

CONGREGATION BETH SHALOM OF NAPA VALLEY BYLAWS

*Revised and Adopted by Membership
April 6, 2022*

ARTICLE I NAME, OFFICE, PURPOSE

Section 1.1 Name. The name of this corporation shall be Congregation Beth Shalom of Napa Valley, a community Jewish Center ("Congregation").

Section 1.2 Office. The principal place for the conduct of the business and affairs of the Congregation shall be located at 1455 Elm Street, Napa, State of California, or at such other place as the Board of Trustees of the Congregation (the "Board"), with the approval of the membership as required under these Bylaws, may determine from time to time.

Section 1.3 General Purpose. Our purpose is to worship in accordance with Jewish beliefs, to cultivate an appreciation and understanding of Jewish heritage, to strengthen the bonds of loyalty to each other as Jews and to be a Congregation that supports Tikkun Olam and programs that benefit the community. The Congregation is affiliated with the Union for Reform Judaism (URJ), and will support the Reform Movement.

ARTICLE II MEMBERSHIP

Section 2.1 General Requirements. Any person of the Jewish faith by birth, by choice, or by practice, or is a spouse or partner of a CBS Member, and is at least eighteen (18) years of age.

Section 2.2 Special Membership Classifications. The CBS Board of Trustees may approve different dues and/or assessments for specific Members requesting relief from full dues and assessments, based on individual financial situations and in consideration of the financial needs of CBS.

Section 2.3 Financial Standards and Requirements. The financial standards and requirements for Members, including dues and assessments, shall be recommended by the Board and approved by a two-thirds (2/3) majority vote of the membership present at an annual or special meeting.

Section 2.4 Dues and Billing. Members shall be billed by the Congregation and be obligated to pay annual dues in amounts as determined in accordance with Section 2.3. Members joining the Congregation after Yom Kippur of any fiscal year shall have dues and fees pro-rated for that fiscal year based on the date of the receipt of their application for membership.

Section 2.5 Deadlines for Payments. Members shall be responsible for making an annual dues payment to the Congregation by August 1 of each year or at such date (or dates) set by the payment option plans established by the Treasurer and approved by the Board. Any member who does not make such payments by these dates shall be deemed not in good standing and, accordingly, not entitled to any of the benefits of membership under these Bylaws. The rules concerning good standing contained in this Section 2.5 are referred to throughout these Bylaws collectively as “Good Standing.”

Section 2.6 Order and Decorum. In order to uphold the General Purpose of the Congregation, any member may be dropped from the membership rolls for a compelling reason by two-thirds of the Members of the Board at a special session of the Board. The special meeting shall be called in accordance with these Bylaws.

Section 2.7 Resignation of Members. Any member in Good Standing may resign as a member of the Congregation at any time. The Congregation shall not be obligated to pay such member any refund of any dues, fees or assessments.

Section 2.8 Membership Privileges. Members of the Congregation in Good Standing shall have the privileges of membership subject to the rules and regulations established from time to time by the CBS Board of Trustees, including but not limited to worship, religious school for their children, participation in life cycle events, and adult education programs.

Section 2.9 Number of Votes. Each adult member shall be entitled to one vote. No member shall be eligible to vote who is not in Good Standing. Children of members living in the member’s home, regardless of their age, shall not be permitted to vote unless such children are independently paying dues.

Section 2.10 Good Standing Requirements for Election. Only members in Good Standing shall be eligible for election to office of the Congregation.

ARTICLE III MEMBERSHIP MEETINGS

Section 3.1 Annual Membership Meeting. An annual meeting of the membership (referred to in these Bylaws as the “annual membership meeting”) shall be at such place as the Board shall determine within Napa County. The meeting shall be held the second Monday in May of each year, or on such other date in May, as the Board shall determine. The following shall occur at such meeting:

- (a) Reports shall be given by the President and any other persons so designated by the CBS Board of Trustees. These reports shall be submitted to the President at least fifteen (15) business days prior to the annual membership meeting.
- (b) The Final Slate of officers and members of the Board shall be offered for election by the membership.

