

## **RESOLUTION**

The Temple Micah Membership approves the following amended Bylaws and the changes shall be effective immediately.

APPROVED June 6, 2023

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Evan Bloom

Secretary

## **BYLAWS OF TEMPLE MICAH**

### **ARTICLE I -- Name**

Section 1. This Congregation shall be known as Temple Micah.

Section 2. The name of this Congregation may be changed only by a two-thirds majority of the voting members present and voting, whether in person or by written or other electronic means of transmission, at a regular meeting or a special meeting called for that purpose, provided there is a quorum.

### **ARTICLE II -- Purpose**

The purpose of this Congregation shall be to co-create and advance a meaningful, hopeful and relevant American Judaism. We do this by:

- Creating a welcoming, meaningful, reflective, spiritual Jewish home to people who come from different places, backgrounds, and traditions;
- Engaging in soulful and joyous worship that aligns with the creative and leads to the sacred; and
- Employing our Jewish values to engage with and help our community and the world at large.

### **ARTICLE III -- Membership**

Section 1. Any Jew may obtain membership upon payment of the membership dues, except that the Board of Directors may limit the total membership in order to preserve the quality of the various services the Congregation provides to the members.

Section 2. Any person who is Jewish may obtain membership for a spouse or partner upon payment of membership dues. Other members of a family who are under twenty-six (26) years of age shall be included in the membership.

Section 3. Each of the following shall be entitled to vote:

- The individual member; and
- In the case of a family membership, spouses or partners each shall have one vote.

Section 4. The amount and structure of annual membership dues and other fees and assessments shall be fixed by the Board of Directors from time to time in the exercise of its reasonable discretion.

Section 5. Membership terminates automatically if (i) required by applicable law; (ii) the member voluntarily requests that its membership be terminated; or (iii) the member becomes deceased. The Board of Directors, in the exercise of its reasonable judgment, may terminate membership in other circumstances, if the Board of Directors determines that termination is appropriate.

#### **ARTICLE IV -- Board of Directors**

Section 1. This Congregation shall be governed by a Board of Directors, fifteen (15) in number. All Directors shall be members of the Congregation.

Section 2. The Board of Directors shall have all powers with respect to this Congregation except those expressly reserved to the membership by these Bylaws.

Section 3. Vacancies on the Board of Directors may be filled by the Board from the voting membership of the Congregation. Any successor so appointed shall serve until the next annual meeting of the members, at which time the members will elect a director to serve for the unexpired portion of the term of which the original director was so elected.

Section 4. The Board of Directors shall meet at the call of the President or a majority of the Board of Directors, provided, however, that regular and special meetings shall be held at such times as are necessary and appropriate so that the Board may fulfill its responsibilities under the Bylaws and applicable law. quorum

Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. Any regular or special meeting of the Board of Directors or a committee of the Board of Directors may be conducted without a geographic location, with directors participating, and deemed present in person, through any means of communication by which all directors participating in the meeting may reasonably and verifiably identify themselves, and approximately instantaneously communicate with each other during the meeting.

Section 6. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a writing setting forth and approving the action shall be signed, whether by written or electronic transmission, by all of the directors entitled to vote on such action. In such case, such consent shall have the same force and effect as if a meeting had been held.

Section 7. No member of the Board of Directors shall receive any remuneration, directly or indirectly, for services performed for the Congregation. Directors may be reimbursed for outlays on behalf of the Congregation.

Section 8. It shall be the duty of the Board of Directors to keep informed of the views and concerns of the members of the Congregation regarding the Congregation's programs and general welfare.

## **ARTICLE V -- Election of the Board of Directors**

Section 1. Members of the Board of Directors shall be elected annually from the voting membership at a membership meeting called for that purpose. Members of the Board of Directors shall be elected to serve for not more than two (2) consecutive full three (3) year terms, or, in each case, until their successors shall have been elected and seated, except in extenuating circumstances, as determined by the Board of Directors in the exercise of its reasonable discretion.

Section 2. The candidates receiving the most votes shall be elected. In the event of a tie vote, the individual presiding over the meeting shall prescribe a manner for the winning candidate to be selected by drawing lots by, or on behalf of, the candidates tied with the highest number of votes.

