

THIS DOCUMENT IS A COMPARISON OF THE FINAL VERSION OF THE BYLAWS BEING PRESENTED TO THE PTS CONGREGATION FOR APPROVAL ON JUNE 27, 2021 AGAINST THE APRIL 26, 2021 DRAFT OF THE PROPOSED BYLAWS THAT WAS POSTED ON THE PTS WEBSITE.

Bylaws of Peninsula Temple Sholom

Amended and Restated _____, 2021

Article I: Name

~~This Congregation~~The congregation shall be known as Peninsula Temple Sholom (“PTS” or the “Congregation”), located in Burlingame, California.

Article II: Purpose

Section 1. PTS is an inclusive Jewish community where everyone can find peace, inspiration, and their own connection to Judaism. Whether in the synagogue, each other’s homes, or the world beyond, PTS creates a sacred space for those who are part of it.

Section 2. Subject to any restrictions in its Articles of Incorporation, the Congregation may engage in any lawful activity consistent with its tax-exempt status for which corporations may be organized under the laws of the State of California for nonprofit religious corporations.

Section 3. ~~As used in these Bylaws, “Code” shall mean~~The Congregation is a nonprofit religious corporation organized under the California Nonprofit Religious Corporations Law (Part 4 of Division 2 of Title 1 of the Corporations Code of the State of California~~).~~ (the “Code”).

Article III: Affiliation

The Congregation shall affiliate with the Union for Reform Judaism (“URJ”), shall subscribe to and abide by the Constitution and Bylaws of the URJ, and shall be guided by the policies and guidelines of professional organizations associated with the URJ.

Article IV: Guidance for Religious Practice and Sacred Partnership

Section 1. The Congregation’s religious practices shall be guided by the precepts of Reform Judaism.

Section 2. In fulfilling their duties, the clergy, professional staff, and Board of Trustees of the Congregation (the “Board”) shall work in sacred partnership to advance the vision, mission, and values of the Congregation. A sacred partnership is a commitment, founded on Jewish values, of all parties to build and nurture relationships that elevate the work of leadership to a level of holiness.

Article V: Membership

Section 1.

a) Any adult who (i) identifies as Jewish or is a member of a Household that includes or previously included anyone who identifies as Jewish, (ii) seeks to be associated with a Jewish faith community, and (iii) supports PTS's vision, mission, and values, may be admitted as a member of the Congregation (a "**Member**") upon approval of the Board ([as defined in Article VIII, Section 8](#)) in accordance with policies adopted from time to time by the Board. An "**adult**" is a person who has reached the age of eighteen (18). "**Household**" is one or more persons residing together who view themselves as a single family unit.

b) Membership applications shall be made by Households. Each Household must contain at least one adult who meets the membership criteria set forth in Section 1(a) of this Article.

c) In the event of [the](#) death or divorce of an individual in a Household, a surviving or remaining ~~non-Jewish spouse or other adult~~[Member](#) who resides in that Household may continue as a Member, subject to the membership policies adopted from time to time by the Board.

Section 2. Financial obligations to PTS shall be paid by Households in amounts ~~and~~, at such time and [in such](#) manner as adopted from time to time by the Board. Members who reside in Households whose financial obligations with PTS are current, including pursuant to financial arrangements agreed to by PTS, shall be considered Members in good standing. Membership in PTS may be terminated for non-payment of financial obligations pursuant to policies adopted from time to time by the Board.

Section 3. Unless precluded from such activities elsewhere in or pursuant to these Bylaws, and subject to policies adopted from time to time by the Board, Members who are in good standing shall have the following privileges:

a) to serve as an Officer or Trustee, subject to Article VII, Sections 2 and 3, and Article VIII, Section 2;

b) to avail themselves of rabbinic and cantorial services, and [to](#) attend worship, social, educational, and cultural activities at PTS, provided that participation in religious ceremonies at PTS is subject to the discretion of the Senior Rabbi (as defined in ~~Section 2 of~~ [Article IX, Section 1](#));

c) to attend and vote at all meetings of the Congregation, sign petitions, and be counted as part of a quorum;

d) to attend all meetings of the Board, except for meetings or portions thereof that are held in executive session;

e) to serve on and chair committees, other than those committees the members of which are exclusively Trustees, subject to Section 2(e) of Article XI;

f) to receive tickets for High Holy Day services, subject to Article XVIII; and

g) to enroll themselves, and their children, in educational programs.

Section 4.

a) The Board may adopt additional membership classes not specified herein. The Board shall have the responsibility to define the terms, obligations, rights, and benefits of any additional membership class. Each additional membership class, if any, shall be reviewed annually by the Board.

b) The Board may appoint honorary members, whether or not such honorary members comply with any other requirements stated herein. Honorary members shall not have the right to vote, sign petitions, or be counted as part of a quorum.

