

**BYLAWS OF
CONGREGATION EMANU EL
ADOPTED ~~MAY 16, 2019~~ MAY 20, 2021**

**ARTICLE I
NAME, PURPOSE AND LOCATION OF BUSINESS**

1.01 The name of this non-profit religious corporation shall be Congregation EMANU EL, hereinafter referred to as "Congregation."

1.02 The purposes of this organization are:

(a) To provide a synagogue for the Jewish residents of the area and opportunities for worship and celebration; cultivate a love and understanding of the Jewish heritage; and to provide opportunities for assembly and the furtherance of the values of the Jewish People. The synagogue shall cooperate with other religious and cultural institutions within the community to bring about a more productive and righteous society.

(b) To promote the purpose specified in subparagraph (a) of this Section; to raise and disburse funds for religious, educational, community and welfare purposes; to purchase, receive, take, acquire, hold, sell, convey or otherwise dispose of property, whether real, personal or mixed; to otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations, insofar as is consistent with the laws of the State of California; to act as trustee under any trust incidental to the principal objects of the Congregation, and to receive, hold, administer and expend funds and property subject to such trust; to convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal; to borrow money, contract debts and issue bonds, notes and debentures and secure the same; to contract and be contracted with; and to do all lawful acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Congregation.

(c) To promote a welcoming environment for worship by conforming to or exceeding all laws and mandates from the State of California and the United States of America regarding equal opportunity and representation -with the exception that Congregation Emanu El shall reserve its right under California and Federal law to restrict its membership and operations to those benefiting the Jewish community, as mandated by the clergy and Board.

(d) To provide a haven for individuals persecuted for their race, gender identity, or other personal trait, as mandated by the clergy and the Board. Congregation Emanu El shall not tolerate any act of systemic hatred or sexual harassment within its community or its membership.

1.03 The properties and assets of this nonprofit Congregation are irrevocably dedicated to charitable and religious purposes. No dividends shall be declared or paid to any member of the Congregation, nor shall any member, upon dissolution of the Congregation for any reason, be entitled to receive a distributive or any share of the assets then owned or held by the Congregation, it being expressly understood that the Congregation is not formed for profit and is a corporation which does not contemplate any pecuniary gain, profit or earnings of the Congregation which shall inure to the benefit of any private shareholder, individual or member. Upon dissolution of the Congregation, all of the business, property, assets shall go and be set over to and used for the objects and purposes set forth in the Articles of Incorporation.

1.04 The Congregation has formed under the California Nonprofit Religious Congregation Laws for the public purposes described above, and it shall be nonprofit. The Congregation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

1.05 The principal office of the Congregation shall be in the County of San Bernardino, State of California. The original or certified copy of the Articles of Incorporation and these Bylaws, as amended, shall be kept at the principal office of the Congregation.

1.06 The Congregation may also have offices at such other places, within or without the State of California, as its business may require and as the Board of Directors may from time to time designate.

1.07 As used in these Bylaws, 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.

ARTICLE II MEMBERSHIP, DUES, AND RESIGNATION AND EXPULSION

2.01 ~~There shall be three classes of memberships in the Congregation, which are as follows: (1) voting memberships; (2) non-voting memberships, and (3) associate memberships; plus honorary memberships. The interests and rights of all members (except those of voting) shall be equal.~~ There shall be two classes of memberships in the congregation. Except for the right to vote, the interests and rights of all members shall be equal.

(a) Voting membership shall be extended to any person who conforms to the specifics of Article 2.02 (a). The right to vote or to have a voting membership shall not be dependent on physical proximity to Congregation Emanu El's primary location.

(b) Non-voting memberships may be granted to any person who wishes to be affiliated with Congregation Emanu El but who does not conform to the

specifics of Article 2.02. They shall not be considered "members" as defined by the California Nonprofit Corporation Law and, specifically, shall not be entitled to vote.

(c) Those members who were previously classified as "associate members" according to past bylaws will heretofore be considered full voting members so long as they meet the criteria of Article 2.02 (a), or will be considered non-voting members if they do not.

2.02 __-(a)__ Voting memberships are based on a "unit" concept. A voting member unit shall consist of at least one (1) Jewish or actively converting adult as defined in 2.02 (d) and may include other adults and children who must reside in the same household. However, in no event shall any unit be entitled to more than one (1) vote. A non-Jewish member shall have all voting rights with the exception of voting on matters determining the religious policies and practices of the Congregation.

____(b) In the event of the termination of a marriage by death of the Jewish spouse, or by dissolution of the marriage, the non-Jewish spouse may continue to be a voting member unit and enjoy all the rights of membership except as limited above.

____(c) All notices to be given by the Congregation to the unit shall be directed to the person(s) at the physical or electronic address shown on the current records of the Congregation.

