

PENINSULA TEMPLE SHOLOM

April 27, 2021

Dear PTS Congregant,

At this year's Annual Meeting of Members to be held on June 27, 2021, our Members will be asked to consider and vote on amended and restated Bylaws for PTS. We are pleased to present a current draft of the Proposed Bylaws (the "Proposed Bylaws") for your consideration.

What are the PTS Bylaws?

The Bylaws are PTS's governing document, outlining important topics such as who is eligible to be a member of PTS, the creation of the Board of Trustees, responsibilities of Officers and the hiring of our clergy and senior staff. Bylaw provisions are governed by applicable California law and, importantly, are designed to reflect PTS's vision, mission and values. Bylaws are intended to create a broad framework for governance. They are adopted, and can only be amended, by PTS's members, as opposed to policies which are created, and may be modified, by the Board.

Why are we amending PTS's Bylaws at this time?

PTS's current Bylaws were adopted in May 2007 (the "Current Bylaws"). The Current Bylaws replaced the prior Bylaws which were adopted on May 21, 1991 and amended in 1993 and 1994. The Board of Trustees believes that good governance requires periodic review of our Bylaws to ensure that the Bylaws match our vision, mission and values, comply with applicable California law and reflect best practices of organizations like PTS.

Our current vision, mission and values were adopted by the Board of Trustees in September 2015 and [can be found on the PTS website](#). Our Board believes that it is crucial that our Bylaws reflect and promote our values: inclusivity, human connection, caring and kindness, commitment to community and embracing change. Many of the proposed changes to the Bylaws are specifically designed to reflect these values.

In addition, since 2007, there have been changes in applicable California law and in the ways organizations and their governing boards use technology (including email and videoconferencing). The proposed Bylaws update provisions to comply with California law and incorporate uses of new technology.

What has the process been for updating the Bylaws?

In 2019, the Board of Trustees formed a Task Force to review the Current Bylaws. The Task Force is chaired by Scott Haber and Arlene Rosenberg and includes current President Jon Herstein; Rabbi Dan Feder; Joan Fox; Liz Gottfried; David Levitt; David Monasch (Past President); Jason Pollard; Betsy Rosen; Heidi Schell (Immediate Past President); and Karen Wisialowski (Chief Community Officer and Past President). David Monasch and Karen Wisialowski were members of the committee that drafted the Current Bylaws.

The Task Force reviewed a number of policy issues presented by the Current Bylaws in an effort to ensure that the Current Bylaws are consistent with PTS's vision, mission and values. The Task Force met to discuss these policy issues on multiple occasions.

The Task Force also reviewed bylaws of many synagogues in the Bay Area and around the country.

A subset of the Task Force, principally Scott Haber, Arlene Rosenberg, David Levitt and Karen Wisialowski, with input from Rabbi Dan Feder, went through the Current Bylaws, line-by-line, to update provisions to comply with California law, to ensure consistency, to clarify drafting and the use of defined terms, and to address mechanical and technical changes.

What are the differences between the Current Bylaws and Proposed Bylaws?

Below is a summary of proposed changes which we believe are the most important. For a complete comparison, we encourage you to review the Proposed Bylaws and the Current Bylaws, [copies of which may be found here](#). (If you do not have computer access and would like to review hard copies of the Proposed Bylaws and the Current Bylaws, please contact the PTS office.)

What is the formal process for amending the Bylaws?

Our Current Bylaws require that the Members of the Congregation approve the Proposed Bylaws at a duly held meeting of Members. Our current plan is to present the Proposed Bylaws for approval at the 2021 Annual Meeting of Members on June 27 at 10:00 am. To be adopted, the Proposed Bylaws must be approved by a majority of the Members present at the meeting.

What are the next steps leading up to the Annual Meeting?