Section 5. A Member may resign from PTS upon notice to the Executive Director of intent to resign. Such resignation shall not relieve the Member of any financial obligation owed to PTS.

Section 6. Any membership may be terminated involuntarily for reasons not covered by this Article by the approval of three-fourths (3/4) of the entire Board. Such action shall be taken only after the Member has received a minimum of thirty (30) days' written notice of the Board meeting at which such termination is to be considered, as well as the proposed action to be taken. Such Member shall have an opportunity to be heard at such Board meeting.

Article VI: Meetings of the Congregation

Section 1.

a) The annual meeting of the Congregation (the “**Annual Meeting**”) shall be held within sixty (60) days prior to the beginning of its next fiscal year. At the Annual Meeting, the election of Elected Trustees shall be held in accordance with Article VIII, Section 4, and the budget for the ensuing fiscal year shall be presented, in writing or orally. Additional reports may be presented, in writing or orally, by the clergy, the President, and such committees, auxiliaries, or persons as may be appropriate, as determined by the President.

b) Notice of the Annual Meeting shall be sent to Members in accordance with Section 6 of this Article at least thirty (30) days prior to the date of the Annual Meeting. Such notice shall include the date, time and place of the Annual Meeting; the matters to be considered at the Annual Meeting, including all items required by the Code to be in the notice; and the names of all Members nominated by the Nominating Committee pursuant to Article VIII, Sections 3(a) and (b).

Section 2.

a) Special meetings of the Congregation may be called by the President, by the Board, or by petition containing the signatures of fifty (50) Members eligible to vote at the special meeting. Petitions must be presented to the President or the Secretary at least fifteen (15) days prior to the date of the called special meeting, whereupon the Board shall expeditiously set a reasonable time and place for the meeting. The meeting must be held no later than thirty (30) days from receipt of the written petition requesting the special meeting.

b) Notice of a special meeting shall be sent to Members in accordance with Section 6 of this Article at least ten (10) days prior to the date of such meeting. Such notice shall set forth the date, time, and place of the special meeting and the purpose of the special meeting. No business shall be transacted at a special meeting except that specified in the notice.

Section 3. The quorum for a Congregational meeting shall be fifty (50) Members eligible to vote at the meeting. Unless a greater number is required by law, the Articles of Incorporation, or these Bylaws, every action taken or decision approved by the Members shall require the affirmative vote of a majority of the Members present at a ~~meeting~~ duly held meeting at which a quorum is present; provided that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough Members to leave less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the number of Members required to constitute a quorum for such meeting. A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time or place.

Section 4. Members may participate in a meeting through use of conference telephone or electronic video screen communication. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting as long as all Members participating in the meeting are able to hear one another. Proxy votes will not be accepted.

Section 5. The Board may fix in advance a record date for determining the Members entitled to vote at a meeting. The record date cannot be more than 60 days before the meeting date. If no record date is fixed, all Members as of the meeting date are entitled to vote.

Section 6. Unless the Board fixes in advance a record date for determining the Members entitled to receive notice of a Congregational meeting, notice must be given to all Members as of the day preceding the day notice is sent. Notice to a Member ~~or Members~~ under these Bylaws for any purpose shall be addressed or delivered to each Member at such Member's address as it is shown upon the records of the Congregation. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is (i) personally delivered to the recipient, (ii) delivered to a common carrier for transmission, or (iii) if the recipient has provided an unrevoked consent to the use of electronic means of communication, actually transmitted to the recipient by the person giving the notice by electronic means.

Section 7. Results of any vote will be communicated to the Members in a timely fashion.

Article VII: Officers

Section 1.

a) The officers of the Congregation shall be President (or Co-Presidents), one or more Vice President(s), one Secretary, one Treasurer, and such other officers as the Board may elect pursuant to these Bylaws (each, an “**Officer**”). The Board shall elect a President (or Co-Presidents) in February for a one-year term commencing on July 1. The Board shall elect the other Officers after the Annual Meeting and before July 31 for a term commencing upon such election (or such other time as specified by the Board). It is the intent that the other Officers shall serve for terms of approximately one (1) year. Any number of offices may be held by the same person, except that no person serving as the Secretary or the Treasurer may serve concurrently as the President or chair of the Board.

b) Any Elected Trustee, but no person who is not an Elected Trustee, may be elected as an Officer. An Ex-Officio Trustee (as defined in Article VIII, Section 2(b)) shall not be eligible to serve as an Officer.

c) All Officers shall serve until their successors have been elected, unless ~~the~~ Officer has resigned or been removed from office. In the event that an office other than the President is vacated, the Board shall, as soon as practicable, elect a Trustee to fill the vacancy for the unexpired term. ~~In~~Until such time as the event of a Board shall fill the vacancy ~~in an office other than President,~~ such vacancy may be filled temporarily by appointment by the President, ~~until such time as the Board shall fill the vacancy.~~ A vacancy in the office of President shall be filled pursuant to Section 3 of this Article.

