

PENINSULA TEMPLE SHOLOM

June 18, 2021

Update on Bylaws Process from the Chairs of the Bylaws Task Force

On April 27, 2021, PTS congregants were notified about the ongoing process to revise PTS's Bylaws, the congregation's basic governing document. Since 2019, the Bylaws Task Force has been working to draft Proposed Bylaws to replace our Current Bylaws, which were adopted in May 2007. The Proposed Bylaws are intended to ensure that our Bylaws match our vision, mission and values, comply with California law, and reflect best practices of organizations like PTS. In drafting the Proposed Bylaws, the Bylaws Task Force has worked in consultation with the PTS Board of Trustees and has received input from many PTS Past Presidents.

In April, we posted on the PTS website a draft of the Proposed Bylaws, a detailed summary explaining the proposed changes from the Current Bylaws, and a link to a Google form through which congregants were invited to submit comments.

Since that time, the Bylaws Task Force has received congregant input on the Proposed Bylaws in several ways: (1) we hosted two Congregational Town Hall Meetings via Zoom that were attended by approximately 30 congregants; (2) we made a short presentation to the Sholom Women Board; and (3) we received written comments from two congregants through the Google form.

The Bylaws Task Force and the Board appreciate the engagement of many congregants in the bylaws process. The feedback we received reflects the fact that there are many possible approaches to congregational governance. In most cases, the Bylaws Task Force and Board concluded that the choices expressed in the April 2021 draft of the Proposed Bylaws are most consistent with PTS's values and with the need for flexibility in managing the congregation's affairs.

Several comments we received regarding the Board's authority around borrowing and real estate, however, demonstrated a need to clarify the distinction between transactions which the Board or Staff should be able to approve without a congregational vote, and those for which a congregational vote is appropriate. In light of these comments, we have made a few changes to the April 2021 draft of the Proposed Bylaws.

- In addition to requiring congregant approval for any individual borrowing that exceeds 25% of PTS's average revenue over the prior three (3) years ("Average Annual Revenue"), or 50% of Average Annual Revenue in an emergency, the Proposed Bylaws now also require congregant approval for any borrowing that would cause PTS's total debt to exceed 50% of Average Annual Revenue.
- The April 2021 Bylaws draft permitted the Board to approve "insignificant" real estate transactions without a congregational vote. Because some congregants found the term

“insignificant” to be ambiguous, the updated version of the Proposed Bylaws uses terms that have established meanings, as follows:

- Transactions involving the PTS premises that are “short-term” and “in the ordinary course of the Congregation’s business” may be authorized without a Board or congregational vote, subject to any Board policies that may be adopted. As part of our day-to-day operations, PTS engages in transactions such as renting out the social hall for events like B’nai Mitzvah celebrations, wedding receptions, and luncheons for community organizations. We think our current practice works well and we do not think that these ordinary course matters should require a Board or congregational vote.
- Real estate dispositions that do not fit into the prior category, but do not materially affect the core operations of the synagogue, would require Board approval.
- All other real estate dispositions would require Board and congregation approval.
- Real estate purchases and other acquisitions would require Board approval.

[Click here](#) to see the updated Proposed Bylaws that reflect the changes described above. **This is the version of the Proposed Bylaws that was approved by the Board on June 16, 2021, and will be presented to the congregation for approval at the Annual Meeting on Sunday, June 27, 2021 at 10:00 am.**

Please contact Scott Haber (s.haber@yahoo.com) or Arlene Rosenberg (abrosenberg@comcast.net) with any questions regarding the Proposed Bylaws or if you would like to see a redlined version of the Proposed Bylaws that shows changes made since the April 2021 draft was circulated.

We look forward to seeing many congregants at the Annual Meeting on June 27 at 10:00 am (with socializing beginning at 9:30 am).