The Board and the Task Force are now soliciting input from congregants regarding the Proposed Bylaws. You can submit your feedback in the following ways:

- Attend a Congregation-wide Town Hall Meeting ([Click here for the Zoom link](#)):
 - Thursday, May 6, 7-8:30 pm
 - Monday, May 10, 12:30-2 pm;
- [Share your feedback on this form](#); and/or
- Contact Scott Haber, s.haber@yahoo.com, or Arlene Rosenberg, abrosenberg@comcast.net.

The Board and/or the Task Force will carefully consider issues raised by congregants during this process.

Under the Current Bylaws, the Board is required to review and approve the Proposed Bylaws over the course of two consecutive Board meetings before they are presented to the Members. We anticipate that this Board review and approval will occur in May and June 2021.

The Proposed Bylaws that the Congregation will be asked to approve will be sent to the Congregation in advance of the Annual Meeting.

It is possible that this timing could change, in which case we will update the Congregation.

Whom do I contact with questions?

We recommend that you contact the co-chairs of the Task Force, Scott Haber (s.haber@yahoo.com) or Arlene Rosenberg (abrosenberg@comcast.net) with any questions. You also should feel free to contact our President, Jon Herstein; our Chief Community Officer, Karen Wisialowski; or Rabbi Dan Feder.

Summary of Changes from Current Bylaws to Proposed Bylaws

The following chart describes the key provisions being proposed in our Proposed Bylaws compared to our Current Bylaws. The items described below are not intended to be a complete summary of the Current Bylaws or the Proposed Bylaws. Rather, they are intended to highlight key differences. Congregants are encouraged to read the text of the Proposed Bylaws and the Current Bylaws for the complete provisions. The complete texts of the Current Bylaws and the Proposed Bylaws [can be found here](#). References to “Art __, Sec __” below are to the Article number and Section number of the Current Bylaws or Proposed Bylaws, as applicable.

Provisions Relating to Members
Membership and Voting
<p><i>The proposed changes in this section are intended to broaden PTS’s tent in a way that recognizes our Congregation’s diversity and sends a message of inclusivity to existing and prospective Members. The PTS community includes many interfaith families and the Board believes that the Proposed Bylaws will encourage greater participation and connection among Jewish and non-Jewish Members of our community.</i></p> <ul style="list-style-type: none">• Current Bylaws<ul style="list-style-type: none">○ A membership household must include at least one individual who “is Jewish.” (Art V, Sec 1(a))○ Only Jewish Members are entitled to vote. (Art V, Sec 4)○ No more than two adults per household are entitled to vote, sign petitions or be counted as part of a quorum. (Art V, Sec 1(b))• Proposed Bylaws<ul style="list-style-type: none">○ Membership may be extended to any adult who (1) identifies as Jewish or is a member of a Household that includes or previously included anyone who identifies as Jewish, (2) seeks to be associated with a Jewish faith community, and (3) supports PTS’s vision, mission and values. (Art V, Sec 1)○ “Household” is defined as “one or more persons residing together who view themselves as a single family unit.” (Art V, Sec 1)○ Any person (Jewish or non-Jewish) who is 18 years or older and who belongs to a membership Household can vote, sign petitions, and be counted as part of a quorum. (Art V, Sec 2(c))○ Voting is not limited to two adults per Household. (Art V, Sec 1)• Comments<p>The Proposed Bylaws replace the phrase “is Jewish” with the phrase “identifies as Jewish.” This language better reflects PTS’s practice of relying on a person’s self-identification with Judaism when considering membership. The Proposed Bylaws also clarify that any adult,</p>

Jewish or non-Jewish, who is part of a membership Household can be a PTS Member if they wish to be.

Recognizing that non-Jewish adults in a Household support the raising of Jewish children and the maintenance of Jewish family life, and often make substantial financial and time commitments to our Congregation, the Proposed Bylaws extend voting rights to non-Jewish Members. In addition, because PTS families come in many forms, the Proposed Bylaws extend voting rights to all adults who reside in a membership Household rather than limiting the vote to two Household members.