- (c) Any other business that any member of the Congregation desires to submit to the membership that has been submitted in writing to the Board no later than ten (10) business days prior to the annual membership meeting.

Section 3.2 Notice of Annual Membership Meeting. All Members shall be notified, either by First-Class mail or electronically, at least ten (10) business days prior to the date established for the annual membership meeting. This notice will include the date of the annual membership meeting, the Final Slate of nominated officers and members of the Board, and any other business to come before the membership, including the full text of any resolutions to be voted upon. The notice shall contain the following language: "If you do not attend but a quorum does attend the meeting, those attending will have the power to bind the Congregation to the proposed course of action."

Section 3.3 Quorum. Attendance by twenty percent (20%) of the members, present in person or electronically, or by absentee ballot, shall constitute a quorum for the transaction of business at any meeting. The existence of a quorum will be determined at the start of any meeting and members voting by absentee ballot will be included in determining whether there is the requisite quorum.

Section 3.4 Special Meetings. A special meeting of the Congregation may be called at any time

- (i), at the call of the President, or
- (ii), by a majority of the Board, or
- (iii) at the written request, stating the matter(s) of the special meeting, submitted to the President by 10% of the members in Good Standing.

The President, or designee, shall electronically transmit or mail by First-Class mail a written notice of such a meeting to each of the members at least ten (10) days prior to the date established for such meeting. The business transacted at the meeting shall be limited to the business indicated on the written notice of special meeting sent to members.

Section 3.5 Requirement to Act. When a quorum is established at any meeting of the members, a vote of a majority of the members participating in person or by absentee ballot, shall decide any question brought before the meeting unless otherwise provided for in these Bylaws, the articles of incorporation or law.

Section 3.6 Absentee Ballot Voting. Any Voting member may vote by absentee ballot. The ballots shall identify each item to be voted upon with a corresponding "yes" or "no" box. Members shall notify the office Administrator of their desire to vote by absentee ballot at least three (3) days prior to the annual or special membership meeting. The Congregation must receive absentee ballots no later than the commencement of voting at the annual or special membership meeting in order to be counted.

Section 3.7 Rabbi's Attendance. The Rabbi shall have the right to attend all regular and special meetings of the members except those meetings or portions thereof from which he is requested by the President to absent him/herself.

ARTICLE IV NOMINATIONS

Section 4.1 Formation of Nominating Committee. The President, with approval of the Board of Trustees, shall appoint a Nominating Committee which shall consist of two (2) members of the Board and a minimum of three (3) members of the Congregation at large. In the event of a vacancy in any of the above positions, the President shall appoint replacement members to the Nominating Committee with approval of the Board of Trustees.

Section 4.2 Duties of Nominating Committee. The Nominating Committee shall be responsible for submitting to the Board for approval the names of candidates for officers and trustees to be voted upon by the membership at the annual membership meeting. The Nominating Committee shall designate the office and trustee positions to be filled, and nominate specific persons for these positions and terms. The Nominating Committee shall nominate one person for each elective office and for each vacant trusteeship. No member of the Nominating Committee shall be nominated. Each nominee shall be determined by a majority vote. Nominations by the Nominating Committee shall be reported to the Board as the "Preliminary Slate" at the regular monthly meeting of the Board in March and shall be approved by the Board. Notice of such nominations shall be mailed to the membership, either by First-Class mail or electronically, within ten (10) business days of presentation of the "Preliminary Slate" to the Board. The notice also shall include instructions on additional nominations that may be submitted by the membership and added to the "Preliminary Slate."

Section 4.3 Additional Nominations. Members may add nominees to the "Preliminary Slate" by submitting a nominating petition bearing the signatures of 10% of the members in Good Standing and of the nominee. Nominating petitions must be received by the Nominating Committee no later than five (5) days prior to the regularly scheduled Board meeting in April. The Nominating Committee shall establish the "Final Slate" by adding the names of all nominees submitted on valid nominating petitions, if any, to the "Preliminary Slate." The "Final Slate" shall be submitted to the Board for approval at the regularly scheduled Board meeting in April. The "Final Slate" shall be mailed to the membership in accordance with Article III, Section 3.2 of these Bylaws.

