

Congregation Emanu El



Board Presentation July 2017

Paul Zipperstein and Mike Kress



Be a TEAM Builder

- Listen, explain and listen again
- Be a builder not a blocker
- Respect goes a long way
- Keep our goal in mind, moving CEE forward
- Be hard on issues – soft on people
- Advocate for your position while respecting the positions of others
- Walk away as friends



What is a Board of Directors?

- The members of the Board including the Officers:
 - Exercise the powers of the Congregation
 - Control the Congregation's property
 - Conduct the Congregation's affairs
 - The above may be limited by the Articles of Incorporation and law as well as other sections of the Bylaws
- The Officers of the Board make up the Executive Committee:
 - Helps with the day-to-day operations of the Congregation
 - Acts in emergency matters as defined by the Bylaws

So what are the Bylaws?

- Governs how the Congregation operates:
 - Defines the membership, board of directors, officers and clergy and how they relate to each other
 - Must be followed or revised as necessary, should be reviewed every year
 - Not every answer will be found in the Bylaws
 - Bylaws are somewhat broad in scope leaving the details to the board, officers and staff to determine
 - **Changes to the Bylaws require the approval of the Congregation at a membership meeting (11.02)**

Board of Directors (Art. IV)

- The Bylaws define the makeup and function of the Board of Directors aka the “Board” or “Directors.”
- The Board consists of 12 elected members and the officers of the Congregation (4.01)
 - 3 year terms with 1/3 elected each year (4.05)
- Members must be Jewish, a member in “good standing” for at least one year. Only one member of a family unit can be on the Board at a time (4.04)
- Other members of the Board include the Sisterhood president and the immediate past president of the Congregation (4.01)

Meetings of the Board (4.07)

- The Board meets the third Thursday of each month unless otherwise determined by the Board.
- Special meetings of the Board may be called by the President, Vice president or by any 7 board members
- Meetings are held at the main office of the Congregation and are open to all members.
- A quorum shall consist of 6 voting Board members
- Meetings may be open to the public at Board discretion.
- Meetings may be conducted in private to discuss personnel issues and other matters.

Election of Directors (Art. IV)

- The Board is elected at the Annual Meeting of the Congregation in May. (3.01)
 1. A nominating committee presents a slate of nominees for officers and Board members to the Board for approval no later than 60 days prior to the Annual Meeting (4.06)
 2. Other persons desiring to be elected shall submit a written statement of their wish to be placed on the ballot no later than 30 days prior to the annual meeting (4.06(c))
- The Board determines the balloting procedure (4.06(f))
- The president may fill vacant positions between elections with Board approval. (4.11(c))

Board Duties/Responsibilities

- Subject to any limitation contained in the Articles of Incorporation, the Directors shall exercise the powers of the Congregation, control its property, and conduct its affairs, except as otherwise provided by law. (4.03)
- Sets the policies of the Congregation in all matters (within the limits of the Bylaws, the Articles of Incorporation and any applicable laws.)
- Reflects and represents the will of the Congregation in all aspects of the Congregation

Other Board Duties/Responsibilities

- Authorize by resolution any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Congregation. (8.01)
- Designate by resolution which officers shall sign on behalf of the Congregation (checks, receipts etc.) (8.02)
- Determines where the funds of the Congregation are deposited (banks, trust companies, etc.) (8.03)
- Accept, at the Board's discretion, any contribution, gift, bequest, equipment, or real property donation. (8.04 & 8.06)

Other Board Duties/Responsibilities

- The sale, transfer, or acquisition of real property of the Congregation requires a 2/3 vote of the Board members present or a majority vote of the membership present. (12.04)
- Shall provide for the preparation and submission to the members, within 120 days of the close of the fiscal year, an annual financial statement summarizing the Congregation's financial activities of the preceding year. (9.06)
- May adopt, at will, a corporate seal for use on all corporate instruments. (9.07)

Other Board Duties/Responsibilities

- Be in attendance at services and activities of the Congregation.
- Create the vision of the Congregation and use it as a guide when setting policy.
- Engage the membership in order to find out what their concerns are and represent their views at meetings.
- Educate the members on budget, how dues are set, and anything the Board feels is important.
- Help create a warm and inviting congregation

Officers (Art. V)

- The officers of the Congregation shall include: (5.01)
 - President
 - One or more vice-presidents
 - Secretary
 - Treasurer
 - Financial secretary
 - Other officers or agents as it desires at the discretion of the Board
- No person shall hold more than one office (5.02)
- Qualification for office are the same as those for board members defined in 4.04