Many Reform synagogues grant voting rights to non-Jewish members in their communities. In 2019, the Center for Radically Inclusive Judaism conducted a survey of Reform congregations regarding the rights they extend to non-Jewish partners in interfaith households (the “CFRIJ Survey”). Of the more than 400 congregations that responded to the survey (representing approximately half of all URJ congregations), 79% permit partners from different faith traditions to participate as members with full voting rights. Similarly, we reviewed bylaws of six local Reform and Conservative synagogues and found that five of them grant full voting rights to non-Jewish members. The sixth congregation uses a different voting model which grants voting rights to households rather than individual members.

Lay Leadership

The Board believes the changes recommended in this section, like those in the previous section, recognize our Congregation’s diversity, advance our PTS value of inclusivity and encourage greater participation by and connection among Jewish and non-Jewish members of our community. In proposing these changes, the Board honors the commitment to our community that is exhibited by both Jewish and non-Jewish members and the potential contributions that all Members have to offer.

- Current Bylaws
 - Members in good standing have the rights to receive High Holy Day tickets; attend social, educational and cultural activities at PTS; enroll children in educational programs; and avail themselves of rabbinic and cantorial services, subject to policies adopted by the Board. (Art V, Sec 3)
 - Only Jewish Members can serve on the Board of Trustees. (Art V, Sec 2)
 - All adult Members may serve on committees, except that non-Jewish Members may not serve on the religious practices committee. (Art V, Sec 4)

- Proposed Bylaws
 - In addition to the rights enumerated in the Current Bylaws, the Proposed Bylaws give all Members the right to serve as Trustees, provided that a majority of the Trustees must be Members who identify as Jewish, and to serve as Officers, provided that the President and Vice-President(s) must be Members who identify as Jewish. (Art V, Sec 3(a); Art VII, Secs 2 and 3; Art VIII, Sec 2)

- All adult Members may serve on or chair any committee, other than a committee comprised exclusively of Trustees, except that the chair of the religious practices committee must be a Jewish Member. (Art V, Sec 2(e); Art XI, Sec 2(e))

- Comments

The Proposed Bylaws allow Members who do not identify as Jewish to serve as Trustees (as long as a majority of the Board are Jewish), and as Officers (other than President and Vice-President(s)). The Proposed Bylaws also allow non-Jewish Members to serve on and chair committees, including the religious practices committee (although the chair of that committee must be a Member who identifies as Jewish). These proposed changes recognize that many non-Jewish Members exhibit tremendous commitment and connection to our community and have the potential to make valuable contributions to synagogue leadership. The proposed changes also align with PTS's diversity and values.

Many Reform synagogues allow non-Jewish members to assume leadership roles. Among the congregations that responded to the CFRIJ Survey, 43% permit partners from different faith traditions to serve as board members, 55% permit them to chair committees and 21% permit them to serve as officers (though not necessarily president). Similarly, of the six local synagogues whose bylaws we reviewed, three permit non-Jewish members to be board members or officers, and all six permit non-Jewish members to serve on and chair committees.

The Board and Task Force recognized that some congregants might have concern about non-Jewish Members serving as Trustees or Officers. To balance those concerns, the Proposed Bylaws provide that a majority of the Board must consist of Members who identify as Jewish and that the President (and all Vice-Presidents, because they might automatically assume the presidency in the event of a vacancy) must also identify as Jewish. We believe that these provisions allow for a broader diversity of perspectives on the Board, while at the same time ensuring that the face of the Congregation and the preponderance of voices on the Board are Jewish.

Any person who serves as a PTS Board member, regardless of their faith, is legally and morally obligated to act in the best interests of PTS and all of our congregants, which includes supporting and maintaining PTS's Jewish identity. Article IV, Section 2 of the Proposed Bylaws requires Trustees to advance the vision, mission and values of the Congregation, which are to be a Jewish community that lives Jewish values, sustains Jewish culture and fosters connections with the Jewish people.