____(d) Individuals undergoing conversion to the Jewish faith in a program administered or approved by Congregation Emanu El clergy may be granted full membership. If conversion does not occur within two (2) years, the membership may be revoked.

~~____2.03____ Non-voting memberships may be created by the Board of Directors. Such members shall have all of the rights and privileges afforded regular members herein except that they shall not be considered "members" as defined by the California Nonprofit Corporation Law and, specifically, shall not be entitled to vote.~~

~~____2.04____ Associate memberships shall be granted upon request to individuals residing in areas not served by the Congregation. Associate members have no voting rights and may be subject to other limitations.~~

~~____2.05____ The Board of Directors may confer the status of "honorary membership" on families and/or individuals whom it chooses to honor. Honorary members shall have all the rights and privileges afforded regular members except that "honorary members" shall not be considered "members" as defined by the California Nonprofit Corporation Law and, specifically, shall not be entitled to vote unless, in electing them to "honorary membership" status, the Board of Directors explicitly determines that they shall have the right to vote. Honorary members shall be members for life unless membership is revoked by the Board of Directors.~~

2.036 Voting members of this organization shall pay dues in such amounts as may, from time to time, be fixed by the Board of Directors. Each member shall be entitled to equal access to all activities of the Congregation, irrespective of the amounts of dues paid or contributions made to the corporation.

2.047 The Board of Directors shall approve form(s) to be used as a membership application. Application for membership shall be made on such form(s) and in such manner as the Board of Directors shall determine from time to time.

2.058 The Congregation shall maintain membership data including the name, mailing address, primary contact telephone number and preferred e-mail address of each member unit. Termination of the membership of any member unit shall be recorded with the date on which such membership ceased. Such data shall be kept at the Congregation's principal office.

2.069 No member of the Congregation shall be personally liable for the debts, liabilities, or obligations of the congregation.

2.0710 Membership in the Congregation is non-transferable and non-assignable.

2.0811(a) The voting membership of any member unit of the Congregation shall automatically terminate:

(i) upon written resignation received by the Congregation by the United States Mail; or

(ii) upon death of the last surviving member of the member unit.

(b) A member unit resigning or whose membership is terminated through death shall not be relieved from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise. This Section shall not diminish any right of the Congregation to enforce any such obligation or obtain damages for its breach.

(c) The membership of any member unit failing to pay dues when due may be terminated upon thirty (30) days written notice in the manner specified in Section 3.03 (b) hereof.

2.0911 No member may be expelled or suspended, no membership or membership rights may be terminated or suspended, except for nonpayment of dues as set forth above, other than in accordance with the procedures set forth below. Any expulsion, termination, or suspension must be accomplished in good faith and in a fair and reasonable manner. Any expulsion, termination or suspension not in accord with the following procedure shall be void and without effect:

(a) The Board of Directors shall cause said member unit to be given fifteen (15) days written notice of the proposed expulsion, suspension, or termination and of the reasons therefor. Notwithstanding anything to the contrary contained in these Bylaws, such notice shall be delivered by overnight courier service, with receipt for delivery to the last known address of said member unit. Notice shall be deemed delivered on the date of delivery. If delivery is refused, it shall be deemed to have been made on the date delivery was attempted.

(b) The member unit shall be afforded the right to be heard by a committee composed of five (5) Directors or Officers appointed by the President of the Congregation or, in the President's absence, by the 1st Vice-President. Whenever possible the committee shall include the President of the Congregation. Should said committee receive compelling evidence against said expulsion, suspension, or termination, the committee may defer the date of expulsion, suspension, or termination until the matter can be reconsidered at the next regular or special meeting of the Board of Directors.

(c) Any action challenging an expulsion, suspension or termination of membership, including any claim of alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

(d) This section shall govern only the procedures for expulsion, suspension, or termination based upon good cause, as hereinafter defined. Any expulsion, suspension, or termination based upon substantive grounds which violate contractual or other rights of the member or are otherwise unlawful, is not made valid merely by compliance with this section.

(e) Good cause shall be deemed to exist for the expulsion, suspension, or termination of a member upon a finding by a majority of the Board of Directors that the member has:

(i) failed and continues to fail to abide by the Articles of Incorporation, Bylaws of the Congregation, or rules and regulations of the Board of Directors; or

(ii) committed, or is in the course of committing, some act or acts prejudicial to the purposes of the corporation.

ARTICLE III MEETINGS OF MEMBERS

3.01 (a) Meetings of members shall be held annually at the principal office of the Congregation or at such other place or places within the State of California, as may be designated from time to time by resolution of the Board of Directors, for the purpose of electing Directors and officers, receiving reports concerning the Congregation's activities during the previous fiscal year, and for transacting such other business as may come before the meeting.

