice of said nominations must be mailed to the Members at least twenty (20) days prior to the election.

Rationale for offering the amendment:

The Nominating Committee is required to convene seven months before the Annual Meeting of the Congregation to ensure it has time to engage in effective recruitment and vetting of prospective new Officers and Directors and to conclude its work in time for those not selected to pursue an alternative means for becoming nominated to serve as an Officer or Director.

The selection process is improved by continuing the procedure for selection of a slate of nominees by the Nominating Committee, but also allowing notice to those not selected and providing them time to seek nomination via the alternative process of petition.

The new process allows any member seeking to serve as an Officer or Director who is not selected to be listed on the Nominating Committee’s slate of nominees to circulate a petition and to be nominated that alternative way. The signature requirement on the petition is at least 20 percent of the Members eligible to vote – this is also the requirement for quorum, and for a member-proposed change to the Bylaws. The petition may be submitted up to eight weeks before the Annual meeting. This gives time for the Nominating Committee time to verify the signatures on the petition and the eligibility of the petitioner and to make a report to the Board six weeks or more before the Annual Meeting.

Opposition to the amendment:

No arguments in opposition to these changes were presented



Amendment 15

Approved by the Board of Directors August 26, 2019

Title: Flexibility of Committee Duties

Current Bylaw:

N/A

Proposed Amendment:

Article IX, Sections 1 & 2

In addition to those duties described herein, the committees shall perform other such duties that are delegated to it by the Board, the President, or both.

Rationale for offering the amendment:

This language is modeled after the bylaws descriptions of each of the officers, and is proposed to allow greater flexibility if needed.

Opposition to the amendment:

No arguments in opposition to these changes were presented



Amendment 16

Approved by the Board of Directors August 26, 2019

Title: Duties of the Executive Committee

Current Bylaw:

Article IX, Section 1

The Executive Committee shall consist of all Officers of Congregation Or Chadash and the Immediate Past President. The Rabbi and the Executive Director are ex-officio, non-voting members of the Executive Committee.

Article IX, Section 2(F)

Personnel Committee: It shall be the responsibility of this committee to formulate, and recommend to the Board of Directors, procedures and policies for the staff of the Congregation.

Proposed Amendment:

Article IX, Section 1

The Executive Committee shall consist of all Officers of Congregation Or Chadash **[and the Immediate Past President]***. The Rabbi and the Executive Director are ex-officio, non-voting members of the Executive Committee.

The duties of this committee shall include, but are not limited to, setting the agenda for all Board and Annual meetings, formulating, and recommending to the Board, procedures and policies for the staff of the Congregation, and conducting performance evaluations of such staff as report to the Board. The committee shall act as an agent for the Board in time of emergency or between regularly scheduled meetings of the Board. The committee shall perform other such duties as are delegated to it by the Board, the President, or both.

*Section in brackets addressed in Amendment 9

~~Article IX, Section 2(F)~~

~~*Personnel Committee:* It shall be the responsibility of this committee to formulate, and recommend to the Board of Directors, procedures and policies for the staff of the Congregation.~~

Rationale for offering the amendment:

We have not had a functioning Personnel committee for some time. Instead, the Executive Committee has served as the de facto personnel committee. It makes sense that the staff/clergy who report to the Board should be evaluated/managed by the Executive Committee on behalf of the Board, rather than having a separate Personnel committee evaluate/manage the employees who report to the Board. The

Rabbi, Cantor, ED and (at this time) the Facilities Manager report directly to the Board. Other staff report directly to the ED, and the ED manages all other staff and conducts their evaluations.

The other provisions of the amendment are to clarify the duties of the committee, which have previously been established by practice and other sections in the bylaws.

