

# By-Laws

Temple Solel of Northern San Diego County, Inc.  
Cardiff-by-the Sea, CA 92007

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January 31, 2021 Revised

# TEMPLE SOLEL BY-LAWS

January 31, 2021 Revised

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## **ARTICLE 1**

### **CONGREGATIONAL PRINCIPLES & OPERATING POLICIES**

#### **A. Name & Principal Place of Business**

This Congregation, incorporated as Temple Solel of Northern San Diego County, Inc., shall be known as Temple Solel and shall have its Principal Place of Business in San Diego County, California.

#### **B. Purpose**

The Congregation exists to actualize the communal, personal and spiritual experience of Reform Judaism, for its Members and the greater Community.

#### **C. Mission Statement**

Temple Solel is a Reform Congregation dedicated to promoting Jewish community and continuity through study, prayer and acts of justice and loving kindness.

#### **D. Membership in the Union for Reform Judaism**

The Congregation will be a Member of the Union for Reform Judaism (the "Union"), and it shall subscribe to and abide by the Constitution and By-Laws of the Union. The Congregation will pay dues to the Union as specified in the By-Laws of the Union.

#### **E. Ritual and Religious Practice**

This Congregation shall be guided by its Clergy.

#### **F. By-Laws**

##### **1. General**

As used in these By-Laws, the masculine, feminine, or neuter gender, and the singular or plural number, shall each be deemed to include the others whenever the context so indicates.

##### **2. Amendments to the By-Laws**

Amendments to the By-Laws shall be presented in writing to the Board and shall be initiated by either: (1) the By-Laws Committee; (2) one-third (1/3) of the Board of Directors; or (3) by at least ten percent (10%) of the Members of the Congregation appearing at a Board meeting or executing a petition in writing. Any such amendments must be approved by a majority of the Board. Upon Board approval, such amendments shall be presented at the next regular meeting of the Congregation or at any special meeting called for that purpose by the President. An affirmative vote of the majority of the Members present or by proxy and voting shall be necessary to adopt any amendment.

**G. Parliamentary Authority**

The rules of parliamentary procedure at meetings shall be determined by the latest revised edition of Roberts Rules of Order as interpreted by the Temple President.

**H. Real Property**

Before any contract shall be entered into for the purchase, sale, alienation or lease of real estate, by or for the Congregation, the Board of Directors shall ascertain all of the material facts and submit them to the Congregation at a regular or a special meeting to be called for that purpose. A simple majority vote of the Members of the Congregation present at said meeting is needed to authorize the aforementioned.

Before any contract under \$50,000 in value shall be entered into for the construction of buildings or fixtures on said real estate by or for the Congregation, the Board of Directors shall assess through material facts and authorize with a simple majority vote by the Board of Directors present at said meeting.

Before any contract over \$50,000 in value shall be entered into for the construction of buildings or fixtures on said real estate, the Board of Directors shall submit them to the Congregation at a regular or a special meeting to be called for that purpose. A simple majority vote of the Members of the Congregation present at said meeting is needed to authorize the aforementioned contract.

**I. Fiscal Year**

The fiscal year shall begin on July 1st.

**J. Monies**

**1. Deposit of Congregational Monies**

The Board of Directors shall approve the bank(s) and/or trust company(ies) for the establishment of Funds, including General Funds, Restricted Funds and Clergy Discretionary Funds, as well as for the deposit of monies. Donations of restricted monies must be used and maintained in compliance with established policies, rules, regulations, and guidelines.

**2. Management and Control of Monies**

The Board of Directors shall have the management and control of all Funds and shall develop policies, rules and/or regulations regarding said Funds. The Board of Directors shall have the authority to establish, set guidelines and administer additional Funds as it deems necessary.

**K. Cemetery**

The Congregation may lease or own land and other property for use as a cemetery. The management of such property shall be the responsibility of the Board of Directors, or any member of Temple Staff authorized by the Board of Directors to do so.

**ARTICLE II**  
**MEMBERSHIP**

**A. Eligibility**

All persons are eligible for Membership who support the purpose of the Congregation and (a) are Jewish by birth or conversion, or (b) choose to join based upon their association with Judaism as part of their own spiritual journey, or (c) choose to join based upon their personal relationship with others who have embraced Judaism.