(b) The meeting shall be on the third (3rd) Thursday in May of each year unless another date in May is designated by the Board of Directors no later than at its March meeting.

(c) The board may, by majority vote, elect to hold any meeting electronically for any reason. In the event that public health orders prohibit any gathering sufficient to form a quorum, electronic meetings shall be held and have the full force of in-person meetings. In the case of meetings held electronically, rules for notification in 3.03 still apply, unless immediate health concerns dictate that a meeting change from in-person to electronic.

———3.02 Special meetings of members may be called by the Board of Directors, the President, any seven (7) Directors or Officers of the Congregation, or at the written request of twenty percent (20%) of the voting members of the Congregation. Special meetings of the members shall be held at the principal office of the Congregation. The rules for electronic meetings in 3.01 shall apply to special meetings as well.

3.03 (a) Whenever voting member units are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each member unit entitled to vote thereat, provided. Notice may be provided by US mail, with notices to be sent ten (10) days in advance of the meeting or more, or by electronic mail provided that records of open rates and rejection rates may be acquired, and that within five (5) days the electronically delivered notice has been opened by a minimum of thirty (30) percent of the total recipients. Members who have previously notified the Congregation offices that they do not wish electronic communication must be notified by first class mail even if other members are notified electronically. Such notice shall state the place, date, and time of the meeting, and

(i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or

(ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of the mailing of the notice, intends to present for action by the members. The notice of any meeting at which Directors and Officers are to be elected shall include the names of all those who are nominees.

(b) Notice of members' meetings, or any report, shall be given either personally, or by mail, or by other means of written communication, addressed to the member at the address of such member appearing on the records of the Congregation or given by the member to the Congregation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the Congregation is located, or by publication at least once in a newspaper or general circulation in the county in which the principal office is located. An affidavit of giving of notice or report in accordance with these Bylaws, executed by the Secretary or an assistant secretary of the Congregation, shall be prima facie evidence of the giving of the notice or the report.

3.04 A quorum shall consist of five percent (5%) of the voting members of the Congregation present in person or electronically as appropriate and in good standing.

3.05 In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the voting members present, but no other business shall be transacted.

3.06 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in case of an original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting.

3.07 The members present at a meeting duly called or held, at which a quorum is present, may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.08 Each voting member unit is entitled to one (1) vote on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote except as otherwise expressly provided in these Bylaws, or as determined by the Board of Directors prior to the meeting at which such form of voting is to be used.

3.09 ~~(a)~~—Meetings of members shall be presided over by the President of the Congregation or, in the absence of the President, by the Vice President next ranked by the Board of Directors or in the absence of both, by a Chair ~~person~~ ~~man~~ chosen by a majority of the voting members present. The Secretary of the Congregation shall act as Secretary of all meetings of members provided that in the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary for the meeting.

~~(b)~~—~~Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the written rules, regulations, and policies of the Congregation, or with the Articles of Incorporation of the Congregation.~~

3.10 Votes by proxy shall not be allowed in congregational meetings. All members must be present either in person or via approved electronic medium to cast votes.

ARTICLE IV DIRECTORS

4.01 At least one director shall be elected for each twenty-five (25) member families, including associate and honorary members. The minimum number of Directors shall be fixed at six (6).

(a) In addition to the elected Directors, the officers of the Congregation shall serve as Directors during the terms of their respective offices.

(b) In addition to the elected Directors, each retiring President of the Congregation shall serve as Director for a two (2) year term.

(c) The President of Sisterhood shall be a Director during her term of office. If the President of Sisterhood does not meet the qualifications in Section 4.04, or is an elected member of the Board, Sisterhood shall designate a person to serve as a Director who meets the qualifications in Section 4.04.

(d) Collectively, the Directors shall be known as the Board of Directors.

4.02 The words "Directors" and "Board", as used in the Articles of Incorporation, Bylaws, or the written rules, regulations, and policies of the Congregation, in relation to any power or duty requiring collective action, mean "Board of Directors."

4.03 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.

4.04 Any person eighteen (18) years of age or older who is a Jewish member of the voting membership unit in good standing at the date of the election or appointment shall be eligible to election or appointment as a Director. A Director shall be a Jewish member in good standing during the entire term, with "good standing" taken to mean no outstanding dues from the prior fiscal year and no default on previously agreed financial arrangements during the current year. No more than one (1) person from any single member unit may serve as an elected Director at one time.

