



## Summary of Bylaws Changes

At the direction of the Board of Directors of Temple Beth El, the Nominating and Governance Committee launched a review of the Temple's Bylaws, which had last been revised in May 2013. The goal was to update the Bylaws to:

- Adopt current best practices in governance for Reform temples and non-profits generally;
- Better reflect how today's Temple is organized and how we as a community engage in Jewish life;
- Create appropriate flexibility for the Board, the Officers and the Clergy in the governance and operations of the Temple; and
- Create opportunities for more engagement by lay leaders and communication with our congregation.

These goals are reflected in various ways in the new Bylaws (technically called the "Amended and Restated Bylaws"). For example, in some places we revised language to give the Board more discretion so that it can address future changes in governance and synagogue life more robustly. In other places, we removed mandates from the Bylaws to manage them more appropriately in policies and procedures, so our leaders could address specific issues comprehensively, thoughtfully, and with the ability to navigate changing circumstances in the future. Please remember that changing the Bylaws is more than just a congregational vote. It has involved years of meetings, discussions, and planning, because the Bylaws are fundamental to how we operate today and grow in the future.

The following is a summary of the changes to the Temple Bylaws to be approved by congregational vote on June 4, 2024:

- Membership:
  - Updated and clarified sections defining non-Members and Honorary Members to match current practice.
  - Any child of a Member under the age of 23 is also deemed a Member. The rights and privileges of children (under the age of 18) are limited to participation in Temple activities and childhood education.
- Suspension/Termination of membership:
  - Revised to permit the involuntary suspension or termination of membership after 6 months of payment delinquency (down from 12 months). Action is not required after six months, but the previous 12-month period limited the Temple's ability to properly intervene timely when circumstances otherwise required.
- Board Composition:



- Revised Board composition consistent with the Governance Task Force recommendations (conducted over a 2-year period pre-pandemic) as follows:

<ul style="list-style-type: none"> <li>○ <u>Current Board composition (currently 25 seats):</u> <ul style="list-style-type: none"> <li>▪ Temple officers (no # limit)</li> <li>▪ Sisterhood, Brotherhood, SPICE, and LIBERTY representatives (“Affiliated Groups”) (4)</li> <li>▪ Presidential appointee (1)</li> <li>▪ Member-elected (12)</li> <li>▪ Immediate Past President (1)</li> <li>▪ Honorary Life Presidents (2)</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>○ <u>Revised Board composition (20-seat maximum):</u> <ul style="list-style-type: none"> <li>▪ Temple officers (up to 8)</li> <li>▪ Presidential appointee (1)</li> <li>▪ Member-elected (10)</li> <li>▪ Immediate Past President (1)</li> </ul> </li> </ul>
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- The rationale for these changes is as follows:
  - The size of the current Board makes internal coordination and communications difficult and is straining Temple resources. By reducing the size of the Board, we aim to give Board members a greater feeling of ownership and accountability for the work, in contrast to a larger Board in which it is difficult for everyone to actively participate and keep meetings on schedule, while still encouraging robust participation.
  - The revised Bylaws allow for the formation of Advisory Councils “[f]or the purpose of recognizing persons assisting the Temple in various ways and for the purpose of obtaining the advice and counsel of persons sympathetic with the goals of the Temple.” The Board intends to form an Advisory Council consisting of Affiliated Group representatives, Past Presidents, Honorary Life Presidents, and other lay leaders. Advisory councils are more dynamic groups that can be convened more quickly, and can act more nimbly and less formally to provide meaningful, real-time assistance directly to the Clergy and leadership.
  - Impactful leaders from Affiliated Groups and other cohorts can and should be nominated and elected by the Members for Member-elected Board seats, however allocating Board seats to specific cohorts in a constantly changing landscape of membership and stakeholders (e.g., Sisterhood) is not efficient given the inherent inflexibility of the Bylaws.



- Eliminated Board seats will transition off in July 2024, except for the Member-elected seats which will transition off one in July 2024 and one in July 2025.
- Committees of the Board are distinguished from Advisory Councils. Advisory Councils need not be composed of Board members and can be formed and retired as necessary to meet the needs of the Temple and to encourage volunteerism.
- Related changes:
  - The Executive Committee will now consist of the President, First VP, Secretary, Treasurer, the immediate past President, and the Board member appointed by the President. The President can invite other appointed officers to Executive Committee meetings. However, the Executive Committee was reduced in size to be more consistent with the NC statutory purpose of having a small group with emergency Board authority, and to respect the high level of time and energy given to the Temple by Board members in general.
  - Only the Senior Rabbi and COO are ex officio members of the Board and Executive Committee. However, all clergy can be invited to participate in Board meetings.
  - A quorum is now a majority of the Board (rather than one-third) now that the Board is smaller.
- URJ Membership:
  - Revised to give the Board authority to manage URJ membership and negotiation of dues, which has become an increasingly common practice for Reform congregations.
- Indemnification:
  - The indemnification provisions were updated and expanded to provide best practices protection for Board members, Officers, Committee members and, upon Board approval, our employees and staff.
- Titles:
  - References to the “Executive Director” were changed to “Senior Administrator” to reflect that the position may be titled as the Board determines, e.g., ED or COO.
- Clergy and Senior Professionals
  - The hiring environment for clergy features time constraints and a demand for confidentiality that are not consistent with allowing for full congregational votes. To address these concerns, the Senior Rabbi is now appointed by the Board upon the



recommendation of a special committee, consistent with the hiring procedures for the rest of the Clergy.

- The Senior Administrator (COO) and the Senior Rabbi may hire other senior professionals in accordance with any resolution, policy or budget approved by the Board.
- Policies and Procedures:
  - Some sections of the Bylaws were deleted because the subject matter is better handled in Board or Temple policies and procedures. Amending the Bylaws requires a Member vote and involves significant time and preparation. Moving certain provisions out of the Bylaws is more efficient and gives the Temple more flexibility.
    - These sections include: Executive Committee report on professional contracts, check writing authority, approval of gifts, Robert's Rules of Order and the Hebrew cemetery.