A critical part of electing Board members who will act in accordance with this standard is the process by which we identify nominees for election to the Board. This nominating process for Trustees, which is outlined in Article VIII of the Proposed Bylaws and is unchanged from our current nominating process, provides that Trustee candidates will be identified and nominated by a Nominating Committee, which is elected by the Board and consists of three Trustees and four Members who are not Trustees. Based on our experience over many years, we believe that this process effectively identifies Members who will fulfill their duties as

Trustees and safeguards against election of Trustees with personal or other agendas that are contrary to the best interests of PTS.

The Proposed Bylaws also permit the religious practices committee to include non-Jewish Members. The role of a religious practices committee is to work with the Senior Rabbi to explore religious issues and suggest direction on religious practices. We envision that this committee would partner with our clergy to create meaningful worship experiences that align with PTS's vision, mission and values. The Board and Task Force felt that non-Jewish Members could offer valuable insight into how PTS worship can be welcoming and inclusive to our many interfaith families. PTS's Jewish essence and identity, however, will be assured. The Proposed Bylaws, like the Current Bylaws, provide that the religious practices committee will be chaired by a Member who identifies as Jewish, that our Congregation's religious practices will be guided by the precepts of Reform Judaism and that participation in religious ceremonies at PTS will be subject to the discretion of the Senior Rabbi.

Congregational Meetings

The changes to this section are intended to update the Bylaws, in compliance with California law, to increase access to, and prevent unnecessary adjournment of, Congregational meetings. The changes provide flexibility in the event that in-person meetings are not possible, and also make participation in Congregational meetings available to those who cannot attend in person.

- Current Bylaws
 - The Current Bylaws do not address holding Congregational meetings electronically (e.g., by Zoom).
 - The Current Bylaws do not address what happens if members leave the meeting after a quorum is established so that a quorum is no longer present.
- Proposed Bylaws
 - As permitted by California law, the Proposed Bylaws state that Members may participate in a meeting through conference telephone or electronic video screen communication. (Art VI, Sec 4)
 - Also as permitted by California law, the Proposed Bylaws state that if a quorum is initially present at a meeting, the Congregation may continue to transact business even if some Members have left and a quorum is no longer present. Under these circumstances, action may be taken only if it is approved by at least a majority of the number of Members required to constitute a quorum. (Art VI, Sec 3)
- Comments

The Proposed Bylaws contain a number of provisions that are permitted by California law, but are not in the Current Bylaws. Meeting through electronic means during the pandemic has allowed PTS to operate even when we cannot meet in person. The Proposed Bylaws

expressly refer to this technology, leaving no doubt as to PTS's ability to hold meetings electronically.

Similarly, the Proposed Bylaws expressly adopt the provision in California law that allows the Congregation to continue to act at a meeting when some Members have left, so long as any action taken is approved by at least a majority of the number of Members required to constitute a quorum. This flexibility may avoid the need for PTS to adjourn a meeting to a future date if some Members leave early.

Provisions Relating to Governance

Board Composition

The Proposed Bylaws create a more flexible governance structure, bring us in compliance with California law, and update our practices to match governance trends across the country.

- Current Bylaws
 - The Board consists of 18 Trustees elected by the Members, plus the president of any officially-recognized PTS auxiliary, who serves as an ex-officio Trustee with full voting rights. (Art VIII, Sec 1)
 - A Trustee cannot be elected to serve for more than eight consecutive years, after which the Trustee may again be elected to the Board after a four-year absence. (Art VIII, Sec 3)
 - Board members are elected for two-year terms, unless a one-year term is needed so that an equal number of Trustees have terms that expire in even and odd years. (Art VIII, Secs 1 and 2)
 - PTS employees may not serve as Trustees. (Art VIII, Sec 1)
 - Past Presidents who are not currently serving as Trustees are ex-officio members of the Board without the right to vote. (Art VIII, Sec 1)