Section 2.

a) The President shall preside as chair at all Congregational and Board meetings. The President shall be an ex-officio member of all committees except the Nominating Committee and Audit Committee, if any. The President shall call the Annual Meeting and special meetings of Members, and perform such other duties as are incident to the office. The President shall make an annual report to the Members, orally or in writing, within 60 days prior to the end of the fiscal year.

b) In the event that the Congregation has Co-Presidents, each Co-President must meet the requirements hereunder to serve as President, and the Co-Presidents shall determine how they jointly will perform the duties of the President.

c) The President shall be a Member who identifies as Jewish. No person may serve as President for more than two (2) consecutive years.

Section 3. The Vice President(s) shall perform such duties as may be assigned by the President. The Vice President (or if there are two or more Vice Presidents, the highest ranked Vice President (i.e., First, Second, etc.) as determined by the Board), shall automatically succeed to the office of the President in case of vacancy and shall act for the President in case of the President's absence or if the Board determines, by a vote of a majority of the entire Board, that the President is unable to act. Each Vice President shall be a Member who identifies as Jewish.

Section 4. The Treasurer shall be the custodian of all funds of the Congregation and shall be the disbursing agent of the Congregation as authorized by the Board. The Treasurer shall render to the President and the Board, whenever requested, an account of all transactions of the Congregation and of the financial condition of the Congregation; and shall have such other powers and perform such other duties as are incident to the office. The Treasurer may delegate someany of these responsibilities to the Executive Director, but the Treasurer shall be responsible for the performance of any delegated matters.

Section 5. The Secretary shall keep at the principal office of the Congregation minutes of meetings of the Congregation and the Board, the Articles of Incorporation, and these Bylaws; maintain the Policy Manual of Board-approved policies; oversee notices to Members under these Bylaws; be responsible for the meeting procedures set forth in Article VI; and perform such other duties as are incident to the office. The Secretary may delegate someany of these responsibilities to the Executive Director, but the Secretary shall be responsible for the performance of any delegated matters.

Section 6. Any Officer may be removed by the Board at any time with the vote of a majority of the entire Board. Any Officer may resign at any time by giving written notice to the President or the Secretary. Any such resignation shall take effect at the date of receipt of such written notice, or at any later time specified in the notice. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Article VIII: Board of Trustees

Section 1. Board Responsibilities. Subject to any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of the Congregation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Congregation to any person or persons, management company, or committee or committees however composed; provided that the activities and affairs of the Congregation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Composition of Board

a) The Board shall include fifteen (15) to twenty (20) Members elected pursuant to Section 4 of this Article (each an “**Elected Trustee**”), with the exact number of Elected Trustees as set by the Board- from time to time.

- b) The current president of each congregational auxiliary recognized under Article XII shall serve as an ex-officio member of the Board with full voting rights (each an “**Ex-Officio Trustee**”). If such an auxiliary has more than one president, that auxiliary shall appoint just one ~~as its Board representative of its presidents to serve as an Ex-Officio Trustee~~; provided that if such auxiliary fails to make such appointment, then the Board shall designate one of the auxiliary’s presidents to serve as an Ex-Officio Trustee. Upon an Ex-Officio Trustee’s resignation or removal from being president of an auxiliary, such Ex-Officio Trustee’s term shall immediately cease. At that time, the successor auxiliary president shall become an Ex-Officio Trustee, occupying the place of the former Ex-Officio Trustee.
- c) “**Trustee(s)**” shall mean any member(s) of the Board of Trustees.
- d) No person may be elected or appointed as a Trustee until after that person has been a Member in good standing for at least one (1) year prior to the commencement of their term.
- e) A majority of all Trustees shall be Members who identify as Jewish.
- f) An employee of the Congregation may not serve as a Trustee; ~~provided except~~ that a Member who serves as a part-time teacher in the Congregation’s youth education program, and receives no more than standard and reasonable compensation for such service, may serve as a Trustee.

Section 3. Nomination of Elected Trustees

- a) During the fiscal quarter ending March 31, the Board shall elect a Nominating Committee for the purpose of nominating one or more Members for election as Elected Trustees at the next Annual Meeting. The Nominating Committee shall consist of three (3) Trustees and four (4) Members who are not Trustees, as well as such alternates as the Board may determine. All Nominating Committee members must be Members in good standing. The Trustee who shall serve as President in the next fiscal year shall not serve on the Nominating Committee. A current Elected Trustee who is seeking reelection, or a Member who is seeking to be a Trustee nominee, or a person who is part of such Elected Trustee’s or Member’s Household, shall not serve on the Nominating Committee. The Nominating Committee shall not have any authority of the Board.
- b) The Nominating Committee shall nominate one candidate for each Elected Trustee position to be filled based on the composition of the Board as determined pursuant to Section 2(a) of this Article. Selections of the Nominating Committee shall be reported to the Board, and notice of the nominations shall be included in the Annual Meeting notice sent pursuant to Article VI, Section 1(b).
- c) Nomination for any Elected Trustee position may also be made by petition containing the signatures of fifty (50) or more Members eligible to vote at the Annual Meeting and filed with the Secretary at least twenty (20) days prior to the Annual Meeting.
- d) Notice of nominations by petition must be sent to all Members at least ten (10) days before the Annual Meeting.