**B. Membership**

**1. Definition**

Members include person(s) who meet the eligibility requirements in Article II, Section A above who have chosen Temple Solel as their primary synagogue and as such have full Membership rights and privileges, including Voting privileges as described in these By-Laws.

**2. Good Standing**

As used in these By-Laws, the term “Member” means all individual Members who are in Good Standing with the Congregation. In order to be entitled to the rights and privileges of Membership, a Member must be in Good Standing. Good Standing shall mean Members who are current with their financial commitments to the Temple.

**3. Financial Commitments**

Membership financial commitments must be paid in the fiscal year in which they accrue. Members shall work with the Synagogue Director or Designee to set up a commitment payment schedule and shall provide a payment method for the purposes of paying the agreed upon commitment. The President, acting jointly with the Synagogue Director or other Designee, may waive, extend or modify any financial commitment and/or reinstate a suspended Member upon satisfactory compliance.

**4. Voting**

Members in Good Standing shall have the right to vote on all matters submitted by the Board of Directors to a vote of Members at meetings of the Congregation. The privilege of voting shall be vested in the individual. In the case of a Family Membership, each spouse or domestic partner shall be considered a Member and shall each have one vote.

**5. Suspension and Termination of Membership**

A Member who fails to pay any financial obligation when due, subject to any arrangements with respect to financial assistance as provided for in these By-Laws, may be

suspended and deprived of all membership rights and privileges, after thirty (30) days' notice mailed to the last known address of such Member. The suspension of any Member shall not relieve him/her from the payment of any sum due to the Congregation at the time of suspension.

## **6. Resignation of Membership**

A Member may resign from Membership at any time upon written or electronic notice provided to the Synagogue Director. Resignation from Membership does not dismiss the Member's outstanding financial obligations.

## **C. Meetings**

### **1. Notice**

Every Member of the Congregation shall be notified by mail, or by email, sent at least twenty-five (25) days prior to the holding of a Congregational meeting. Notice of the time and place of such meetings shall be included in the notice.

### **2. Meetings**

#### **a. Annual Meetings**

The Congregation shall be convened by the President in April of each year, or on such other dates as deemed appropriate, but in no event less than once yearly.

At the annual meeting, Directors and/or Officers shall be elected to fill any vacancies or replace any Director and/or Officer whose term is expiring. A budget for the coming fiscal year, as approved by the Board, and such other matters as deemed appropriate shall be presented and voted upon in accordance with the voting procedures established in these By-Laws.

At the annual meetings, the President shall present a report to the Congregation, and other reports from the Board of Directors, Clergy and Committees may also be submitted.

#### **b. Special Meetings**

Special meetings of the Congregation may be called from time to time by the President and must be convened within forty-five (45) days after receipt by him/her or the Secretary by written request signed by at least ten (10) percent of the Members eligible to vote and specifying the business desired to be considered or transacted at such special meeting. Notice of said meeting shall be sent at least ten (10) days prior to the meeting date. No business shall be transacted at such meeting except as specified in the Notice.

### **3. Quorum**

For the purposes of transacting business at a Congregational Meeting, a Quorum shall be established when five percent (5%) of the Members in Good Standing (1) are in attendance, or (2) have designated a valid Proxy in accordance with the provisions of these By-Laws or (3) have submitted a valid Ballot in accordance with the provisions of these By-Laws. The President, in his

or her discretion, shall determine and declare that a Quorum exists and his decision shall be final, unless two-thirds (2/3) or more of the Members present overrule that decision. If it is determined that a Quorum has not been attained, the President shall reconvene the Congregational meeting at a date no sooner than the seventh (7th) day nor later than the twentieth (20th) day after the date of the current meeting, and notice thereof shall be promptly mailed to Members of the Congregation.

#### **4. Voting**

Any matter submitted for a vote to the Congregation by the Board of Directors will be deemed approved if it receives a majority of affirmative votes through any or all combinations of manners of voting as detailed below in these Bylaws.

##### **a. Vote by Voice of a Member in Attendance of Any Meeting**

A Member in Good Standing may vote by voice on each matter submitted to a vote of the Members by attendance at any meeting.

If a Quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on any matter in conjunction with any affirmative votes effected through Ballot or Proxy in accordance with the provisions of these By-Laws, shall be the act of the Members, unless the vote of a greater number is required by the California Nonprofit Corporation Law or by the Articles of Incorporation or these Bylaws. Voting agreements between Members of the Congregation shall not be enforced.