4.05 Each elected Director shall serve a three (3) year term, with the terms of the respective Directors to be staggered so that one-third (1/3) of the Directors are to be elected each year, except for those persons elected to fill an unexpired term. The terms shall commence upon installation which shall take place between June 1 and June 15 and shall run for a period of three (3) years, unless otherwise terminated by law or in accordance with the Bylaws of the corporation. In the event that an installation cannot be held, Directors shall commence their terms on June 15. All Directors of the corporation shall serve without compensation. Directors may not be elected for more than one (1) consecutive three (3) year term. Directors who were elected to fill an unexpired term of fewer than three (3) full years may be elected to serve a subsequent three (3) year term but may not be elected to fill an unexpired term immediately after serving a full term.

4.06 (a) A nominating committee shall ~~be~~ consist of five (5) members in good standing and shall be appointed by the President and approved by the Board of Directors. One of the appointees shall be the immediate Past-President, provided that the immediate Past-President is a member of the Congregation in good standing, as defined in article 4.04. Should the immediate Past-President not wish to serve or fail to qualify another Past-President shall be appointed by the President ~~and serve as chairperson~~.

(b) The Nominating Committee shall present via written or electronic delivery a slate of nominees for officers and directors no later than sixty (60) days prior to the Annual Meeting and such slate shall be approved by the Board of Directors. In the event of changes to the slate, the Congregation shall be notified by written or electronic delivery.

(c) Any other person desiring to stand for election as an officer or director shall submit a written statement of their wish to be placed on the ballot to the Secretary of the Congregation no later than thirty (30) days prior to the annual meeting and shall be placed on the ballot providing they meet the qualifications in Section 4.04. In this event, the procedure for election shall be as follows:

- (i) A secret ballot shall be taken for the contested position(s). In the case of directors, a ballot shall be taken where all candidates are listed and each member unit must vote for a maximum number of candidates, corresponding to the number of open positions.

- (ii) The remainder of the slate, less the contested office(s) shall be presented for up/down vote as detailed below:

4.07 In the event that a nominated officer or director wishes to withdraw from consideration within 30 days of the annual meeting, the remainder of the slate shall remain valid. A nomination will be permitted from the floor, at the annual meeting, to fill any vacancy.

~~4.087 (a) Meetings of the Board shall be held customarily at the principal office of the congregation. However, at the discretion of the President or any member designated to lead meetings, meetings may be held at an alternate location or electronically provided that a quorum is maintained and adequate notice is given. Meetings shall be held at the principal office of the Congregation unless otherwise provided by the Board of Directors.~~

(b) Regular meetings of the Board shall be open to voting members and, at the discretion of the Board, may be open to the public. Those personnel and other matters which the President or the majority of the Board of Directors deem best to be conducted in private shall not be open to anyone other than voting members of the Board except by invitation by a majority vote of the Board of Directors. Such meetings shall be held monthly on the third (3rd) Thursday except in the month in which the annual meeting is held. Other meeting times may be designated by the Board by notice as specified in 4.07(d)

(c) Special meetings of the Board may be called by the President, any Vice-President, or by any seven (7) Directors or Officers by notice as specified in 4.087(d).

(d) Where notice is required, it shall be either by first-class mail deposited at least four (4) days prior to the meeting or electronically delivered at least two (2) days prior to the meeting. Notice may be given using normal electronic mail provided that sufficient responses to the initial message, constituting a majority of the Officers and Directors, are received, whether affirmative or negative.

(e) The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held at the proper call and notice, provided a quorum as hereinafter defined, is present and provided that either before or after the meeting each of the Directors not present signs a waiver of notice, a consent to holding of the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Congregation records or made a part of the minutes of the meeting.

(f) A quorum shall consist of one-half of the sum total number of voting Directors, including elected Officers. .

(g) Notwithstanding provisions of Section 4.07(b), all meetings of the Board shall be open to all voting members, except that the Board, in its discretion and by a majority vote of Directors present, may (i) exclude any persons from the meeting for disorderly conduct or conduct tending to disrupt the meeting, (ii) exclude all persons other than voting members of the Congregation, (iii) exclude all persons except those deemed necessary for the matter(s) being considered, or (iv) exclude all persons other than Directors.

(h) Members are at their option to attend meetings of the Board electronically. Voting members who attend electronically shall count toward quorums and their votes shall be valid. Unless meetings are previously announced to be held electronically or have electronic simulcast, members must request an electronic simulcast one week prior to the meeting. If this request is unable to be honored, the requesting member shall be notified.

4.098 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of the Congregation, or these Bylaws require a greater number.

4.1009 Any action required or permitted to be taken by the Board of Directors under any provisions of the law may be taken without a meeting, if a majority members of the Board individually or collectively consent in writing to such action. Electronic mail shall be deemed sufficient for this purpose provided that such consent is delivered to the Secretary.. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by written consent of the Board of Directors without meeting and that the bylaws of the Congregation authorize the Directors so to act, and such statement shall be prima facie evidence of such authority.