- Proposed Bylaws
 - The Board consists of 15 to 20 Trustees (with the precise number determined by the Board) elected by the Members, plus the president of any officially-recognized auxiliary, who serves as an ex-officio Trustee with full voting rights. (Art VIII, Sec 2)
 - A Trustee cannot be elected to serve for more than eight consecutive years, after which the Trustee may again be elected to the Board after a two-year absence. (Art VIII, Sec 3)
 - Board members are elected for two-year terms, provided that from time to time the Members may elect one or more Trustees to one (1) year terms. The Bylaws require Elected Trustees to be elected so that an approximately equal number of Elected Trustees have terms that expire in even and odd years. (Art VIII, Sec 4(b))
 - PTS employees may not serve as Trustees, except that a Trustee may work as a part-time teacher in the youth education program so long as they receive no more than standard and reasonable compensation for their service. (Art VIII, Sec 2(f))

- California law does not permit a non-profit corporation like PTS to call someone a “Trustee” or “Director” unless they are a full voting member of the Board. Since the provision in the Current Bylaws that designates Past Presidents as non-voting Trustees does not comply with California law, that provision was not included in the Proposed Bylaws.

- Comments

The Proposed Bylaws provide for a more flexible governance structure. They establish a range for the number of Trustees (15-20) rather than a fixed number of 18, giving future Boards the ability to adjust to changing needs and to the availability of qualified nominees. In addition, the Proposed Bylaws shorten the waiting time before a Trustee who has served eight consecutive years can rejoin the Board from four years to two years, giving PTS more flexibility to bring an experienced Trustee back to the Board sooner. Finally, the Proposed Bylaws recognize that Trustees may wish to serve PTS by teaching in the youth education program as well as by sitting on the Board, and that such service should be encouraged rather than prohibited.

As noted above, the provision in the Current Bylaws related to Past Presidents does not comply with California law, and therefore has not been included in the Proposed Bylaws. PTS continues to benefit from the wisdom and experience of its Past Presidents. The Board does not believe that this Bylaws change will in any way diminish PTS’s ability to seek or obtain advice from Past Presidents.

Board Meetings

The Proposed Bylaws provide for greater flexibility in governance, with the goal of increasing Board and other volunteer participation and impact.

- Current Bylaws

- The Board is required to meet monthly. (Art VIII, Sec 7)
- There is no provision for Board action by written consent or for the Board to meet by video or telephone conference.

- Proposed Bylaws

- The Board is required to meet at least eight times per year. (Art VIII, Sec 6(a))
- The Board is permitted to act by unanimous written consent. (Art VIII, Sec 6(d))
- The Board may meet by video or telephone conference call. (Art VIII, Sec 6(e))

- Comments

The Proposed Bylaws provide for greater flexibility in governance by reducing the number of required Board meetings from 12 to eight per year. This change will allow future Boards to assess how their time can best be used to serve the Congregation. For example, Trustees may, from time to time, decide to schedule Board retreats or committee meetings in lieu of

regular Board meetings. The Proposed Bylaws also modernize PTS's governance by expressly allowing the Board to act by unanimous written consent and to conduct electronic meetings. These tools are permitted under California law and are commonly used, particularly when action is required on short notice or when meeting in person is not practicable.

Committees

The changes in this section will give the Board flexibility to respond to the Congregation's most pressing needs at any given time.

- Current Bylaws
 - PTS is required to have committees with the following titles or functional responsibilities: Executive, Personnel, Nominating, finance, membership, education, facilities and religious practices. (Art IX; Art XIII, Sec 1; Art XV, Sec 1)
- Proposed Bylaws
 - The required committees are: Executive, Personnel, Nominating, and Finance. The other committees required under the Current Bylaws, as well as committees related to social action and governance, are listed as committees that the Board may, but are not required to, establish. (Art XI, Secs 1 and 2)

- Comments

By providing for fewer required committees than the Current Bylaws, the Proposed Bylaws give the Board flexibility to respond to whatever the Congregation's most pressing needs are at any given time. The Board believes that this approach is consistent with best practices for congregational bylaws.

Borrowing and Real Estate Transactions

The Proposed Bylaws enhance the Board's ability to manage PTS's financial affairs and respond quickly to emergencies.