Section 4. Election of Elected Trustees; Term of Office; Vacancy

a) Elected Trustees shall be elected at the Annual Meeting by a majority vote of the Members present and voting; provided that if the number of nominees seeking to be elected exceeds the number of vacancies to be filled, then the nominees receiving the highest number of votes cast at the Annual Meeting shall be elected, until all such vacancies have been filled. There shall be no nominations from the floor at the Annual Meeting.

b) Elected Trustees shall be elected to terms of two (2) years; provided that from time to time the Members may elect one or more Elected Trustees to terms of one (1) year. Elected Trustees shall be elected so that an approximately equal number of Elected Trustees have terms that expire in even and odd years.

c) Each Elected Trustee shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the Elected Trustee has resigned or been removed from office.

d) Elected Trustees cannot serve for more than eight (8) consecutive years, subject to the following exception. An Elected Trustee who has served for eight (8) consecutive years, or who will have served for eight (8) consecutive years following the conclusion of their current term as an Elected Trustee, may be elected President for up to two (2) one-year terms. A Member who has served as an Elected Trustee for eight (8) consecutive years may be ~~eligible for election~~elected or ~~appointment~~appointed to the Board after at least a two (2) year absence from the Board. Service ~~of~~as an Ex-Officio Trustee shall not count toward term limits. Service in an appointed role to fill a vacant Elected Trustee position shall not count toward term limits.

e) A vacancy in the Board shall be deemed to exist on the occurrence of the death, resignation, or removal of any Trustee, or if the authorized number of Elected Trustees is increased. Any Trustee may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that no Trustee may resign where the Congregation would then be left without a duly elected or appointed Trustee or Trustees in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

f) Except for a vacancy created by the removal of an Elected Trustee by the Members, any Elected Trustee vacancy shall be filled by a Member nominated by the President and approved by a majority vote of the remaining Trustees then in office, even ~~though~~if less than a quorum. A Member who fills a vacancy shall serve until the end of the current fiscal year and until a successor has been elected and qualified, unless earlier removed from office.

g) Any vacancy created by the removal of an Elected Trustee by the Members shall be filled by a Member elected by the Members at an Annual Meeting or a special meeting. The Member to be elected to fill such vacancy shall be nominated either by a nominating committee formed by the Board or by a petition containing the signatures of fifty (50) or more Members eligible to vote at such Annual Meeting or special meeting and filed with the Secretary at least twenty (20) days prior to such Annual Meeting or special meeting.

h) No reduction of the authorized number of Elected Trustees shall have the effect of removing any Elected Trustee prior to the expiration of that Elected Trustee's term of office.

Section 5. Removal

a) Upon the approval of the Board, a Trustee may be removed from office if such Trustee (~~4i~~) has been absent without excuse acceptable to a majority of the other Trustees voting on such removal for three (3) consecutive regular meetings of the Board, (~~2ii~~) has been declared of unsound mind by a final order of court or convicted of a felony, or (~~3iii~~) fails or ceases to meet any required qualification that was in effect at the beginning of that Trustee's current term of office. A Trustee may also be removed from office for cause (as determined by the Board) upon approval of two-thirds (2/3) of the Board present at a duly held regular meeting or special meeting of the Board called for the purpose of acting upon such removal. Written notice of a regular meeting or a special meeting at which the removal of a Trustee is to be voted upon shall be sent to the Members at least ten (10) days prior to such meeting.

b) An Elected Trustee may be removed from office for any reason by a majority vote of the Members present at a special meeting of the Congregation called for the purpose of acting upon such removal. Said special meeting is to be called by a petition requesting such a meeting signed by two hundred (200) or more Members in good standing, and delivered to the President or the Secretary at least ten (10) days prior to the next regular Board meeting. The President or the Secretary shall present such petition to the Board at its next regular meeting. Upon receipt of the petition, the Board shall schedule the requested special meeting. The ~~earliest~~ scheduled date for the special meeting on removal shall be at least fifteen (15) days, and no more than sixty (60) days, after the meeting of the Board at which the petition was presented. Written notice must be served on the Elected Trustee proceeded against. Written notice of the special meeting shall be distributed to the Members at least ten (10) days prior to the meeting date, and shall include a written statement by the Elected Trustee facing removal, if available. Prior to any vote at the special meeting, the Congregation must give the Elected Trustee facing removal reasonable opportunity to be heard at the special meeting. The removal process outlined in this Section supersedes Article VI, Section 2, describing the process for calling special meetings of the Members.