Section 4.4 Consent of Nominee Required. All nominations presented to the membership by the Nominating Committee must have the prior consent of the nominee.

Section 4.5 Additional Requirements. In order to be eligible for nomination to the Board, a person shall be a member in Good Standing at the time of such nomination and at the annual membership meeting.

ARTICLE V OFFICERS

Section 5.1 Officer Positions. The officers of the Congregation shall be the President, Vice President, Treasurer, Secretary and Past President.

Section 5.2 Term of Office. The officers shall be elected by the members at the annual membership meeting held in May of each year. The President, Vice-President,

Secretary and Treasurer shall be elected for a two-year term. Terms of office shall coincide with the Congregation's fiscal year, beginning on June 1 following the annual membership meeting. Officers may be elected for a total of three (3) terms and are prohibited from serving an additional term as any officer until one year has elapsed following the expiration of the third term. Those officers who are so prohibited are still eligible to be nominated to the Board as members-at-large even though they cannot serve an additional term as Officers without the required one year gap.

Section 5.3 Duties of Officers. The general duties of the officers shall be as follows with more specifics delineated in the Congregation's Policy and Procedures Operational Manual ("Manual"):

- (a) The President shall preside at the meetings of the Board and membership; appoint committees; vote in Board and Membership meetings as per Robert's Rules of Order; sign all contracts with the approval of the Board; enforce these Bylaws and all rules and regulations of the Congregation; call special meetings; and perform all other duties pertinent to the office. The President shall have the authority in each fiscal year to spend up to \$2,500 for items not otherwise included in the approved budget and that further the Congregation's mission and objectives.
- (b) The Vice-President shall perform all the duties and have the authority of the President in the President's absence or inability to attend to same as well as take on special projects as assigned by the President.
- (c) The office of Past-President shall be held by the person leaving the role of President, and the Past-President is to enhance the continuity of governance between past and current elected officers and Board members and, as such, this position will not be filled if there is a vacancy.
- (d) The Secretary shall record and maintain the minutes of all meetings of the Board and the membership and any other meetings or proceedings as determined by the President.
- (e) The Treasurer shall oversee the accuracy of the accounting, books and records, and reporting pertaining to all financial matters of the Congregation. The Treasurer shall prepare the proposed annual budget for submission to the Board as required in Section 6.6. The Treasurer shall regularly monitor the accounts, books and records, and routinely monitor and evaluate the Congregation's financial condition generally and the actual results throughout the fiscal year as compared to the approved budget. The Treasurer shall issue current financial statements at each regularly scheduled Board meeting, and analytical reports as deemed necessary or requested by the President, the Board, or required by these Bylaws.

Section 5.4 One Person for Each Office. The same person may not concurrently hold more than one position as an officer of the Congregation.

ARTICLE VI BOARD OF TRUSTEES

Section 6.1 Role of Board. The business and affairs of the Congregation shall be managed by the Board, in accordance with the powers vested in it by the Articles of Incorporation, these Bylaws and the laws of the State of California.

Section 6.2 Board Members. The Board shall consist of:

- (a) The officers listed in Article V, section 5.1 of these Bylaws and five (5) to nine (9) Members-at-large.
- (b) Members-at-large will serve for a term of two (2) years, and their terms will be staggered.

Section 6.3 Meetings of the Board. The Board shall hold regular meetings each month. Special meetings of the Board may be called

- (a) at the written request submitted to the President by two percent (2%) of congregational members in Good Standing
or
- (b) at the call of President or
- (c) by a majority of the Board.

No other business shall be conducted at a special meeting of the Board except that for which the meeting was called. Any member may attend a meeting of the Board (unless there is a closed session for reasons of confidentiality) and may voice an opinion, but such member shall have no vote at any such meeting.