- Current Bylaws
 - The Board has authority to cause PTS to borrow up to 10% of expected membership dues and pledge PTS assets, other than real estate or restricted funds. (Art VIII, Sec 10)
 - Contracts involving the purchase, sale, transfer, encumbrance or lease of real estate for or by PTS require approval of the Board and the Members. (Art XVII)
- Proposed Bylaws
 - PTS can incur a secured or unsecured loan of up to 25% of the prior year's revenue upon approval of 2/3 of the entire Board. If the Board determines that there is a

critical need due to a natural disaster, state-of-emergency or similar event, then the borrowing authority is increased to 50% of the prior year's revenue. (Art VIII, Sec 9(a))

- A pledge of PTS assets, other than donor-restricted funds, to secure payment of a PTS debt obligation, can be approved by 2/3 of the entire Board. (Art VIII, Sec 9(b))
- Contracts involving the purchase of real estate can be approved by 2/3 of the entire Board.
- Contracts involving the sale, lease, conveyance, exchange, transfer or other disposition of an insignificant amount of PTS real estate can be approved by the Board without a Congregational vote. Any such contract involving more than an insignificant portion of PTS's real estate requires approval of 2/3 of the entire Board and 2/3 of the Members voting at a membership meeting. (Art VIII, Sec 9(c))
- Contracts involving the sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of PTS's assets must be approved by 2/3 of the entire Board and by 2/3 of the Members voting at a membership meeting. (Art VIII, Sec 9(d))

- Comments

The Proposed Bylaws enhance the Board's ability to manage PTS's financial affairs and respond quickly to emergencies. The Board's current authority permits the borrowing of up to 10% of membership dues (approximately \$100,000) and the pledging of assets, other than real estate and donor-restricted funds. This provision was adopted at a time when membership dues represented a larger percentage of PTS's total revenue. The Proposed Bylaws allow the Board, without a Congregational vote, to authorize PTS to borrow up to 25% of total revenue for the prior year (currently about \$1,000,000), on a secured or unsecured basis, and up to 50% of total revenue if the Board determines that there is a critical need due to a natural disaster, state-of-emergency or similar event.

The Current Bylaws require a Congregational vote for any purchase, sale, transfer, encumbrance or lease of real estate, regardless of how significant. Under the Proposed Bylaws, the Board has the authority to purchase and encumber real estate without a Congregational vote. The Proposed Bylaws require Board and Congregational approval for the sale, lease, conveyance, exchange, transfer or other disposition of more than an insignificant portion of PTS's real estate and for the sale or transfer of all or substantially all of PTS's assets.

The COVID-19 pandemic has demonstrated why it is desirable for the Board to have flexibility and authority to address the Congregation's financial needs in an emergency. The pandemic dramatically impacted the operations of the PTS preschool, whose revenues fund a substantial portion of PTS's overall budget. Fortunately, under the Payroll Protection Program of the federal CARES Act, PTS obtained unsecured, forgivable loans to cover many of our personnel expenses. Had a secured borrowing been required, however, PTS's Current Bylaws would have required a Congregational vote, resulting in delay which could have prevented PTS from obtaining these critical funds. Although the Proposed Bylaws give the Board additional flexibility to enter into secured borrowings, the Board does not have any current plans to borrow funds.

Provisions Relating to Clergy and Staff

The Proposed Bylaws enhance the Board's flexibility to negotiate the term of a clergy member's contract, so that PTS is poised to hire and retain the best clergy candidates. Also, in recognition of PTS's current practice, the Proposed Bylaws authorize the Board to give PTS's Executive Director additional titles, such as "Chief Community Officer."