Officers (Art. V)

- Officers are elected each year at the annual meeting.
- Officers hold office until the officer resigns or is otherwise disqualified to serve.
- Vacancies shall be filled by the Board for the unexpired portion of the term (5.04)
 - The president may fill any position by appointment (except president) until the Board acts to fill the position.
 - Officer vacancies may or may not be filled as the Board determines.
- Officers and others appointed by the president make up the Executive Committee. (Art. VI)

Defining Roles of Officers

The President (5.05)



- Chief Executive Officer of the Congregation.
- Supervises and controls the affairs of the Congregation subject to control of the Board
- Presides at all meetings of Members and Board.
- Appoints members of all committees with Board approval.
- Signs official documents and checks authorized by the Board.
- Shall perform all duties incident to the office and others as may be required by law.

Defining Roles of Officers

The Vice-President (5.06)

- Serves in the absence of the president.
- Additional specific duties as assigned by law, the Board or elsewhere in the Bylaws
- The vice-president must stay current on issues and methods of board operation to be able to assume presidential duties if needed.
- The vice-president is often considered the logical successor to the president's position at the end of the current president's term.



Defining Roles of Officers

The Secretary (5.07)



- Takes minutes of meetings and prepares them for approval at the next meeting.
- Certifies and keeps at the Congregation's office copies of the Bylaws, minutes of Board meetings and other official documents of the Congregation defined in 5.07.
- Oversees the mailing of agendas and letters to make sure that everything is done accurately and in a timely manner.
- In general performs all duties incident to the office.

Defining Roles of Officers

The Treasurer (5.08)



- The treasurer has responsibility for the following:
 - All funds and securities of the Congregation
 - Oversee the disbursement of the Congregation's funds
 - Oversee the receipt of moneys due and payable to the Congregation
 - Oversee the keeping and maintaining of accurate and correct accounts
- Exhibit at reasonable times the books of accounts and financial records to directors and members of the Congregation.



Defining Roles of Officers

The Treasurer (5.08)



- Prepare and present to the President and Directors transactions entered into and the financial condition of the Congregation
- Cause to be prepared financial statements to be included in the annual report to the membership.
- In general perform all duties incident to the office of a Chief Financial Officer.
 - Oversees the creation of a yearly budget for Board approval
 - Sign checks and other financial documents such as a mortgage.



Defining Roles of Officers

The Financial Secretary (5.09)

- Shall be responsible for the collection of all funds due the Congregation.
- Maintain and revise as necessary the billing procedures.
- Develop and monitor continuous programs for billing and collection of all amounts due by members.
- The financial secretary has the discretion to adjust dues levels requested by members.
- Maintains strict confidentiality of all dealings with members within reasonable limits.

Officers (Art. V)

- The Board may require the position of Assistant Treasurer who shall perform duties as assigned by the Treasurer
- Officers serve the Congregation without compensation.
- All officers, the immediate past-president, Sisterhood president, and other members appointed by the President make up the Executive Committee. (6.01)

Executive Committee (Art. VI)

- Meets at least once each month. Usually the first Thursday of the month.
- Assists the President in the day-to-day operations of the Congregation. (6.03)
- Formulates policies for presentation to the Board. (6.03)
 - 👎 The Executive Committee does not approve policy, only the Board may do that.
- May act in emergency matters except those specifically assigned to the Board. (6.04)

Executive Committee (Art. VI)

- Serves as a Personnel Committee. (6.05)
 - Implements direction from the Board regarding negotiation of contracts, evaluations, corrective counseling and other administrative matters.
 - Recommends to the Board negotiated contracts, evaluations, corrective counseling, resolution of disputes with employees and other employment related matters requiring the expenditure of funds or contractual commitment of the Congregation.
- Employees covered by the Personnel Committee are the Rabbi, Cantor, Director of Education and the Temple administrator.