Section 6.4 Quorum and Requirement for Action. At all meetings of the Board, attendance of a majority of the members of the Board shall constitute a quorum for the transaction of business on any matter. If a quorum is attained at any meeting, such quorum shall be deemed to continue to exist at such meeting, notwithstanding the departure of any member or members of the Board during the course of such meeting. After a quorum has been attained at any meeting of the Board, a vote of a majority of the Board present shall decide any question brought before the meeting unless otherwise provided for by these Bylaws, the articles of incorporation or law.

Section 6.5 Term of Office of Members-at-Large of the Board.

- (a) The term of office for the Members-at-Large of the Board shall be two (2) years.
- (b) Terms of office shall coincide with the Congregation's fiscal year, beginning on June 1 following the annual membership meeting.
- (c) Term of Office Limitations for Members of the Board
A member of the Board who has served for three (3) consecutive terms is prohibited from serving an additional term until one year has elapsed following the expiration of such Board member's third term.

Section 6.6 Budget and Special Expenditures. No later than the regular March meeting of the Board, the Treasurer shall submit a proposed budget to the Board for the next fiscal year. After review, the Board shall approve a budget to be reported to the membership for a vote at the annual meeting. If the budget is not approved at the annual meeting, the Board shall submit a revised budget to the membership at a special meeting to be called for not later than the following July 31. If there is not a quorum at the annual meeting, or special meeting if applicable, the budget shall be deemed approved. The following expenditures not specified in an approved budget shall not be incurred without approval of the membership at an annual meeting or a special meeting:

- (a) any single or accumulative obligations that are likely in the fiscal year to exceed 10% of the total expenditures for that fiscal year, and
- (b) the purchase, sale, lease or mortgage of real property.

The Board of Trustees has the right to move expenditures between individual expense items/categories within the budget each fiscal year, as long as the total expenditures do not exceed those allowed by these Bylaws.

Restricted Funds may only be used for those items specified by each fund.

ARTICLE VII VACANCIES

Section 7.1 Vacancy by Definition. Elective officer positions and elective Board positions shall be considered vacant when the person holding the position has assumed another office, died, resigned, ceased to be a member of the Congregation or has been suspended under Section 7.2 of this Article.

Section 7.2 Vacancy by Board Decree. The Board may declare vacant any elective Board position if the person holding the position (i) is declared of unsound mind by a court of competent jurisdiction or is convicted of a felony, (ii) has failed to attend three (3) consecutive regular Board meetings without good cause as determined by a majority of the other members of the Board or (iii) if such Board member is not in Good Standing. No such action shall be taken until after giving thirty days written notice to

that Board member of the proposed action and the date, time and place of the meeting to consider such action, and affording to that Board member and representatives the opportunity to appear personally before the Board at such meeting to present facts, documents, and arguments in rebuttal of the grounds for such proposed action.

Section 7.3 Filling Vacancies. Any vacancy in an office on the Board, except that of Past-President [see Section 5.3(c)] shall be filled by the Board at its next regular meeting, or at a special meeting called for the purpose, and the person so named to such office or Board position shall serve until the next regular annual meeting, at which a time a replacement shall be elected to serve the remainder of the term of that office or Board position.

ARTICLE VIII RABBI

Section 8.1 Selection of Rabbi. The President, with the consent of the Board, shall appoint a search committee of a minimum of 5 people and a maximum of 11 people, to investigate candidates for the position of Rabbi of the Congregation. The Search Committee shall evaluate candidates and report their recommendations to the Board within a defined period of time set by the Board. Any members of the Board may propose candidates in addition to those evaluated by the Search Committee. The Board shall recommend a single candidate by majority vote. The Congregation's members shall approve or disapprove the Board's recommendation and approve the financial obligations of such contract at an annual or special meeting, both by a majority vote.

