



TO: Temple Micah Membership
FROM: Bylaws Working Group
RE: Proposed Amendments to Temple Micah Bylaws
DATE: May 9, 2023

At the April 4, 2023 and May 4, 2023 Temple Micah Board Meetings, the Board of Directors unanimously voted to recommend that the membership approve the proposed amended bylaws. The proposed amended bylaws incorporate feedback received by the membership in April 2023. **The membership will vote on the bylaws at the June 6, 2023 membership meeting.**

This memo provides an overview of the bylaws review process and the proposed changes.

Process

Our current bylaws were last amended in 2012. Since that time, much has evolved—both at Temple Micah, in the world around us, and in governance practice—such that it was appropriate to review our bylaws. In the fall of 2022, Temple Micah’s President Rielle Miller-Gabriel established a working group to undertake a review of the bylaws and make recommendations to the board.

The working group, comprised of board members Roberta Aronson and Susannah Nadler, and the temple’s executive director, Beth Werlin, undertook a close review of the bylaws and identified areas for amendment. Notably, Roberta Aronson brought her deep knowledge of governance practice (she served as general counsel for a non-profit organization for many years) to the effort.

The working group initially sought feedback from the president, vice president, and Rabbi Zemel, and then brought a number of issues for discussion to the board at its February 2023 meeting. With the board’s input, the working group drafted the proposed amended bylaws, which the board discussed at the March 2023 board meeting and voted on at the April 2023 meeting.

On April 16, 2023, we provided the proposed amended bylaws (along with an explanatory memo, redline, and the current bylaws) to the membership for review and questions. We received substantive questions and comments from five members, and we reviewed and discussed each set of questions/comments. We recommended, and the Board subsequently adopted on May 4, 2023, three primary changes:

1. Clarify that the actions that the executive committee may take must be delegated by the board.
2. Clarify and amend quorum rules and votes needed for certain actions. Several members pointed out that we inadvertently used some confusing/inconsistent language around the quorum rules and also questioned whether the quorum (10%) is high enough and whether we needed to increase the percentage of vote needed for certain critical decisions. The proposed amended bylaws
 - keep the 10% quorum rule for the membership throughout the bylaws. As a practical matter, achieving a quorum where we have upwards of 1000 voting members is challenging. However, we are now proposing a supermajority requirement (i.e., two-thirds of those voting) when making critical decisions identified in the bylaws, namely, changing the name of the congregation, hiring of a senior rabbi, removing a board member, purchasing/selling real estate, and amending the bylaws.
 - when discussing the quorum, indicate that it is “voting members” who count toward a quorum (e.g., non-adult members do not count toward achieving a quorum).
3. Make termination of membership automatic in some circumstances (i.e., upon the death of a members, where required by law, and where a member voluntarily resigns), as opposed to leaving the termination to the discretion of the Board.

In addition, based on members’ questions, we made a number of relatively minor technical changes for clarity.

From start to finish, the process was undertaken in the spirit of ensuring that the bylaws meet Micah’s needs and reflect its values, as well as comport with applicable law and good governance practices.

Overview of the Proposed Amendments

The proposed changes to the bylaws are relatively numerous, though many are relatively minor and are technical in nature, intended, in most instances, to fill gaps.

The primary changes include the following:

- Amending the stated purpose of the Temple to better reflect Micah’s values and aspirations, as set forth in the Roadmap.
- Increasing the age that children are considered family members for purposes of family membership and providing for termination of membership.

- Updating board rules to allow for electronic decision making, a better process for filling vacancies, and solidifying our informal term-limit policy.
- Updating the nominations process for board members, with an eye toward providing adequate notice to the membership regarding director vacancies and providing flexibility to the nominating committee to make nominations.
- Clarifying the roles and responsibilities of the officers.
- Clarifying the roles and hiring process for the senior rabbi, other rabbis and clergy, and the executive director.
- Identifying the roles and responsibilities of the executive committee and the finance committee.
- Providing for the delegation of authority to enter into contracts and engage in financial transactions on behalf of the Temple and the establishment of an accounting system.

Section-By-Section Analysis

Article II – Purpose

We propose amending the purpose clause to reflect the vision and values set forth in the [Roadmap](#).

Article III – Membership

We propose raising the age limit for who is included in family membership from 21 to 26 and removing the “self-supporting” provision.

Further, the current bylaws do not include a provision for termination. We propose adding termination provisions to clarify situations where membership terminates, including upon the occurrence of death, resignation or where required by law, or where the board determines termination may be appropriate.

We also propose removing provisions regarding High Holy Day seating, which seems inappropriate to include in bylaws and can be addressed via policy and practice.

Article IV – Board of Directors

The current bylaws provide that Temple Micah shall have a President, Vice-President, Secretary and Treasurer and such other officers as the Board may designate. We propose removing this section and adding a separate section (see below Article VI) that describes the responsibilities of each officer.

We also propose amending the process for filling vacancies on the board to provide a more democratic process: the Board should fill a vacancy only until the next membership meeting, so that the membership can fill the position for the remaining term of the departing director.

Further, we proposed providing more flexibility for the timing and number of board meetings and recognizing that board meetings may occur via remote technology (e.g., Zoom) and that voting may be electronic.

ARTICLE V – Election of the Board of Directors

Consistent with our de facto policy, we propose that there should be term limits for Directors and that Directors may be elected to serve for no more than two consecutive three-year terms, except in extenuating circumstances as determined by the board. In addition, we propose amending the nomination process to allow for more flexibility, including deletion of references to specific meetings at specific times and to enhance transparency by requiring the nominating committee to notify the congregation that it is accepting names of candidates for the board and provide a deadline for suggestions. We also clarified the process for nomination by petition.

Article VI – Officers

We propose including a new section, “Officers,” which sets forth the roles and responsibilities for the officers and which addresses how the board fills vacancies.

Article VII – Membership Meeting

We propose amending the membership meeting section to recognize that meetings may occur via remote technology (e.g., Zoom) and that voting may be electronic. In addition, we propose additional language to address circumstances where a meeting must be advanced, postponed or is not held at all.

Article VIII – Senior Rabbi and other Clergy and Management Staff

The current bylaws contain very little in the way of information about the senior rabbi’s role and responsibilities and do not address other clergy and management staff. We propose amending the bylaws to clarify the roles and responsibilities of the senior rabbi, other clergy, and the executive director, as well as to clarify hiring processes. We delineate that the senior rabbi is the senior-most staff member and provided for coordination between the board and senior rabbi, as well as between the finance committee and the executive director and senior rabbi.

Article IX – Committees and Auxiliaries

The current bylaws address auxiliary or special purpose groups that may be organized among the membership with the approval of the Board of Directors, but there is no reference to committees. We propose amending the bylaws to establish the executive committee and finance committee and to authorize the board to create other committees and auxiliary groups as needed.

Articles X, XI, XII – Purchase of Real Estate; Amendments; and Removal From Office

We propose only minor changes to the sections addressing the purchase of real estate, amendments, and removal from office and to clarify the current processes and allow for electronic voting.

Article XIII, XIV, XV, and XVI – Contracts, Checks, and Deposits; Waiver of Notice; Irregularities of Notice; Miscellaneous.

We propose adding standard provisions regarding entering into contracts and financial systems, including the delegation of authority to act on behalf of the Temple; notice provisions; and the establishment of an accounting system. The proposed language reflects generally accepted governance practices.

**

We believe these comprehensive amendments will serve Temple Micah well into the future and ensure that we continue to follow applicable law and good governance practices.