Section 6. Meetings; Action Without a Meeting

a) The Board shall meet regularly at least eight (8) times in each fiscal year. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by these Bylaws or the Board.

b) Special meetings of the Board may be called by the President or any Vice President or by any five (5) Trustees. Notice of a special meeting of the Board shall be given no less than forty-eight (48) hours before the date and time of the special meeting. A notice of a special meeting shall

contain the purpose for which the special meeting is called. No business shall be acted upon at a special meeting of the Board other than that for which the special meeting is called.

c) Notice of a meeting need not be given to a Trustee who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Trustee. Such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the Board meeting.

d) Trustees may participate in a meeting through use of conference telephone or electronic video screen communication. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting as long as all Trustees participating in the meeting are able to hear one another.

e) Any action required or permitted to be taken by the Board may be taken without a meeting if all Trustees shall individually or collectively consent in writing, including by electronic transmission, to the Secretary to that action and if, subject to Code Section 9224(a), the number of Trustees then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Board.

Section 7. Notice. Notice shall be addressed or delivered to each Trustee at such Trustee's address as it is shown upon the records of the Congregation. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is (i) personally delivered to the recipient, (ii) delivered to a common carrier for transmission, or (iii) if the recipient has provided an unrevoked consent to the use of electronic means of communication, actually transmitted to the recipient by the person giving the notice by electronic means.

Section 8. Quorum and Approval. A majority of the number of Trustees as established pursuant Section 2 of this Article constitutes a quorum of the Board for the transaction of business. Unless a greater number is required by law, the Articles of Incorporation, or these Bylaws, every action taken or decision approved by the Board, including elections of Officers and committee members, shall require the affirmative vote of a majority of the Trustees present at a meeting duly held meeting at which a quorum is present ("**approval of the Board**"); provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of one or more Trustees, if any action taken (other than adjournment) is approved by at least a majority of the number of Trustees required to constitute a quorum for such meeting. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 9. Borrowing; ~~Real Estate; Contracts~~

a) Upon the approval of two-thirds (2/3) of the entire Board, the ~~Board shall have the power to authorize the~~ Congregation ~~to may~~ borrow money, on a secured or unsecured basis, in an amount up to 25% of ~~the Congregation's total gross revenue for the prior fiscal year~~ ("**Prior Year**

Average Annual Revenue”); (as defined below); provided that if the Board determines that there exists a critical need as a result of a natural disaster, pandemic, state-of-emergency or similar event, then the foregoing authority shall increase to 50% of Prior Year Revenue. If Average Annual Revenue; provided further that at the time of proposed borrowing, and after giving effect to the proposed borrowing, the aggregate indebtedness owed by PTS shall not exceed 50% of Average Annual Revenue. “**Average Annual Revenue**” shall mean average annual gross revenue of the Congregation based on the three immediately preceding fiscal years.

b) The Congregation may borrow money in excess of the amount which the Board is authorized to approve in Section 9(a) of this Article if such borrowing is in an amount greater than 25% of Prior Year Revenue (or 50% as described in the proviso above), such borrowing shall be approved by both two-thirds (2/3) of the entire Board, and, either before or after approval by the Board and before or after the completion of the borrowing, by a vote of two thirds (2/3) of the Members present and voting at an Annual Meeting or a special meeting of the Members called for that purpose. The Members shall be notified promptly of any such borrowing.

b) Upon the approval of two thirds (2/3) of the entire Board, the Board shall have the power to authorize the Congregation to pledge for payment of any debt obligation, the Congregation's assets, other than funds or other assets of the Congregation which are donor restricted to purposes other than the purpose of the debt or that the donor prohibits using for such purpose.

e) Any contract for the purchase, sale, lease, conveyance, exchange, transfer or other disposition of real estate for or by the Congregation must be approved by two thirds (2/3) of the entire Board. Any contract for the sale, lease, conveyance, exchange, transfer or other disposition of more than an insignificant portion of the Congregation's real estate also must be approved by two-thirds (2/3) of the Members present and voting at an Annual Meeting or a special meeting of the Members called for that purpose.

d) Any contractSection 10. Real Estate and Contracts

a) Subject to policies adopted from time to time by the Board, the Congregation may lease, license, rent, or enter into a similar use transaction involving thea portion of the Congregation's premises on a short-term basis in the ordinary course of the Congregation's business without further action by the Board.

b) Upon approval of two-thirds (2/3) of the entire Board, the Congregation may engage in a sale, lease, conveyance, exchange, transfer, or other disposition (a “Disposition”) of a portion of the Congregation's premises, so long as such Disposition does not materially affect the core operations of PTS.

c) A Disposition of all or a portion of the Congregation's premises not covered by Section 10(a) or (b) of this Article, or a Disposition of all or substantially all of the Congregation's assets, must be approved by two-thirds (2/3) of the entire Board, and by two-thirds (2/3) of the Members present and voting at an Annual Meeting or a special meeting of the Members called for that purpose.

d) Upon approval of two-thirds (2/3) of the entire Board, the Congregation may purchase, lease, or otherwise acquire real estate or any interest therein.