4.110 (a) The Board may declare vacant the office of any Director who has: (i) been declared of unsound mind by a final order of court; or (ii) been convicted of a felony; or (iii) who has been found by a final order or judgment of any court to have breached any duty under Article III, commencing with Section 9221 of the California Corporations Code.

(b) The Board may declare vacant the office of any Director who is no longer a member in good standing of the Congregation.

(c) Any or all Directors may be removed without cause under the following circumstances: (i) so long as the Congregation has fewer than fifty (50) members, such removal is approved by a majority of all members; or (ii) where the Congregation has fifty (50) or more members, such removal is approved by an affirmative vote or written ballot of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative vote also constitutes a majority of the required quorum).

4.12 (a) Vacancies in the Board of Directors shall exist: (i) on the death, resignation, or removal of any Director; ~~(ii) whenever the number of Directors authorized is increased;~~ or (iii) on failure of the members in any election to elect the full number of Directors authorized.

(b) The Board of Directors ~~may shall~~ declare vacant the office of a Director who is absent from four (4) or more regular meetings of the Board of Directors during the preceding twelve (12) month period.

(c) If a vacancy shall occur in the office of Director prior to the expiration of that term of office the President, with Board approval, may fill such vacancy by

appointment. Directors appointed and wishing to continue to serve must be elected to that position at the next annual meeting.

4.13 All past Presidents, who are members in good standing, shall be non-voting ex-officio members of the Board of Directors.

4.14 The Board of Directors may from time to time designate individuals with a distinguished record of service to the Congregation and/or the Jewish community as Honorary members of the Board of Directors.

4.15. The President or presiding officers may suspend any meeting of the Board of Directors and proceed to "Executive Session" ~~as defined by Robert's Rules of Order during which time no record shall be kept and the proceedings shall remain confidential. The meeting shall be reconvened and records shall resume, and reconvene the meeting~~ at the end of "Executive Session."

ARTICLE V OFFICERS

5.01 The officers of the Congregation shall include a President, one (1) or more Vice-Presidents, a Secretary, and a Chief Financial Officer who fulfills the roles of Treasurer and Financial Secretary. The Congregation may also have, at the discretion of the Board of Directors, such other officers or agents as it may deem desirable. No person may hold more than one (1) of the following offices: President, Vice President, Secretary, or Chief Financial Officer.

5.02 Any person who is qualified under 4.04 to be a Director is qualified to be an officer of the Congregation. Officers shall be elected by the members at the annual meeting. The term of office shall be one year commencing at installation of officers, no later than the start of the fiscal year which begins after the annual meeting in which the officer was elected.

5.03 Any officer may be removed, either with or without cause, by a majority of the members at the time in office, at any regular or special meeting of the members, and such officer shall be removed should that officer cease to be qualified for the office as herein required. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Congregation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.04 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board of Directors for the unexpired portion of the term. Any vacancy in the office of Vice-President, Secretary, Chief Financial Officer (Treasurer), or Financial Secretary may be filled by appointment by the President until such time as the Board shall fill the vacancy. Vacancies may or may not be filled as the Board shall determine.

5.05 The President shall be the Chief Executive Officer of the Congregation and shall, subject to the control of the Board of Directors, supervise and control the affairs of

the Congregation. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of the Congregation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the members and at meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Congregation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which shall from time to time be authorized by the Board of Directors. In personnel matters, the President shall be empowered to execute employment contracts as authorized by the Board of Directors, conduct reviews and execute disciplinary measures in accordance with California law and with the Bylaws. The President shall also, ex officio, be a member of all standing committees of the Congregation.

5.06 In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-Presidents, in order of their rank, or if not ranked, the Vice-President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

5.07 The Secretary shall:

Keep minutes of meetings of the Board of Directors and of congregational meetings. Such minutes are to be presented for review via electronic mail or first class mail to the Board of Directors or Congregation, as appropriate, prior to the next meeting.

(c) Keep at the principal office of the Congregation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special, and if special, how authorized, notice thereof given, the names of those present at the meetings of members, the number of members present at meetings of members, and the proceedings thereof.

(d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(e) Be custodian of the records and the seal of the Congregation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Congregation under its seal is authorized by law or by these Bylaws.

(f) Keep or cause to be kept at the principal office of the Congregation an official membership roster containing the name and address of each member, and, in any case where membership has been terminated, the Secretary shall record such fact in the roster together with the date on which the membership ceased.

(f) Keep or cause to be kept at the principal office of the Congregation the original or copy of the Bylaws and minutes of meetings of the Directors or the members, to be exhibited upon request of any member upon reasonable request.