The Congregation

- Congregation defined in the Bylaws Article I:
 - Name of the Congregation (also in the corporate documents)
 - Location and purpose of the Congregation
 - Nonprofit status, religious status
 - What happens upon the dissolution of the Congregation
- The name is “Congregation Emanu El” aka “Congregation” (1.01) (Articles of Incorporation filed with the state name us as “Congregation Emanuel”)
- The main office must be in San Bernardino County (1.05) (may also have offices within or without California as business requires 1.06)

Membership (Art. II)

- Voting and non-voting members (2.01)
- Each family unit in good standing gets one vote (2.02)
 - Associate members are non-voting members living out of the area (not defined in the Bylaws)
 - Voting members pay dues as determined by the Board (2.05)
- The Board may confer the status of “honorary membership” on families or individuals and determine their voting status (2.04)
- The Rabbi, Cantor and Director of Education shall be voting members of the Congregation but may not be officers. (12.01)

Membership (Art. II & III)



- Members may be required to vote on a variety of topics such as:
 - Election of a new rabbi or interim rabbi
 - Changes to the Bylaws
 - Election of officers and board members
- Membership meetings (Art. III)
 - One meeting per year required (Annual meeting) others may be called as needed (3.01 & 3.02)
 - Each voting member unit is entitled to one vote on each matter (3.08)
 - Meetings are governed by Robert's Rules of Order (3.09(b))

Rabbi (12.03)

- Religious and spiritual leader of the Congregation.
- Initial appointment of a Rabbi shall be by a majority vote at a meeting of the Congregation. Continuation by majority vote of the Board.
- Responsible for all educational programs.
- All other duties incumbent upon and appropriate.
- Complete freedom of the pulpit is guaranteed.
- Conducts all worship services and religious observances.

Other employees

- The Board may: (12.03)
 - elect assistant or associate Rabbis and define their duties (d)
 - give the status of Rabbi Emeritus when a rabbi retires after a minimum of 5 years of service (h)
 - elect a cantor and assign her/his duties provided that the cantor shall be the guide in all matters musical, participate in religious services, programs and rites (e)
- The Board may appoint and determine responsibilities for other professional personnel as it sees the need. This power may be delegated. (12.02 & 12.03(f))

Other employees

- The Bylaws are silent on other professional positions in Article 12. These would be left up to Board discretion.
- The Board sets the terms of employment and approves all employee contracts including the Rabbi's. (12.02)
 - The Executive committee serves as a Personnel Committee under the direction of the Board (6.05)
 - Employees covered include rabbi, cantor, director of education, and temple administrator. (6.05)
 - The choir director/organist would normally report to and be evaluated by the Cantor with feedback to the board.

Committees & Commissions (Art. VII)

- The Board establishes what ever committees and commissions it deems advisable. (7.01)
- The Board determines and publishes the responsibilities of each committee and commission.
- Each committee and commission is authorized to adopt their own rules, regulations and policies as long as they are not in conflict with the Bylaws or other corporate documents.
- The President appoints all committee and commission members. They must be members in good standing.

Standing Committees & Commissions

- Standing Committees exist all the time and take care of on going functions of the Congregation.
 - SJL/Education
 - Membership
 - Facilities Management
 - Chesed/Caring community
 - Ritual
 - Social Action
 - Finance or fund raising
- Not specified in the Bylaws. Up to the president and Board to determine as needed.

Task Forces & Special Committees

- Time limited
- Narrower in scope than standing committees
- Examples:
 - Rabbinic selection committee
 - Finding and/or building a new facility
 - A specific fund raising activity
 - Planning a concert
 - Selecting a new prayer book
- Not specified in the Bylaws. Up to the president and Board to determine as needed.

Other Stuff in the Bylaws

- The Home of Eternity Cemetery is the property of the Congregation (12.05)
 - Operated by a Board of Managers appointed by the Board.
 - The sale or transfer of cemetery lots is controlled by the Board of Managers of the cemetery.
 - The synagogue sanctuary may be used for funerals by current members of the Congregation or other persons approved by the officers of the Congregation (12.06)
- The congregation shall be affiliated with the URJ and other national and local affiliations as recommended by the Board. (12.07)