##### **b. Vote by Ballot**

i. Any action which may be taken at any annual, regular or special meeting (including the election of directors) may be taken without a meeting if (i) the written ballot of every Member is solicited, (ii) the number of ballots cast within the time period specified in the solicitation equals or exceeds the quorum otherwise required to be present at a meeting authorizing the action, and (iii) the number of approvals of the action equals or exceeds the number of votes that would otherwise be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

ii. Ballots shall be solicited by personal delivery, ~~by~~ mail or by e-mail. All such solicitations shall state (i) the number of responses needed to meet the applicable quorum requirement, (ii) the percentage of approvals necessary to pass the measure submitted, and (iii) a reasonable time by which the ballot must be received in order to be counted.

iii. Ballots solicited by personal delivery or by mail shall be accompanied by two return envelopes, one of which shall be blank and one of which shall be preaddressed to the Secretary of the Congregation (or the inspector(s) of election, if any) with a space upon which the Member shall write his or her name, together with written instructions directing a Member to place his or her marked ballot in the blank envelope and enclosing it within the preaddressed envelope and signing the preaddressed envelope at the place provided. Ballots solicited in the manner described in this subsection shall not require to be signed to be valid. Ballots returned by Members pursuant to this subsection (iii) shall not be revocable following receipt by the Secretary of the Congregation (or the inspector(s) of election, if any).



iv. The form of written ballot shall afford an opportunity on the ballot to specify a choice between approval and disapproval of each matter and shall also contain an appropriate space marked “abstain”, whereby the Member may indicate a desire to abstain from voting on the proposal.

v. Except with respect to any ballot submitted by a Member pursuant to subsection (iii) above, any Member casting a ballot may revoke the ballot, or substitute another, only by a writing received by the Congregation prior to the time specified in the solicitation by which a ballot must be received to be counted. Such revocation is effective upon its receipt by the Secretary of the Congregation.

**c. Vote by Proxy**

Every Member entitled to vote on any matter shall, subject to law, have the right to do so by written proxy. A proxy may only be given to another Member of the Congregation.

**ARTICLE III**

**CLERGY**

**A. Employment**

Clergy as defined in these Bylaws includes any Rabbi or Cantor who provides professional services to the Congregation. The Board shall have the authority to make all decisions regarding Clergy selection, written and oral contracts, performance review, continued service, retirement, termination of service, and any matters related to Clergy employment. With respect to the selection of a Senior Rabbi, the Board of Directors shall make a recommendation for his or her election from among the persons considered at an annual, regular or special meeting of the Congregation. The vote of two-thirds of the Members present or represented by a valid proxy or ballot at a duly called and noticed meeting of Members at which a quorum is present shall be required to elect a Senior Rabbi.

**B. URJ Guidelines**

It is the general policy, but not obligation, of the Congregation in entering into and operating under contractual relations with Clergy, to follow the guidelines, procedures and terms as set forth in the URJ Suggested Procedures on Rabbinic and Congregational Relations.

**C. Clergy Participation in Meetings of Board of Directors and Committees**

Clergy should be considered members without voting rights of all meetings of the Temple Solel Board of Directors and all committees, with the exception that clergy may be excused from discussions concerning clergy or sensitive issues which should be confined only to deliberations in a closed meeting among the Temple Solel Board of Directors.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **A. Membership of the Board of Directors**

##### **1. Eligibility**

All Directors shall have been Members of the Congregation and be in Good Standing for at least one year immediately prior to being nominated to the Board of Directors and shall have participated on a committee or other service in order to be eligible for Board service.

##### **2. Composition of The Board of Directors**

The Board of Directors shall consist of no fewer than 9 (nine) but not more than 15 (fifteen) Elected Members.

#### **B. Term and Term Limits**

##### **1. Term of Service**

A Director's first term of service shall be for a period of two years. Thereafter, a Director may serve a term of up to three (3) additional two-year terms provided that the Nominating Committee shall determine in its discretion the number of years of such subsequent terms in a manner consistent with the term limits imposed below and which will not result in an election of all Directors at any one annual Congregational meeting.

Any vacancies filled by appointment by the President shall expire at the end of the fiscal year at which such time the balance of the term shall be filled by elections as provided in this Article.