Section 3. Nominations of Directors shall be made by a Nominating Committee, which shall be appointed by the President with the consent of a majority of the Board of Directors. The Nominating Committee shall consist of two members of the Board of Directors whose terms do not expire at the next ensuing meeting and three other members of the Congregation.

Section 4. The purpose of the Nominating Committee shall be to select candidates representative of the Membership who have demonstrated leadership ability and a commitment to the Congregation. At least sixty days prior to the annual meeting, the Nominating Committee shall provide adequate written or electronic notice to the members that it is seeking names of potential candidates to be submitted to the Nominating Committee for consideration. It shall be the duty of the Nominating Committee to determine the candidates who shall be placed on the ballot as nominees for election for each open position. In the event the Nominating Committee fails to select a nominee for each position for which an election is to be held, the Board of Directors shall take such action in lieu of the Nominating Committee. No nominations from the floor shall be made at the annual membership meeting.

Section 5. A member may also be nominated for an open position on the Board of Directors by petition upon the signature of twenty (20) members. The petition, together with biographical data concerning the candidate, shall be submitted to the Secretary of the Board no later than thirty days prior to the membership meeting called for the purpose of electing Directors of the Board.

## **ARTICLE VI -- Officers**

Section 1. The officers of the Congregation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be determined appropriate from time to time by the Board of Directors with such duties as the Board shall specify.

Section 2. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members, but no later than thirty days thereafter. The President, Vice President, Secretary, and Treasurer must be members of the Board of Directors.

Section 3. The President, Vice President, Secretary, and Treasurer shall each hold office until the earlier of either the organization meeting of the Board of Directors following the next succeeding annual meeting of the members or when a successor shall have been duly elected.

Section 4. Any officer elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgment the best interest of the Congregation would be served thereby.

Section 5. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. The President shall perform or cause to be performed the following duties:

- Preside at all meetings of members and the Board of Directors;
- Lead the Board of Directors in setting the strategic direction of the Congregation and providing oversight of the operations of the Congregation;
- Sign any deeds, deeds to trust, mortgages, notes, bonds, contracts, certificates, or other instruments, except for those delegated by the Board of Directors to some other officer or agent of the Congregation, or shall be required by law to be otherwise signed or executed from time to time;

- Prepare and deliver a report to the members on an annual basis of the activities of the Congregation and the goals and objectives for the coming year; and
- Prepare an agenda for all member and Board of Director meetings and cause notice to be delivered to the appropriate parties of the time, place, if any, and date of any such meetings.

Section 7. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions imposed upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 8. The Secretary shall perform or cause to be performed the following duties:

- Keep the minutes of the membership meetings and the meetings of the Board of Directors;
- Be the custodian of the records of the Congregation and of its seal; and
- In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 9. The Treasurer shall be a member of the Finance Committee and shall perform or cause to be performed the following duties:

- Provide oversight with respect to the financial and accounting records and procedures of the Congregation;
- Review all financial statements on a periodic basis, as well as the annual financial report of the Congregation;
- Provide reports to the Board of Directors on a periodic basis about the financial condition of the Congregation;
- Prepare and deliver a report to the members on an annual basis of the financial condition of the Congregation during the previous year;

- Carry out the responsibilities of the office in consultation with the Finance Committee to the extent appropriate; and
- In general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

## **ARTICLE VII -- Membership Meetings**

Section 1. An annual membership meeting shall be called by the Board of Directors between May 1 and July 1 of each year, for the purpose of electing Board Members. In the event that the national welfare or the best interest or convenience of the Congregation shall, in the judgment of the Board of Directors, demand a postponement or advancement of the annual meeting, such annual meeting may be postponed or advanced for a period not exceeding 180 days, and all members shall be notified thereof; such annual meeting when so held in accordance with such notice shall be and constitute the regular annual meeting of the members in as full, complete and ample a manner as though held on the date originally fixed for the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Congregation. Special membership meetings may be called at any time by the Board of Directors. Membership meetings must be called by the Board of Directors upon petition of twenty percent (20%) or more of the members of the Congregation.