Opposition to the amendment:

No arguments in opposition to these changes were presented. The alternative in the past was to have a separate Personnel Committee, which dealt with any issues between the Board and clergy/staff and issues between ED and staff

.....
Amendment 17

Approved by the Board of Directors August 26, 2019

Title: Duties of the Finance Committee

Current Bylaw:

Article IX, Section 2(A)

(A) *Budget and Finance Committee:* It shall be the duty of this committee to:

1. Make a detailed estimate of the revenue and expenses of the ensuing year, and submit an annual proposed budget to the Board of Directors no later than its meeting prior to the Annual Meeting subject to notice provisions in Article XI, Section 1.
2. Review financial reports quarterly.
3. Ensure that the financial records of the Congregation are examined annually consistent with Article XX.

Proposed Amendment:

Article IX, Section 2(A)

(A) ~~Budget and~~ *Finance Committee:* It shall be the duty of this committee to:

1. Coordinate the financial operation of the congregation and communicate the financial condition of the congregation to the Executive Committee and Board of Directors on a regular basis.
2. Prepare a proposed budget each year to be presented to the Board of Directors for recommendation to the Membership at the Annual Meeting.
3. Review all expenditures over \$5,000 that are not budgeted for, including but not limited to, reviewing all quotes and bids and ensure that conflicts of interest are avoided in procurements and contracts
4. Ensure that the financial records of the Congregation are examined in compliance with Article XIX.

Rationale for offering the amendment:

This amendment makes explicit an expanded role for our Finance committee, beyond meeting quarterly and generating reports at designated times. They are charged with closer monitoring of our financial situation and with making timely recommendations to the Board of Directors. This is how our current Finance Committee has been operating since our last annual meeting and it has been very helpful. This amendment also adds a role for the Finance committee to review expenditures that reach

or exceed \$5,000 and are not in the approved budget, before passing them to the Executive Committee and the Board for approval.

Opposition to the amendment:

No arguments in opposition to these changes were presented

Amendment 18

Approved by the Board of Directors August 26, 2019

Title: Establishment of Fund Development Committee

Current Bylaw:

Article IX, Section 2(G)

Cemetery Committee: It shall be the duty of this committee to manage, develop, and market the Or Chadash cemetery plots. The Committee is responsible for implementation of rate changes and purchases of property as approved by the Board of Directors. The committee will be responsible for the creation and execution of policies and procedures for the above.

Proposed Amendment:

Article IX, Section 2(C)

(C) Fund Development Committee: It shall be the duty of this committee to plan and oversee fundraising activities that support the financial needs of the Congregation.

Article IX, Section 2(G)

~~*Cemetery Committee:* It shall be the duty of this committee to manage, develop, and market the Or Chadash cemetery plots. The Committee is responsible for implementation of rate changes and purchases of property as approved by the Board of Directors. The committee will be responsible for the creation and execution of policies and procedures for the above.~~

Rationale for offering the amendment:

In the past, our fundraising efforts were conducted in “silos” by various groups in our congregation with little coordinated effort or strategic planning for how each effort contributed to meeting the financial needs of the congregation. This amendment is intended to bring all fundraising efforts under the direction of a new Fund Development Committee so that all fundraising efforts (any sources of revenue other than dues and religious school tuition/fees) are coordinated and not at cross purposes or in competition. This is why the Cemetery committee has been set as a subcommittee of Fund Development rather than as a free-standing committee.

Opposition to the amendment: No arguments in opposition to these changes were presented.

However, it could be argued that putting all fundraising efforts under Fund Development may inhibit innovative, independent fundraising efforts and slow down implementation of projects.

Amendment 19

Approved by the Board of Directors August 26, 2019

Title: Establishment of Governance Committee

Current Bylaw:

N/A

Proposed Amendment:

Article IX, Section 2(D)

(D) *Governance Committee*: It shall be the duty of this committee to review and recommend new and updated policies and procedures for Board consideration and vote. This committee shall assist the Nominating Committee in recruiting and orientating new Board Members, including developing and maintaining a Board Resource Manual. At the direction of the Board, it shall form a Bylaws Subcommittee to consider amendments to the bylaws.