##### **2. Term Limits**

i. The maximum consecutive years a person may serve on the Board of Directors is eight (8) years including time served as an Officer, with the exception of provision 2(ii) below;

ii. Any time served as President and/or Immediate Past President shall be in additional to the term limits in 2(i) above.

iii. After a person has reached his or her term limit, one (1) year must elapse before such person may again serve on the Board of Directors.

iv. A person appointed to the Board of Directors to fill a vacancy during the first six (6) months of the fiscal year shall be deemed to have served one (1) year on the Board of Directors. A person appointed to the Board of Directors to fill a vacancy during the second six (6) months of the fiscal year shall not be deemed to have served one (1) year on the Board of Directors.

**C. Nomination and Election Procedures**

**1. Nomination and Election of Directors**

**a. Nominating Committee**

The Nominating Committee shall be appointed and chaired by the immediate Past President, or another Member of the Board of Directors if the immediate Past President is not available, and shall consist of at least five (5) Members, including no more than three (3) Members of the Board of Directors whose terms of office do not expire at the next election.

**b. Nominating and Election Process**

Except as otherwise provided herein, nominations of Directors shall be recommended by the Nominating Committee, and such proposed nominees shall be presented for confirmation or rejection to the Congregation at large at the annual Congregational meeting. Nomination for any elective office may be made by a Member present and in good standing at the annual Congregational meeting; provided, however, that such nomination shall have first complied with all procedures and requirements set forth in this Article IV. All nominations for Members of the Board of Directors shall be subject to all other requirements stated herein.

The list of nominees shall consist of at least one nomination for each Director position whose term of office will expire at the close of the current fiscal year. In addition, other nominations shall be made to fill any vacancies that have occurred during the previous year.

All nominations, including selections of the Nominating Committee and nominations, if any, which will be made by Members present and in Good Standing at the annual Congregational meeting, shall be reported in writing to the Board of Directors, and notice of said nomination shall be provided to the Congregation at least twenty-five (25) days prior to the annual Congregational meeting.

If the number of nominees exceed the number of vacancies, then the candidates receiving the most votes, up to the number of vacancies, shall be deemed elected to the available positions, without regard to whether they received a majority of votes cast.

**2. Nomination and Election of Officers**

The Congregation shall elect annually from among the Members of the Board a President, up to three Vice-Presidents, a Treasurer and a Secretary, to serve, commencing upon their election, for a term two (2) years and continuing until their successors are elected. Except as provided below, any vacancy in an office shall be filled by the Board of Directors.

**a. Qualifications of President**

The President shall be a Member in Good Standing of the Congregation and shall have served as an Officer for at least the year immediately preceding his or her election; provided, however, that if the Nominating Committee cannot, in its discretion, find a willing and able candidate from among the Officers, the Board of Directors may elect a candidate.

**b. Qualifications of Officers**

Except as provided above with respect to the election of the President, an Officer shall be a Member in Good Standing of the Congregation and shall be a Member of the Board of Directors for at least the year immediately preceding his or her election.

**D. Authority of the Board of Directors**

The Board of Directors shall have the general management and decision making authority regarding the affairs operations, funds, records, and property of the Congregation in accordance with the Articles of Incorporation and these By-Laws.

**E. Duties and Responsibilities of the Officers**

**1. General Duties of Officers**

The Officers of the Board of Directors, consisting of the President, up to three (3) Vice Presidents, Treasurer, Secretary and immediate Past President, shall review such matters as the President shall determine and make recommendations to the Board of Directors. In addition, the Officers may act on any matter of such urgency that it would be impractical or harmful to wait for the next Board meeting, provided that such emergency actions are subject to Board ratification.

**2. Duties of the President**

The President shall act as Chairperson at the Congregational and Board meetings; appoint all committees and chairpersons and make such appointments as necessary to fill vacancies on the Board of Directors; be an ~~ex-officio~~ Member of all committees; call special meetings; sign all legal documents on behalf of the Congregation as approved by the Board of Directors, upon advice of legal counsel if necessary; and perform such other duties as are incident to the office.

**3. Duties of the Vice-Presidents**

Vice-Presidents shall have such duties as may be designated by the President and/or the Board of Directors.

**4. Duties of the Treasurer**

The Treasurer shall be the disbursing agent of the Congregations and shall be the disbursing agent of the Congregation as authorized by the Board of Directors.