Section 2. A geographic location for meeting is not necessary if the meeting is held by internet or electronic communication technology in a fashion which members have the opportunity to read or hear the proceeding. Members may participate in any annual or special meeting of the members by means of remote communication, subject to such guidelines and procedures as the Board of Directors shall adopt in conformity with applicable law. Participation in a meeting of the members by these means shall constitute presence in person at such meeting.

Section 3. Notice of the purpose, time, place, if any, and agenda of each membership meeting shall be transmitted to Members either personally, by mail, or by an alternative method permitted by applicable law except in the case of an emergency determined to exist by vote of a majority of the members of the Board. Notice of the purpose, time and place, if any, and agenda of each membership meeting shall be transmitted to members at least two weeks before the date of said meeting. The failure of any member to receive

notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 4. The presence of members, whether in person or voting either by mail or means of electronic transmission, of at least ten percent (10%) of the voting members, shall constitute a quorum for the conduct of business at all meetings of members. In the event that less than a quorum as herein provided shall be present at any regular or special meeting, a majority of those present by any means permitted by these Bylaws may adjourn the meeting from time to time

Section 5. Each voting member may cast its ballot for director elections and other properly noticed motions and resolutions in person or either by mail or electronic transmission. Such vote must be on the ballot form provided by the Congregation and be received on or before the fifth day prior to the annual or special meeting.

#### **ARTICLE VIII -- Senior Rabbi and other Clergy and Management Staff**

Section 1. The Senior Rabbi shall provide strategic leadership to the Congregation in alignment with the goals and objectives established by the Board of Directors from time to time. The Senior Rabbi shall focus on religious leadership, community and culture, continual learning, pastoral care, and social justice. The Senior Rabbi shall implement and manage the plans and programs of the Congregation in close coordination with the Board of Directors and staff of the Congregation. With the consent of the Board of Directors, the Senior Rabbi shall also provide oversight with respect to all of the other staff of the Congregation. At regular intervals, the Board of Directors shall invite the Senior Rabbi to participate as a nonvoting, ex-officio member of its meetings and the membership meetings.

Section 2. The Senior Rabbi shall be engaged by the Board of Directors pursuant to a written agreement that sets forth the terms of employment, including the period of employment, the remuneration to be paid, and such other terms and conditions as the Board of Directors shall determine appropriate from time to time. Upon the earlier of when the Board receives notice that a vacancy will occur in the position of the Senior Rabbi and when a vacancy actually occurs, the Board of Directors shall provide notice thereof to the members and engage in a process determined appropriate by the Board of Directors to identify and recommend to the membership a new Senior Rabbi for the Congregation. A special meeting of the membership shall be called in order to vote on whether to accept the recommendation of the Board of Directors for a new Senior Rabbi. At such meeting, a two-thirds majority of those voting members present, whether in



person, or voting by mail or other electronic means, provided there is a quorum, shall determine whether a new Senior Rabbi shall be engaged.

Section 3. From time to time, the Board of Directors, in the exercise of its reasonable discretion, and in consultation with the Senior Rabbi, may engage other Rabbis and clergy, including, but not limited to, Assistant Rabbis, Associate Rabbis, Interim Rabbis, Cantors and Music Directors, to support the goals and objectives of the Congregation and the needs of the membership. Such Rabbis and other clergy shall be engaged by the Board of Directors pursuant to written agreements that set forth the terms of employment, including the period of employment, the remuneration to be paid, and such other terms and conditions as the Board of Directors shall determine appropriate from time to time.

Section 4. From time to time, the Board of Directors, in the exercise of its reasonable discretion, and in consultation with the Senior Rabbi, may also engage an Executive Director to manage the day-to-day operations of the Congregation and to work closely with the Board of Directors, Senior Rabbi, and other staff. The Executive Director shall be engaged by the Board of Directors pursuant to a written agreement that sets forth the terms of employment, including the period of employment, the remuneration to be paid, and such other terms and conditions as the Board of Directors shall determine appropriate from time to time.

Section 5. Other staff and consultants may be engaged from time to time as deemed appropriate by the Board of Directors in the exercise of its reasonable discretion.