(g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation of the Congregation, or by these Bylaws, or which may be assigned to the Secretary from time to time by the Board of Directors.

5.08 Subject to the provision of Article VIII of these Bylaws, the Chief Financial Officer (Treasurer) shall have responsibility for the following:

(a) All funds and securities of the Congregation, and deposit all such funds in the name of the Congregation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Disburse or cause to be disbursed the funds of the Congregation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(c) Prepare a comprehensive budget for the coming fiscal year to be approved by the Board of Directors no later than the final meeting of the Board of Directors for the current fiscal year.

(d) On a regular basis, determine expenses to the Congregation as within or outside the approved budget for the fiscal year and take appropriate action to approve, reject, or seek Board approval for such expenses as necessary.

(e) Keep and maintain adequate and correct accounts of the congregation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(f) Ensure that the books of account and financial records of the Congregation are kept at the principal office of the Congregation, for exhibit upon demand of any member, at any reasonable time and with reasonable notice.

(f) Render to the President and Directors, whenever requested an account of any or all transactions entered into by the Chief Financial Officer and of the financial condition of the Congregation.

(g) Prepare, or cause to be prepared, the financial statements to be included in the annual report to members.

(h) Ensure that a bond is acquired for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(i) In general, perform all duties incident to the office of Chief Financial Officer (Treasurer) and such other duties as may be required by law, by the Articles of Incorporation of the Congregation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

(j) Be empowered to negotiate dues amounts with individual member units and to designate a proxy to negotiate dues amounts with individual member units.

(k) Report on a regular basis to the Board of Directors on the status of the membership as a whole, including but not limited to the number of member units who have joined since the last report and the number of member units who have resigned.

(l) Be responsible for the collection of all funds due to the Congregation.

(m) Maintain and revise, as necessary, the billing procedures in order to provide maximum ability to prevent financial delinquencies.

(n) Develop, implement, and monitor continuous programs for the billing and collection of all amounts due to the Congregation from its members.

5.10 The Chief Financial Officer shall have the option to convene and chair a Finance Committee.

(a) Sitting members of the Executive Committee or past officers shall be permitted to serve on the Finance Committee at the discretion of the Chief Financial Officer.

(b) The Finance Committee shall, at the direction of the Chief Financial Officer, be empowered to discuss, accept or reject requests for dues reductions.

5.11 The Officers of the Congregation shall serve without compensation. Officers of the Congregation may not be compensated for any other role they hold within, or in aid of, the Congregation.

ARTICLE VI EXECUTIVE COMMITTEE

6.01 There shall be an Executive Committee consisting of all officers, immediate past-president, and president of Sisterhood (or designated Sisterhood representative.).

6.02 The President at their sole discretion may appoint members-at-large to the Executive Committee. Such members-at-large retain no voting rights on the Board of Directors. Members-at-large are appointed for a one-year term. An appointment as member-at-large for one year does not imply an automatically renewing or ongoing appointment. Members-at-large serve at the pleasure of the leadership and their status may be revoked at any time for any reason.

6.03 The immediate past-president of the Congregation ~~shall~~ may serve as Parliamentarian.

6.04 ~~The Executive Committee shall meet at least once each month. The President may call additional meetings as required. The Executive Committee shall customarily meet once a month, but may meet more or less frequently at the discretion of the President.~~

6.05 Official minutes of meetings of the Executive Committee are not required to be kept.

6.06 ~~It is the role of the~~The Executive Committee ~~shall to~~ assist the President in the day-to-day operation of the Congregation and formulate policies for presentation to the Board of Directors.

6.07 The Executive Committee may act in emergency matters in all matters of congregational business with the exception of any matters which these By-Laws specifically assign to the Board of Directors or membership.

6.08 The Executive Committee shall serve as a Personnel Committee. In such capacity, the Executive Committee shall be responsible for ~~assisting the President in~~ implementing direction from the Board of Directors regarding the negotiation of contracts, evaluations, disciplinary and other administrative matters. ~~After consultation with the Executive Committee, the President. The Executive Committee~~ shall recommend, for approval by the Board of Directors, negotiated contracts, employee disciplinary action, resolution of disputes with employees, and other employee-related matters requiring an expenditure of funds or contractual commitment of the Congregation. The employees covered by this section are the ~~R~~rabbi(s), ~~C~~antor(s), Director of Education, and the administrative staff of the Congregation All meetings and proceedings of the Personnel Committee shall be confidential.

ARTICLE VII COMMISSIONS AND COMMITTEES

7.01 The Board of Directors may establish whatever commissions and committees it deems advisable.

7.02 The responsibility of commissions and committees will be set forth in the written rules, regulations, and policies published by the Board of Directors of the corporation. Commissions or committees shall be authorized to adopt rules, regulations, and policies for the transaction of their business, provided such rules, regulations, and policies do not conflict with the Articles of Incorporation, the Bylaws, or other written rules, regulations, and policies adopted by the Congregation and approved by the Board of Directors.