The Treasurer shall provide a summary financial report to the Board on a monthly basis, and a more detailed report following the end of each calendar quarter.

The Treasurer shall present a financial report in writing to the Congregation at all annual meetings.

Upon request by the Board of Directors, the Treasurer shall arrange for a financial review of the Congregation's financial records by an independent Certified Public Accountant selected by the Treasurer with the Board of Directors' approval.

The Treasurer shall have such other duties as may be designated by the President and/or the Board of Directors.

## **5. Duties of the Secretary**

The Secretary shall serve as Secretary of the Congregation and of the Board of Directors.

The Secretary shall supervise the recording and maintenance of the minutes of all meetings of the Congregation and the Board of Directors, oversee the keeping of a register of all Members of the Congregation, and arrange to send out notices of all meetings.

The Secretary shall have such other duties as may be designated by the President and/or the Board of Directors.

## **F. Meetings of the Board of Directors**

### **1. Meetings**

The Board of Directors shall meet regularly throughout the year for a minimum of six (6) times per year. Additionally, it may meet at the call of the President, or by petition of six Members of the Board.

#### **i. Attendance by Board of Directors**

If any Member of the Board of Directors shall fail to regularly attend meetings of the Board of Directors without good and valid reason for absence in the judgment of the Board of Directors, such Director shall be re-evaluated as a Member of the Board of Directors. Any vacancies occurring in the office of a Director between annual meetings shall be filled by an appointment by the President and such appointee shall serve until the next annual meeting.

#### **ii. Attendance by Members and non-Members**

Subject to Subsection (2) of Article IV, Section F, all meetings of the Board are open at all times to any Member of the Congregation. At the discretion of the President, a non-Member can attend a meeting but shall not vote. Notice of all such meetings shall be provided to the Congregation. Attendees at Board meetings shall address the Board in an orderly and courteous manner.

#### **iii. Quorum**

The quorum of the Board shall be no less than thirty-one percent (31%) of the Voting Board, including at least two Officers. No business shall be conducted at any Board meeting at which a quorum is not present provided, however, that a majority of the Members of the Voting Board is present, whether or not constituting a quorum, (i) may adjourn any meeting to another

time and place and (ii) may appoint a successor to serve until the next annual meeting of Members to fill any vacancy in the Voting Board for which the President has not appointed a successor within a reasonable time pursuant to the provisions of these Bylaws. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

iv. Voting

A majority vote of the Board of Directors shall mean a simple majority of those present and voting at any meeting at which a quorum is present in accordance with these bylaws.

**2. Closed Meetings**

The President may call a closed meeting of the Officers and/or Board of Directors in order to discuss business matters of the Congregation which are sensitive and/or confidential in nature. No action may be taken on any matters discussed at such closed meetings without approval of the Board of Directors.

**3. Subcommittees of the Board of Directors**

Subcommittees of the Board of Directors shall be convened for meetings as needed by the President and Board of Directors.

**G. Conduct of Board Members**

Members of the Board, as the chosen lay leaders of the Congregation, shall individually and collectively set the example to the Membership by regular attendance at worship services or by active participation in the life and activities of the Congregation.

**H. Dismissal of a Director or Officer of the Board**

Any Director or Officer of the Board may be dismissed from serving on the Board for failure to fulfill the duties of the office as determined by the Board of Directors, including but not limited to failure to regularly attend meetings, failure to disclose a conflict of interest, or engaging in criminal or civil misconduct. In order to dismiss a Director or Officer of the Board, there must be a 2/3 Vote of the entire Voting Board to approve the dismissal.

**I. Indemnification of the Board of Directors**

The Officers and Directors of Temple Solel serve voluntarily and are subject to all applicable rights and obligations as provided under the laws of the United States of America and the State of California. Temple Solel shall, to the extent legally permissible, indemnify each person who may serve or has served on the Board of Directors against all expenses and liabilities which may be reasonably incurred or imposed upon said persons in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, with the exception that no

indemnification will be provided for any such person with respect to any matter which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of Temple Solel. Any compromise or settlement agreement shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

Approved this 28<sup>th</sup> day of July, 2020, at Cardiff-by-the-Sea, California, by the Board of Directors.

Approved this 31<sup>st</sup> day of January 2021, by the Temple Solel Congregation.

By: *Jaime Roberts* Date: \_\_\_\_\_  
President of the Congregation