## **ARTICLE IX -- Committees and Auxiliaries**

Section 1. There shall be an Executive Committee of the Board of Directors comprised of the President, Vice President, and such other members of the Board as the Board shall deem appropriate from time to time. The Executive Committee is authorized to take certain actions delegated by the Board on behalf of the Board in-between regular board meetings, when it is impossible or inconvenient to call a special meeting of the Board of Directors. At the next regularly scheduled meeting of the Board, the Executive Committee shall provide a report to the Board of any actions taken by the Executive Committee since the last regular meeting of the Board of Directors.

Section 2. There shall be a Finance Committee of the Board of Directors. With the consent of the Board of Directors, the President shall appoint a member of the Board of Directors to serve as the Chair of the Finance Committee and shall also appoint such other board members and other members of the congregation as the President shall determine

appropriate. The Finance Committee shall provide oversight with respect to accounting and other financial matters of the Congregation. The Finance Committee shall work closely with the Treasurer and the Executive Director and provide regular reports to the Board of Directors. The Finance Committee shall also consult with the Senior Rabbi on the annual budget for the Congregation.

Section 3. The Board of Directors shall create such other committees as it may deem appropriate from time to time and define the duties and prescribe the authority which such committees may exercise.

Section 4. Auxiliary or special purpose groups may be organized among the membership of the Congregation with the approval of the Board of Directors.

#### **ARTICLE X -- Purchase of Real Estate**

Before any acquisition, purchase, sale or alienation of real estate by or for the Congregation shall be binding, the Board of Directors shall submit the relevant material facts to the Congregation at a regular or special meeting to be called for that purpose. A two-thirds majority vote of the voting members present and voting, whether in person or by mail or electronic transmission, shall be required to authorize any acquisition, purchase, sale or alienation of real estate, provided there is a quorum.

#### **ARTICLE XI -- Amendments**

Section 1. These Bylaws may be amended by a two-thirds majority vote of the voting members present and voting at a membership meeting, whether in person or by written ballot or other means of electronic transmission, provided there is a quorum.

Section 2. Amendments to these Bylaws shall be proposed in writing by the Board of Director or by petition of at least ten (10) percent of the members of the Congregation. Such amendments may be acted on at any regular meeting of the Congregation or at any Special Meeting called for that purpose. Copies of the proposed amendments, with a description of the changes, shall be transmitted to each member along with the notice of the meeting.

#### **ARTICLE XII -- Removal From Office**

Directors and officers may be removed from office by a two-thirds majority vote of the

voting members present, whether in person or by written ballot or electronic means of transmission, at a meeting called for that purpose, provided there is a quorum.

### **ARTICLE XIII -- Contracts, Checks, and Deposits**

Section 1. Except as otherwise provided in these Bylaws or by applicable law, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Congregation, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the Congregation, shall be signed by such officers or officers, agent or agents, or employee or employees of the Congregation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. All funds of the Congregation shall be deposited from time to time to the credit of the Congregation in such bank or banks or other financial institutions as the Board of Directors may select.

### **ARTICLE XIV -- Waiver of Notice**

Any member, Director, or officer may waive, in writing or by electronic transmission, any notice of meetings required to be given by these Bylaws.

### **ARTICLE XV -- Irregularities of Notice.**

Minor irregularities in the giving of any notice or the holding of any meeting provided for in these Bylaws shall not invalidate any action taken at such meeting.

### **ARTICLE XVI -- Miscellaneous.**

Section 1. The dates when the fiscal year of the Congregation shall begin and end shall be fixed by the Board of Directors.

Section 2. The Board of Directors shall cause to be established and maintained a complete accounting system. The Board shall, after the close of each fiscal year, cause to be made by a certified accountant a full and complete review of the accounts, books, and financial condition of the Congregation as of the end of such fiscal year.

Adopted: December 3, 1965

Amended: May 12, 1967

March 29, 1970

November 1971

March 27, 1977

December 13, 1981

December, 1982

January, 1986

May, 1993

May 23, 1999

June 2, 2002

June 5, 2011

June 3, 2012

June 6, 2023