Section 8.2 Term and Contract. The proposed term of office, conditions and benefits of the Rabbi shall be as determined by a majority vote of the Board. A committee, which shall include the Treasurer, shall be appointed by the President to negotiate a contract with the Rabbi and a majority of the Board shall approve such contract. Any expiring contract with a Rabbi may be renewed by the Board without a vote of the membership only if the new contract has no change in conditions or benefits and is for a renewal period of no more than three (3) years. An increase in salary or benefits due to an increase in the Consumer Price Index ("CPI") is not to be considered a change of conditions or benefits. Any contract or renewal for a period of more than one (1) year which contains a change of conditions or benefits shall require the approval of the membership. Again, an increase in salary or benefits due to an increase in the Consumer Price Index ("CPI") is not to be considered a change of conditions or benefits.

Section 8.3 Review of Rabbi's Performance. The Human Resources Committee shall review the Rabbi's performance on no less than an annual basis. The final written review is to be presented to and discussed with the Rabbi by the President and the review committee. A copy of the final written review shall be maintained in the Rabbi's employee personnel file.

ARTICLE IX COMMITTEES

Section 9.1 Designation of Committees. The President, after consultation with the Board, shall appoint such standing committee(s) and may appoint such other committee(s) as

necessary. Standing committees shall include the following: Buildings, Property and Security, Development and Fund Raising, Education, Executive, Human Resources, Membership, Ritual, Public Relations/Marketing, and Investment Oversight ("IOC"). Other committees may be established by the President as deemed appropriate for the efficient and effective operation of the Congregation.

Section 9.2 Board Oversight of Committees. All committees shall be subject to the oversight and direction of the Board, and their powers and authorities may be changed or modified by the Board.

Section 9.3 Duties of Committees. The duties of the committees shall be as follows and more detailed duties may be specified in a manual:

- (a) The Executive Committee shall assist the President in overseeing the affairs of the Congregation. The members of this committee may consist of the President, Vice-President, Treasurer, Secretary, and Past President and additional Board members appointed by the President. The primary responsibility of this committee is consideration of matters to be presented to the Board, and the preparation of a comprehensive, balanced assessment and appropriate recommendations of any matter so submitted. The Executive Committee shall have no decision making authority except that authorization for emergency financial decisions shall be allowed and actions taken will be reported at the next Board Meeting.
- (b) The Buildings, Property and Security Committee shall oversee the management of the Congregation's buildings and other property, including activities related to the Security of the building and the members.
- (c) The Development and Fundraising Committee shall consider and recommend to the Board, for its approval, fund raising activities for the Congregation, and to implement these activities upon their approval by the Board.
- (d) The Education Committee shall ensure appropriate and adequate education programming for both Youth and Adults.
- (e) The Human Resources Committee shall establish and ensure the standards by which the Congregation hires, evaluates and deals with all its various employees. The Committee assists the Board and the President in making decisions regarding employment practices and evaluation practices by way of making recommendations. Members include, but are not limited to, the President, Vice-President and Human Resources Chair.
- (f) The Membership Committee shall recruit and orient new members to the Congregation, encourage their active participation in the

Congregation, and develop and implement programs to retain members.

(g) The Ritual Committee shall, with the assistance of the Rabbi, who at all times shall be a member of this committee, coordinate all aspects of public worship for the Congregation, including the purchase and maintenance of all items used in the worship services. Additionally, the committee, in conjunction with the Rabbi, shall ensure that bar/bat mitzvah candidates receive the appropriate educational training to meet the requirements established by the Ritual Committee.

(h) The Public Relations/Marketing Committee shall develop strategies on how to communicate CBS's purpose to potential donors and members to generate interest in the causes it represents. This committee creates awareness of the good work that CBS does by creating marketing campaigns, promoting events, creating advertising and posting on social media platforms.

(i) Investment Oversight Committee (IOC) shall approve and accept all gifts and ensure compliance with all investment policies and procedures as approved by the Board of Trustees.

ARTICLE X GENERAL PROVISIONS

Section 10.1 Fiscal Year. The fiscal year of the Congregation shall begin on June 1 and end on May 31 of the following year.

Section 10.2 Use of the Congregation's Buildings & Property. Any use of the Congregation's buildings and associated property, wherever situated, by persons or organizations other than the Congregation and its authorized organizations, must be approved by the Synagogue Director. General rules and regulations pertaining to such use, in addition to fees for the rental of the Congregation's facilities for such use, may be prescribed by the Board and written in the Manual.