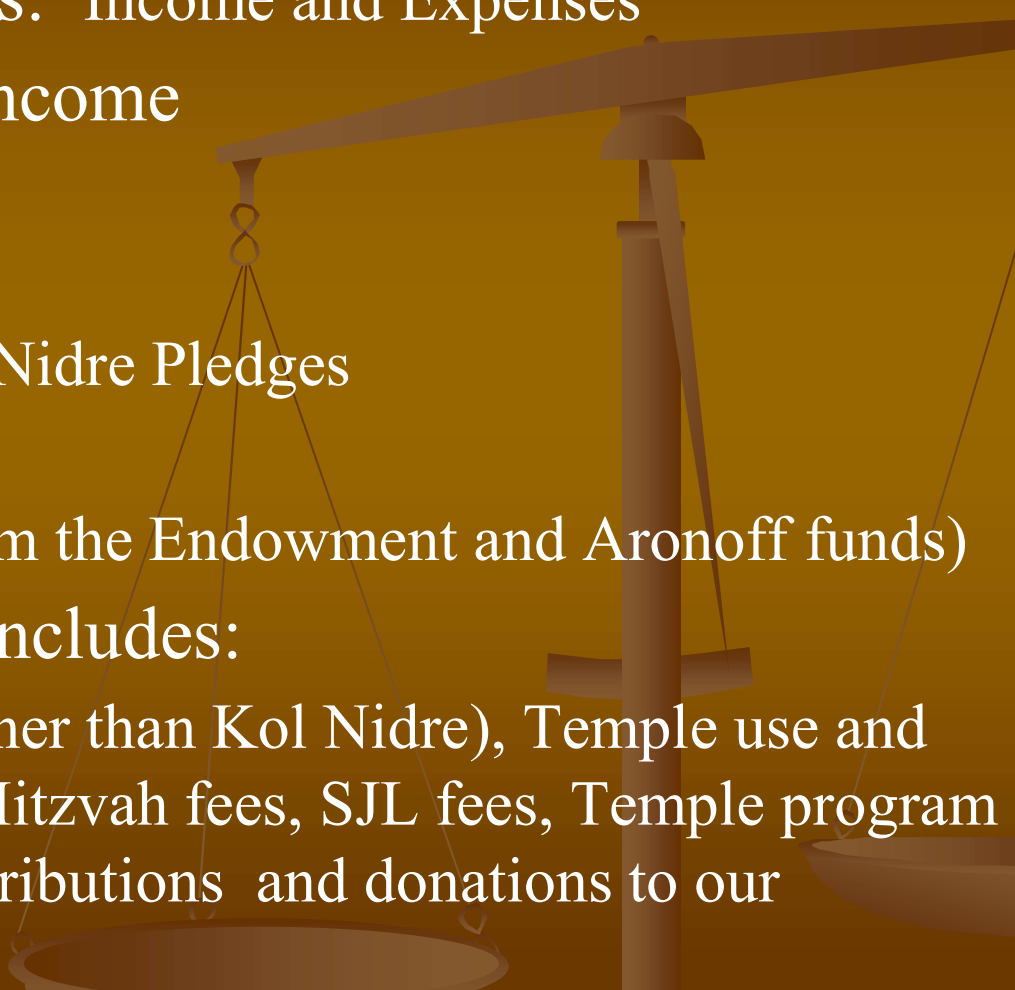
Other Stuff in the Bylaws

- All past presidents are non-voting ex-officio members of the Board. (4.12)

?? What's not covered in the Bylaws?

- A lot of stuff. Bylaws are meant to be more general than specific. The Board has control of the “Specific”

Budget

- Consists of two parts: Income and Expenses
 - Major sections of Income
 - Dues
 - Donations
 - High Holy day Kol Nidre Pledges
 - Fund raising
 - Interest income (from the Endowment and Aronoff funds)
 - Additional income includes:
 - High Holy Days (other than Kol Nidre), Temple use and fees, Walls, B'nai Mitzvah fees, SJL fees, Temple program fees, and other Contributions and donations to our Congregation.
- 

Budget

- Major sections of Expenses
 - Staff Salaries including rabbi(s), Cantor(s), organist/choir director, janitors
 - School for Jewish Living including teachers, materials, youth director
 - Administrative which includes the Temple administrator's salary as well as materials, postage and other necessities.
 - Utilities
 - Mortgage
- Additional expenses includes: Building operations, insurance, music, ritual, URJ dues, memorial expenses*, program expenses*, fund raising expenses*. (* offset by income in these categories)

Funds

■ Unrestricted Fund Accounts

- Aronoff Fund (\$97,900) (only the interest is used)
- Endowment Fund (reduced to offset our mortgage is now \$6,699) (only the interest is used)
- Lerner Bequest (\$3,355)
- Tzedakah (\$503)
- Used to have several others including the Building maintenance fund (aka Harris Trust Fund)

■ Restricted Fund accounts

- Campership, Feldhym lecture, SJL projects and donations, Russler Archive, Heller Music, Capital Campaign
- Can only be used for their original intended purpose(s).

Mortgage

- \$1.4 million with Security Bank of California
- 25 year amortization due in 5 years
- Monthly payments of \$5,500 (interest only) through 2018
- After that \$8,800