- e) ~~The~~Subject to these Bylaws, the Board may adopt policies, including establishing dollar thresholds, lengths of contract terms, and other criteria, regarding what contracts and other agreements shall require Board approval. Subject to any such Board policies, all other contracts may be approved and signed by the Executive Director without further action by the Board.
- f) The Board shall be empowered to set up and maintain funds to be utilized for special purposes. The amounts and the purposes for which such funds shall be utilized shall be left to the discretion of the Board.

Article IX: Clergy

Section 1. The Congregation shall have one or more persons who serve as Senior Rabbi (collectively, the “**Senior Rabbi**”), and such other clergy as determined by the Board.

Section 2. The Board, upon the approval of two-thirds (2/3) of the entire Board, may elect ~~and, as appropriate, renew,~~ decline to renew, or terminate the contract of the Senior Rabbi and all other clergy upon such terms as the Board or the Personnel Committee shall determine, and shall approve the length of service for all clergy.

Section 3. Prior to the completion of the term of service of any clergy member who wishes to renew their contract with PTS, the Board or the Personnel Committee shall notify the Congregation that the clergy member’s contract is up for possible renewal and shall invite Members to submit written comments regarding such renewal.

Section 4. Clergy contracts shall not be “lifetime” or for an unspecified length of service.

Section 5. The Senior Rabbi shall have the right to attend, without voting rights, all meetings of the Board and committees having Board authority, in each case except when the Senior Rabbi's absence is requested by the chair of the meeting. The Senior Rabbi shall be a member of all other committees, except the Nominating Committee. All other clergy shall have the right to attend, without voting rights, all meetings of the Board, except when their absence is requested by the chair of the meeting.

Section 6. The Congregation shall admit all clergy, and adult members of their Households, as Members. All clergy shall have the right to attend all meetings of the Congregation, except when a clergy member’s absence is requested by the chair of the meeting.

Section 7. Should the Senior Rabbi be discharged, on leave, or otherwise unable to fulfill their responsibilities, the Board shall have final authority for assigning the Senior Rabbi's responsibilities to other clergy or to Members.

Section 8. The Board shall determine the powers and duties of the Senior Rabbi.

Section 9. The Board, in consultation with the Senior Rabbi, shall have the authority to appoint emeritus clergy and determine the scope of duties required of emeritus clergy.

Article X: Professional Staff

Section 1. The Congregation shall have an Executive Director (the "**Executive Director**") and such other full-time or part-time senior employees as determined by the Board ("**Senior Professional Staff**"). The Board may give the Executive Director one or more additional titles.

Section 2. The Board, by a majority vote of the entire Board, may elect ~~and, as appropriate,~~ renew, decline to renew, or terminate the contracts of the Executive Director and the Senior Professional Staff, upon such terms as the Board or the Personnel Committee shall determine.

Section 3. Prior to the completion of the term of service of an Executive Director or Senior Professional Staff who wishes to renew their contract with PTS, the Board or the Personnel Committee shall notify the Congregation that such person's contract is up for possible renewal and shall invite Members to submit written comments regarding such renewal.

Section 4. The Executive Director shall have the right to attend, without voting rights, all meetings of the Board and committees having Board authority, in each case except when the Executive Director's absence is requested by the chair of the meeting.

Section 5. The Congregation shall admit the Executive Director and each Senior Professional Staff, and adult members of their Households, as Members; provided that their Households are eligible for membership pursuant to these Bylaws. The Executive Director and the Senior Professional Staff shall have the right to attend all meetings of the Congregation, except when their absence is requested by the chair of the meeting.

Section 6. The Executive Director is responsible for day-to-day operations and administration of PTS and shall have such powers and duties as determined by the Board.