Section 10.3 Interpretation of Bylaws. In the case of any ambiguity or differing interpretations of these Bylaws, a two-thirds (2/3) vote of the Board shall render final decisions as to its meaning. The ambiguous section shall be re-written to be consistent with this interpretation and shall be approved by the Board and the membership as per Section 10.4 of these Bylaws.

Section 10.4 Amendment of Bylaws. These Bylaws may be altered, amended or repealed.

(a) Procedure for Amendment. Any proposed amendments to these Bylaws shall be submitted in writing to the Board at its regular monthly meeting. The Board must approve all proposed amendments by a majority vote. If the Board deems the amendment urgent, it shall call a

special meeting of the membership for discussion and a vote on such a proposed amendment. If the Board deems that the proposed amendment is not urgent, the proposed amendment shall be presented to the general membership at the next regular annual membership meeting. The President may appoint a committee to review and revise the Bylaws, which committee shall report its proposals to the Board for consideration and recommendation to the general membership for vote.

(b) Notice of Proposed Amendment. Notices of any proposed amendment shall be sent to the membership in accordance with the rules set forth in these Bylaws for annual (Section 3.2) and special (Section 3.4) meetings. In the case of a thorough revision of the Bylaws, full copies shall be made available on request and shall be available for study at the Congregation.

(c) These Bylaws may be altered, amended or repealed by a vote of a two-thirds (2/3) majority of the membership in Good Standing, present and voting, at an annual meeting of the membership or a special meeting duly called for such purpose.

Section 10.6 Conduct of Meetings. The conduct of all meetings of the Board, of the members, and of all committees shall be governed by the latest revision of Robert's Rules of Order.

Section 10.7 Notices. All notices shall be deemed given when delivered by hand, electronically transmitted or mailed, postage prepaid, to all persons who are entitled to such notice under these Bylaws.

Section 10.8 Liability and Indemnification of Officers and Directors. The Congregation shall indemnify members of the Board, officers, employees and agents, in accordance with Section 9246 of the California Corporations Code, for any claims or actions instituted against them and arising out of their direct participation in the activities of the Congregation, provided that such indemnification will not impair the insurance coverage of the Congregation under its policies of insurance then in effect. The Congregation shall keep in effect a policy of liability insurance that complies with California Corporations Code 9247(a)(4). The Board shall obtain appropriate Errors and Omissions Insurance as well.

Section 10.9 Liability and Indemnification of IOC and its Members. For the purposes of indemnification under the California Labor Code, the Board of Trustees will declare that the IOC and its members shall be deemed to be employees of CBS while performing IOC services. This declaration will be formally documented in the Board's Meeting Minutes.

Section 10.9 Contracts with Directors and Officers.

(a) No member of the Board nor any other corporation, firm, association, or other entity in which one or more of the members of the

Congregation's Board are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction to which this Congregation is party, unless all of the following apply:

- (i) the material facts regarding the financial interest of any Board Member or Officer in such contract or transaction are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction;
 - (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested member or members of the Board;
 - (iii) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Congregation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 - (iv) the Congregation for its own benefit enters into the transaction, which is fair and reasonable to the Congregation at the time the transaction was entered into.
- (b) This Section does not apply to a transaction that is part of an educational or charitable program of the Congregation if it (i) is authorized by the Congregation in good faith (ii) does not exclusively favor one or more Board members, and (iii) results in a benefit to one of more members of the Board or their families because they are in the class of persons intended to be benefited by such educational or charitable program.

Section 10.10 Dissolution or Merger. In the event of the dissolution or merger of the synagogue, no officer, director, employee, member or representative of the synagogue shall be entitled to any distribution or division of its remaining property, asset, 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 IRS Code as it now exists or may be amended, or it shall be distributed to an organization(s) exempt under said section of the code. Moreover, any such use or distribution of the assets shall be in accord with the synagogue's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.