7.03 Unless otherwise set forth in these Bylaws, the President shall appoint all commission and committee members. A committee or commission member must be a member in good standing of the Congregation. ~~Non-members may serve as advisory members of committees and commissions but hold no voting rights.~~

7.04 Chairpersons of commissions or standing committees who are not members of the Board of Directors shall serve as non-voting ex-officio members of the Board of Directors.

7.05 Among the standing Committees of the Congregation shall be a Marketing Committee.

(a) It shall be the role of the Marketing Committee to ensure that any event, person, or cause promoted by Congregation Emanu El through any medium, or any use of the Congregation Emanu El logo or identity, is consistent with the values and mission of Congregation Emanu El.

(b) The Marketing Committee shall have, as standing members, the President of the Congregation, Rabbi, and one member of the administrative staff. The President, at their discretion, may appoint additional members. In the absence of a formal Marketing Committee, the Executive Committee may function as the Marketing Committee.

(c) As a general rule, Congregation Emanu El's electronic, print, or broadcast promotions shall be solely for the benefit of Congregation Emanu El and not for any affiliated group. The Marketing Committee shall retain sole power to grant exceptions to this rule.

ARTICLE VIII EXECUTION OF INSTRUMENTS, DEPOSITS FUNDS AND CORPORATE PROPERTIES

8.01 The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Congregation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Congregation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Congregation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

8.02 Checks, drafts, promissory notes, order for the payment of money, and other evidences of indebtedness of the Congregation shall be signed by those officers so designated by resolution of the Board of Directors of the Congregation.

8.03 All funds of the Congregation shall be deposited to the credit of the Congregation in such banks, trust companies, or other depositories as the Board of Directors may select.

8.04 The Board of Directors may accept, on behalf of the Congregation, outright or in trust, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Congregation.

8.05 Members may not act for the Congregation unless expressly authorized to do so by the Directors or Congregational Officers. Congregation stationery or substitutes therefor may be used only by directors, officers, commissions, committees and authorized agents and employees whose work necessitates official correspondence. No member may incur any obligation for the Congregation unless expressly authorized to do so by these Bylaws or the Board of Directors.

8.06 Acceptance of any and all gifts of real property, equipment, or artifacts shall be at the discretion of the Board of Directors. Equipment or artifacts given to the Congregation shall be considered as gifts and shall be solely under the control of the Board

of Directors. Equipment or artifacts loaned to the Congregation shall be governed by written agreements between the donor (lessor) and the Congregation.

ARTICLE IX
CORPORATE RECORDS, REPORTS, AND SEAL

9.01 The Congregation shall keep at its principal office, or at such other place as the Board of Directors may order, minutes of all meetings of Directors and of all meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Directors' meeting(s), the number of members present at members' meeting(s), and the proceedings thereof.

9.02 The Congregation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

9.03 On request of an assessor, the Congregation shall make available at its principal office in California, or at a place mutually acceptable to the assessor and to the Congregation, a true copy of business records relevant to the amount, costs, and value of property, subject to local assessment, which it owns, claims, possesses, or controls within the county.

9.04 The books of account shall, at all reasonable times, be open to the inspection by any Director. Every Director shall have the absolute right, at any reasonable time, to inspect all books, records, documents of every kind, and the physical properties of the Congregation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

9.05 The books of account and the minutes of meetings of the Directors and members shall be open to inspection on the written demand of any voting member, at any reasonable time, for a purpose reasonably related to the interest of the member and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting, of ten percent (10%) or more of the voting members of the Congregation. Such inspection may be made in person or by agents or attorney, and the right or inspection other than at a members' meeting shall be made in writing by the President, secretary, assistant secretary of the Congregation.

9.06 The Board of Directors shall provide for the preparation and submission to the members of an annual financial statement within one hundred twenty (120) days ~~of~~ after the close of the fiscal year. Such report shall summarize the congregation's financial activities for the preceding year. The financial statement shall contain a summary of receipts and disbursements, and be prepared in such manner and format as is sanctioned by sound accounting practices.

ARTICLE X
FISCAL YEAR

10.01 The fiscal year of the Congregation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI
BYLAWS

11.01 These Bylaws shall become effective on July 1, 20~~21~~¹⁸, at which time all other Bylaws of the Congregation heretofore adopted shall be revoked. Amendments to these Bylaws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

11.02 Subject to the limitations contained in the Articles of Incorporation of the Congregation and to any provisions of law applicable to the amendments of Bylaws of a non-profit public benefit corporation, these Bylaws or any of them may be altered, amended, or repealed by new Bylaws adopted. This may be done by the vote or written assent of a majority of the members entitled to vote or by the vote of a majority of a quorum at a meeting duly called and noticed for the purpose in accordance with Section 3.03 hereof, provided such notice is given not less than thirty (30) days prior to such meeting.