Article XI: Committees

Section 1. Committees with Board Authority.

a) There shall be an Executive Committee consisting of the Officers and such additional Trustees as may be appointed by the President and approved by a majority of the entire Board. The Executive Committee shall be chaired by the President. The Board may adopt resolutions and/or set policies to determine the scope of action available to the Executive Committee, and may, subject to the limitations set forth in Code Section 9212, authorize the Executive Committee to exercise the authority of the Board. Absent any Board resolution or policy to the contrary, and, subject to the limitations set forth in Code Section 9212, the Executive Committee may exercise Board authority to make time-sensitive decisions. The President, or a designated representative, shall promptly report to the Board any Board action taken by the Executive Committee.

b) There shall be a Personnel Committee consisting of Elected Trustees appointed by the President and approved by a majority of the entire Board. The Personnel Committee shall provide direction to and work with the Board and professional staff on personnel matters. An Ex-

Officio Trustee shall not be eligible to serve on the Personnel Committee. Subject to the limitations set forth in Code Section 9212, the Personnel Committee may exercise any Board authority granted to it by resolution adopted by a majority of the entire Board.

c) Subject to the limitations set forth in Code Section 9212, the Board may, by resolution adopted by a majority of the entire Board, establish other committees having some or all of the authority of the Board as set forth in a resolution of the Board. Any such committee must be comprised exclusively of Trustees, and all appointments to such committee must be approved by a majority of the entire Board. A representative of any such committee shall promptly report to the Board any Board action taken by that committee.

Section 2. Committees Without Board Authority.

a) There shall be a Nominating Committee established in accordance with Article VIII.

b) There shall be a Finance Committee consisting of Members appointed by the Board or the President. The Finance Committee shall provide direction to and work with professional staff on financial matters and shall have such other duties as determined by the Board. The Treasurer shall serve on the Finance Committee. The Finance Committee shall not have any authority of the Board.

c) The Board or the President may establish, and appoint the chair(s) and members of, committees to address each of the functional areas listed below; provided that no such committee shall have any authority of the Board.

- ~~religious~~Religious practices, working with the Senior Rabbi to explore religious issues and suggest direction on religious practices;
- ~~education~~Education, providing direction to and working with professional staff on all education activities and services provided by PTS to Members and to the general community;
- ~~facilities~~Facilities, providing direction to and working with professional staff to ensure the maintenance of existing facilities and to recommend and follow through on facilities improvements;
- ~~social~~Social action/social justice, providing direction to and working with professional staff to establish and maintain *tikkun olam* as a pillar of PTS's mission through direct social action and engagement with social and public policy issues;
- ~~governance~~Governance, providing direction regarding recruitment of new Trustees; leadership succession; Board self-assessments and orientations; Board policies and procedures; and compliance.
- ~~membership~~Membership, providing direction to and working with professional staff to attract, integrate, and retain Members.

The foregoing descriptions of the committees shall not be the exclusive matters which such committees may address.

d) The Board or the President may establish, and appoint the chair(s) and members of, additional committees that do not have the authority of the Board.

e) The chair(s) and members of any committee that does not have the authority of the Board may be any Member in good standing; provided that ~~a Member who does not identify as Jewish shall not be eligible to serve as~~ the chair of a committee on religious practices shall be a Member who identifies as Jewish.

Article XII: Auxiliaries

Section 1. Official recognition of congregational auxiliaries may be attained upon approval of the Board.

Section 2. The bylaws and other regulations of all congregational auxiliaries shall be consistent with these Bylaws and with the policies of PTS.

Article XIII: Fiscal Year

The fiscal year of PTS shall commence on July 1st and shall end on June 30th. The fiscal year may be changed from time to time by the Board.

Article XIV: Bylaw Amendments

Section 1. Amendments to these Bylaws, including amendments which update these Bylaws in their entirety, may be initiated by the Board or by petition signed by fifty (50) or more Members. ~~Proposed amendments shall be presented to the Secretary in writing.~~

Section 2. ~~Proposed Adoption of proposed~~ amendments initiated by the Board ~~shall be submitted to require approval of the Congregation for Board and approval of a vote, majority of the Members present and voting at~~ either ~~at~~ the next Annual Meeting or ~~at~~ a special meeting called for that purpose as outlined in Article VI.

Section 3. Proposed amendments submitted by petition of Members shall be presented to the Secretary in writing, and shall be delivered to the Board by the Secretary at the next regular meeting of the Board. The petitioners shall designate a representative to present the proposed amendment to the Board at that meeting. At the next regular meeting or an earlier special meeting of the Board, the Board shall make recommendations regarding the proposed amendment to the petitioners. After reviewing such recommendations, the petitioners may submit the proposed amendment to the Congregation for a vote either at the next Annual Meeting or at a special meeting called for that purpose as outlined Article VI, and shall designate a representative to present the proposed amendment to the Congregation at that meeting.

Adoption of proposed amendments initiated by a Member petition shall require approval of a majority of the Members present and voting at such Annual Meeting or special meeting.

Article XV: Prohibited Activities

Section 1. The property of the Congregation is irrevocably dedicated to religious and charitable purposes, and no part of the net income or assets of the Congregation shall ever inure to the benefit of any Trustee, Officer, or Member, or to any other private person. This Section shall not prevent the payment to any such person of reasonable compensation for services rendered or the reasonable value at retail for goods sold to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2. Notwithstanding any other provision of these Bylaws, no Officer, Trustee, clergy, professional staff member, or other employee, director, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under ~~section~~Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder, as they now exist or as they may hereafter be amended (the "**Internal Revenue Code**"), or by an organization to which contributions are deductible under ~~section~~Section 170(c)(2) of the Internal Revenue Code.