- Current Bylaws
 - The initial hiring term for the Senior Rabbi, any Associate or Assistant Rabbi and Cantor may not be more than three years. (Art XI, Secs 2(b), 3(a) and 4(a))
 - For subsequent terms of service, the contract length may not be more than five years for the Senior Rabbi and Cantor and three years for any Associate or Assistant Rabbi. (Art XI, Secs 2(c), 3(b) and 4(b))
 - There is a process by which the Board and the Congregation can vote to offer a clergy member tenure until the clergy member reaches the age of 65. (Art XI, Sec 5)
 - There is no provision allowing the Board to give the Executive Director additional titles.
- Proposed Bylaws
 - The Proposed Bylaws do not include maximum lengths for clergy contracts. Instead, the Proposed Bylaws require that all clergy contracts be for a specified term that is approved by the Board. (Art IX, Sec 3)
 - The Proposed Bylaws prohibit lifetime contracts for clergy. (Art IX, Sec 5)
 - There is no reference to tenure.
 - The Board is authorized to give the Executive Director one or more additional titles. (Art X, Sec 1)

- Comments

The Proposed Bylaws give the Board more flexibility to negotiate the term of a clergy member's contract. It is unusual for congregational bylaws to limit the length of clergy contracts; none of the Bylaws we reviewed contained such limiting provisions. The Board believes that increased flexibility will allow PTS to adapt to changing practices and remain competitive with other congregations in recruiting and retaining clergy. Allowing the Board and a clergy member to negotiate a longer-term contract eliminates the need for tenure.

In addition, the Proposed Bylaws authorize the Board to give PTS's Executive Director additional titles. The Board and Task Force felt it was important to retain the title of "Executive Director" in the Proposed Bylaws because that title is the most commonly-used and widely-recognized title given to a synagogue's chief administrative employee. In recent years, however, PTS has referred to our Executive Director as our "Chief Community Officer" in recognition of that person's key role in building relationships and connections, both among congregants and between congregants and the synagogue. The Proposed Bylaws make clear

that a person holding such alternative title is still our “Executive Director” for purposes of the bylaws.

Provisions Relating to Operational Policy

The Current Bylaws contain many detailed provisions relating to PTS’s day-to-day operations. Because Bylaw amendments require a vote of the Congregation at an annual or special meeting, the inclusion of this level of detail in the Bylaws makes it difficult for PTS to adapt to the needs of Congregants or to improve administrative efficiency. The URJ, and various governance experts, recommend that bylaws codify only a congregation’s most fundamental tenets and administrative framework. Details regarding day-to-day operations, which congregants generally do not want or need to address, typically are codified in separate, Board-approved policies that can be changed more easily in response to changing needs. In crafting the Proposed Bylaws, the Board and Task Force were mindful of these recommendations and avoided including operational details that are more appropriately governed by policies.

For example, our Current Bylaws outline in strict detail when and how a Member must be notified of a past-due payment and subsequently removed from the membership roll. The provisions are administratively difficult to comply with and leave little room for the exercise of common-sense discretion. The Proposed Bylaws, in contrast, provide that “Membership in PTS may be terminated for non-payment of financial obligations pursuant to policies adopted from time to time by the Board.” (Art V, Sec 2) This broader provision ensures that we will not be required to amend the Bylaws as PTS’s practices in this area evolve over time.

Another example is how PTS makes day-to-day disbursements. Our Current Bylaws state that all disbursements require authorization or signature of two Officers or one Officer and the Executive Director. Financial controls and procedures are important to PTS in order to assure financial accountability and appropriate Board oversight. However, for an operation the size of PTS, it is not practical to require two signatures for every disbursement. The Proposed Bylaws, therefore, do not contain this operational provision.

The Current Bylaws also state that contracts not included in the annual budget require Board approval, unless they are “routine, administrative and/or present insignificant financial exposure.” The quoted terms are not defined in the Current Bylaws and from time to time create confusion as to what contracts may or may not be entered into without Board approval. The Proposed Bylaws, in contrast, authorize the Board to adopt policies regarding what contracts and other agreements require Board approval and allow all other contracts to be approved and signed by the Executive Director without further action by the Board. (Art VIII, Sec 9(e)) Pursuant to this authority, the Board will adopt policies outlining specific thresholds and criteria to clarify the Executive Director’s limits of authority in this area. Placing these limits in policies, rather than in the Bylaws, will allow them to evolve over time without requiring a Congregational vote.