11.03 These bylaws shall be subject to review by a committee appointed by the President at least once every five years. Draft bylaws must be available to the general congregation for review sixty (60) days before the general meeting. In the event that no changes are required, the act of review shall satisfy this requirement.

ARTICLE XII
MISCELLANEOUSCLERGY

12.01 The Rabbi(s), Cantor(s) and Director of Education shall be voting members of the Congregation as defined in Section 2.02 but shall not have the right to hold office.

12.02 The Board of Directors shall have the powers to appoint and set terms of employment for all employees and agents of the Congregation unless otherwise specified, and may delegate this power as deemed necessary.

12.03 (a) The Rabbi(s) shall be the religious and spiritual leader of the Congregation. The Rabbi(s) shall have the right to attend all meetings of the Board of Directors and the Congregation, except when requested for some special reason to absent ~~him/herself~~themselves.

(b) The initial appointment of a Rabbi shall be by a majority vote at a regular or special meeting of the Congregation. Continuations in office shall be by majority vote of the Board of Directors.

(i) The appointment of an Interim Rabbi shall follow the same rules for appointment as the permanent (settled) Rabbi. A Rabbi employed as an "Interim Rabbi" shall act as the Rabbi of the Congregation according to the rules set out for interim rabbis by the Central Conference of American Rabbis.

(ii) A Rabbi engaged for a single event may be appointed by the Board of Directors, without a vote of the Congregation.

(c) The Rabbi(s) shall be responsible for the educational program of the synagogue and shall perform all other duties incumbent upon and appropriate to the position of Rabbi. The pulpit and its occupancy shall be entirely within the province of the Rabbi(s). Complete freedom of the pulpit is guaranteed to the Rabbi(s). The Rabbi shall conduct and be responsible for conducting worship services and religious observances.

(d) The Board of Directors may elect an Associate Rabbi, or any Assistant Rabbi, to perform such duties as specified by the Board.

(e) The Board of Directors may elect a Cantor to perform such duties as specified by the Board of Directors. The Cantor shall be the guide of the Congregation in all matters affecting the Jewish musical activities of the Congregation and, in consultation with the Rabbi(s), shall decide upon all Jewish musical programs of the Congregation. The Cantor shall participate in religious rites and services in the synagogue under the supervision of the Rabbi. The Cantor shall have the right to attend all meetings of the Board of Directors and the Congregation, except when requested for some specific reason to absent ~~him/herself/themselves~~.

(f) The Board of Directors may elect other professional personnel to perform such duties as specified.

(g) The Board of Directors may elect a Rabbi~~(s)~~ to the status of Rabbi Emeritus ~~or Rabbi Emerita~~ at the time of retirement provided the Rabbi has served the Congregation for a minimum of five (5) years.

(h) In matters of relationships between the Congregation and the professional staff, the guidelines contained in the documents adopted by the Union of Reform Judaism and the Central Conference of American Rabbis shall be invoked.

(i) The Rabbi(s) of the congregation shall be members in good standing of the Central Conference of American Rabbis. However the Board with a vote of two thirds of its members may dispense with this requirement so long as the Rabbi is a member in good standing of some other national Rabbinic body recognized as such by the Board.

ARTICLE XIII MISCELLANEOUS

12.0413.01 Excepting cemetery lots, as hereinafter stated, and gifts to the Congregation, no real property belonging to the Congregation shall be sold, transferred, or acquired, except by a two-thirds (2/3) vote of the Board of Directors present, or, lacking such vote, by a majority vote of the members present at a membership meeting called for the purpose of considering such acquisition or disposition or transfer of real property, or at an Annual Meeting provided that the call to the meeting includes notification of the consideration of such measure.

12.0513.02 The Home of Eternity Cemetery, located at 8th and Sierra Way in the City and County of San Bernardino, is the property of the Congregation Emanu El. The cemetery shall be operated by the Board of Managers of the Home of Eternity Cemetery to be appointed by the Board of Directors.

~~12.06~~13.03 The use of the synagogue sanctuary for funerals shall be available for the funerals of all current members of the Congregation or such other persons as the officers of the Congregation may approve.

~~12.07~~13.04 The Congregation shall be affiliated with the Union for Reform Judaism. Other national and local affiliations may be recommended by the Board of Directors and approved by a majority vote of the members of the Congregation at the Annual Meeting or at a special meeting called for the purpose.

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