Rationale for offering the amendment:

In the past, we had a Bylaws Committee that was inactive unless we were actively revising our Bylaws. One of the comments from our last audit was that our policies and procedures are not easy to find, are not current, and many are not written but are more informal practices we've developed over time. In the past, most procedure development was handled on an as-needed basis by the Executive Committee, the staff, and various committees proposing policies related to their specific area of focus. This amendment creates a Governance Committee- similar to those in other organizations- with responsibility for much more than periodic bylaws revisions. We believe that having a Governance committee charged specifically with this area will improve our organizational functioning.

Opposition to the amendment:

No arguments in opposition to these changes were presented, However, one could argue that this amendment is unnecessary as our staff should write and maintain current policies and procedures for our office, and other policy-making should be handled by the existing structure of the Board and the Executive Committee.

.....
Amendment 20

Approved by the Board of Directors August 26, 2019

Title: Voting procedures for the election of officers and directors

Current Bylaw:

N/A

Proposed Amendment:

Article X, Section 5

Voting for Officers and Directors:

(A) Nominees from the Nominating Committee who are uncontested in their nomination for either Officer or Director shall constitute the slate. The slate shall be set forth on paper ballots, and Members shall vote to approve the slate by marking "yes" or "no". Valid absentee ballots shall be counted.

(B) In the case of contested nominations, either via multiple nominations from the Committee or nominees by petition, the voting shall be as follows:

1. *Officers*: The ballot shall set forth each nominee for the position, and Members shall select one of the nominees. The nominee with the largest number of "yes" votes shall win the position.

2. **Directors:** The ballot shall set forth each nominee, and Members shall vote by marking “yes” or “no” for each. The nominee with the greatest number “yes” votes shall fill the first vacancy, and so on until the vacant seats are filled. (Abstentions will not count)

Rationale for offering the amendment:

In 2018, we had nominees other than the slate for the first time under the current bylaws. This made clear to the board that we needed explicit procedures for handling this situation, which have been proposed here.

Opposition to the amendment:

No arguments in opposition to these changes were presented

.....
Amendment 21

Approved by the Board of Directors August 26, 2019

Title: Flexibility in Clergy Contracts

Current Bylaw:

Article XII, Section 1

A Rabbi or Cantor, whichever the case may be, not currently engaged by the Congregation shall be recommended by the Board of Directors for such salary and under such conditions and terms for a period not exceeding three (3) years as the Board of Directors shall determine. The Members then will vote on the recommendations at the Annual Meeting or a special meeting.

Proposed Amendment:

Article XII, Section 1

A Rabbi or Cantor, whichever the case may be, not currently engaged by the Congregation shall be recommended by the Board for such salary and under such conditions and terms ~~for a period not exceeding three (3) years~~ as the Board shall determine. The Members then will vote on the recommendations at the Annual Meeting or a special meeting.

Rationale for offering the amendment:

This amendment provides for greater flexibility regarding the length of time the Board might elect to engage a member of clergy for, rather than specifying a 3-year contract limit. The Board shall direct the committees that negotiate such contracts as to a preferred contract length, depending on the judgment of the Board about our current circumstances, evaluations of clergy, and the circumstances of individual clergy.

Opposition to the amendment:

No arguments in opposition to these changes were presented

.....
Amendment 22

Approved by the Board of Directors August 26, 2019

Title: Flexibility of Financial Examination

Current Bylaw:

Article XIX

At its discretion, the Board of Directors shall appoint a Certified Public Accountant to audit the books and records of Congregation Or Chadash and examine its financial statements in accordance with generally accepted accounting principles and submit a written report.

Proposed Amendment:

Article XIX

At its discretion, the Board shall appoint a Certified Public Accountant to furnish a compilation or audit of the books and records of Congregation Or Chadash and examine its financial statements in accordance with generally accepted accounting principles and submit a written report.

Rationale for offering the amendment:

We believe we have an obligation to conduct regular reviews of our financial records. In 2016, we changed the name of this article from “Fiscal Year Audit” to “Financial Examination” in order to allow other types of financial review, as audit has a very specific legal meaning. However, we neglected to make the change in the text itself. Conducting an audit is considerably more expensive than the conducting a compilation.

Opposition to the amendment:

No arguments in opposition to these changes were presented

.....