Article XVI: Indemnification

Section 1. Right of Indemnity. To the fullest extent allowed by Code Section 9246, the Congregation shall indemnify its agents in connection with any proceeding, and in accordance with Code Section 9246. For purposes of this Article, "**agent**" shall have the same meaning as in Code Section 9246(a), including Trustees, Officers, employees, other agents, and persons formerly occupying such positions; "**proceeding**" shall have the same meaning as in Code Section 9246(a), including any threatened action or investigation under Code Section 9243 or brought by the Attorney General pursuant to Code Section 9230; and "**expenses**" shall have the same meaning as in Code Section 9246(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board ~~in each specific case~~ by an agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Code Section 9246(d). In all other cases, the Board shall promptly determine, by a majority vote of a quorum consisting of Trustees who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Code Section 9246(b) or 9246(c). Upon a determination that the applicable standard of conduct was met, the Board shall authorize indemnification to the extent permitted under the Code.

Section 3. Expenses. The Board shall authorize the advance of expenses incurred by or on behalf of an agent of the Congregation in defending any proceeding prior to final disposition, so long as before any advance is made, (i) the Board finds that the requested ~~advances are~~advance is reasonable in amount under the circumstances, and (ii) the agent has submitted a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article. The Board shall

determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond the Congregation's power to indemnify the agent under law.

Section 5. Contractual Rights. No provision made by the Congregation to indemnify its Trustees or Officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of Members or Trustees, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than Trustees and Officers may be entitled by contract or otherwise.

Section 6. Volunteers. To the fullest extent permitted by the Code, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Trustee or volunteer Officer of the Congregation, caused by the Trustee's or Officer's negligent act or omission in the performance of that person's duties as a Trustee or Officer, provided that (i) the person's act or omission was within the scope of the Trustee's or Officer's duties, performed in good faith, and not reckless, wanton, intentional, or grossly negligent, and (ii) the damages are covered by liability insurance issued to the Congregation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the Trustee or Officer. In the event that the damages are not covered by a liability insurance policy, the volunteer Trustee or volunteer Officer shall not be personally liable for the damages if the Board and the agent had made all reasonable efforts in good faith to obtain available liability insurance. This Section does not eliminate or limit the liability of a Trustee or Officer under the circumstances provided in Code Section 9243 or 9245 or in any action or proceeding brought by the Attorney General. For purposes of this Section 6, "volunteer" means the rendering of services without compensation; "compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered; provided that the payment of per diem, mileage, or other reimbursement expenses to a Trustee or Officer does not affect that person's status as a volunteer within the meaning of this Section.

Section 7. Fiduciaries of Employee Benefit Plans. Notwithstanding any other provisions of this Article to the contrary, the Congregation shall, to the extent permitted by applicable law, indemnify any agent in connection with any proceeding arising out of or related to such agent's service, role, or capacity as a fiduciary of an employee benefit plan of the Congregation, against expenses actually and reasonably incurred in connection with any such proceeding.

Section 8. Severability. Each and every paragraph, sentence, term, and provision of this Article is separate and distinct so that if any paragraph, sentence, term, or provision of this Article shall be held to be invalid or unenforceable for any reason, such invalidity or unenforceability shall not affect the validity or enforceability of any other paragraph, sentence, term, or provision of this Article. To the extent required, any paragraph, sentence, term, or provision of this Article may be modified by a court of competent jurisdiction to preserve its validity and to provide the agent with, subject to the limitations set forth in this Article and any agreement between the

Congregation and such agent, the broadest possible indemnification permitted under applicable law.

Section 9. Subrogation. If the Congregation pays a claim under this Article, the Congregation shall be subrogated to the extent of such payment to all of the rights of recovery of the indemnified agent, who shall execute all papers required and shall do everything that may be necessary or appropriate to secure such rights, including the execution of such documents necessary or appropriate to enable the Congregation effectively to bring suit to enforce such rights.

Section 10. Effect of Repeal or Modification. Any repeal or modification of this Article shall not adversely affect any right of indemnification of any agent existing at the time of such repeal or modification with respect to any action or omission occurring prior to such repeal or modification.

Article XVII: Dissolution or Merger

In the event of the dissolution or merger of the Congregation, no Officer, Trustee, clergy, professional staff member, employee, agent, or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code, or shall be distributed to an organization or organizations exempt under the Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Congregation shall, to the extent possible, be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.

Article XVIII: Seats

All seats for High Holy Day services and all other religious services shall be unassigned (other than for persons needing special accommodations, service participants and their families, or similar persons, in each case as determined by the Senior Rabbi). All arrangements and rules regarding seats for High Holy Day services shall be in accordance with policies adopted from time to time by the Board.