

**AMENDED AND RESTATED BYLAWS  
OF CONGREGATION BET HAVERIM, JEWISH FELLOWSHIP OF DAVIS,  
A CALIFORNIA NONPROFIT RELIGIOUS CORPORATION**

*Preamble.* The members of Congregation Bet Haverim, Jewish Fellowship of Davis, (“Corporation”, or “Congregation”), adopted bylaws of the Corporation on June 8, 2000. Amendment of the bylaws by the members is authorized in Article XII of said bylaws. The members now wish to exercise their rights by amending and restating the bylaws of the Corporation as follows.

**ARTICLE I**

**INTRODUCTORY INFORMATION**

*1.1 Corporate Name.* The name of this Corporation is Congregation Bet Haverim, Jewish Fellowship Of Davis.

*1.2 Principal Office.* The principal office for the transaction of the activities and affairs of this Corporation is located at 1715 Anderson Road, Davis, in Yolo County, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

*1.3 Purpose.* The purpose of this Corporation is to promote the enduring and fundamental principles of Judaism and to ensure the continuity of the Jewish communal worship, study and assembly, and to apply the principles of Reform Judaism to the values and conduct of the individual, family, and the society in which we live.

*1.4 National Affiliation.* This Corporation shall affiliate itself with the Union of Reform Judaism (URJ). It shall pay dues to the URJ and be entitled to all services as well as privileges prescribed in the URJ Constitution and Bylaws.

*1.5 Construction; Definitions.* Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

*1.6 Irrevocable Dedication of Assets.* This Corporation’s assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

**ARTICLE II**  
**MEMBERSHIP**

*2.1 Membership.* This Corporation shall have units of membership as follows:

- In the case of an individual adult whose family household includes no other adults other than dependents under IRS guidelines, such individual adult shall constitute a single membership unit.
- In the case of a family household of more than one adult (not including dependents under IRS guidelines), the family household as a whole shall constitute a single membership unit.

Each of the above categories shall include any child of an adult who is a dependent under IRS guidelines.

Membership shall be open to any person, including a person who is not Jewish, who is interested in participating in the activities of the Congregation, and who agrees with the statement of purpose contained in these bylaws.

Members of the congregation shall have all the privileges of membership, subject to the rules and regulations established from time to time by the Board and subject to any additional fees set for any activity, including but not limited to worship, religious school for children, adult studies, social activities, burial privileges, and life cycle events.

A member of the Congregation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Congregation.

*2.2 Membership Rights.* All members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets, on a merger and its principal terms and any amendment of those terms, and on an election to dissolve the corporation.

However, in each family household constituting a single membership unit, up to two (2) adults in the family household may vote on any matter submitted to a vote of the members.

In addition, the corporation may refer to persons associated with it as “members,” even though those persons are not members as defined above. No such reference shall constitute anyone as a member within the meaning of Corporations Code §5056. References in these bylaws to “members” are not references to such associated persons.

*2.3 Annual Dues.* Annual dues are due and payable on July 1 and shall be considered in arrears if unpaid on an individually established schedule. All dues shall be deposited in the general fund. Minimum annual dues may be established by the Board.

Membership terminates automatically at the end of the fiscal year for failure to keep current in dues payments and other financial obligations due the Congregation. In addition, any member who fails to pay any financial obligation due the congregation within six (6) months after such obligation shall become due and payable, may be suspended or deprived of some or all privileges upon a vote of the Board, after he/she shall have been notified of the impending action by the Board. The Board may waive, extend or modify any financial obligation due from a member.

*2.4 Good Standing.* Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

*2.5 Termination of Membership.* A membership shall terminate on occurrence of any of the following events:

- (1) Resignation or death of the member;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (3) The member's failure to pay dues, fees, or assessments as set by the Board after they are due and payable;
- (4) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (5) Termination of membership based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

All rights of a member in the Congregation and its property shall cease on the termination of such member's membership.

*2.6 Suspension of Membership.* A member may be suspended based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

A person whose membership is suspended shall not be a member during the period of suspension.

*2.7 Procedure.* If grounds appear to exist for suspending or terminating a member under these bylaws, the following procedure shall be followed:

- (1) The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given

by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

(3) The Board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.

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

*2.8 Memberships Not Transferable or Assignable.* No membership or right arising from membership shall be transferred or assigned. Subject to these bylaws, all membership rights cease on the member's death or dissolution.

*2.9 Annual Meeting.* A general meeting of members shall be held at least annually in May or June at the principal office of the Congregation or at such location as may be designated by the Board. Unless elected by written ballot, directors shall be elected at this meeting. Any other proper business may be transacted at this meeting.

If the election of directors does not occur at the annual meeting or without a meeting by written ballot, the election of directors shall be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the annual meeting.

*2.10 Authority for Electronic Meetings.* If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the Board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these bylaws.

*2.11 Requirements for Electronic Meetings.* A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2)

if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by a corporation to a member pursuant to Corporations Code §20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation shall include a notice that absent consent of the member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with these bylaws.

*2.12 Special Meetings.* The Board or the chair of the Board, if any, or the president, or 10 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the chair of the Board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board.

If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

*2.13 Written Notice Required.* Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

*2.14 Notice of Certain Agenda Items.* Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:

- (1) Removing a director without cause;
- (2) Amending the articles of incorporation;

- (3) Adopting, amending, or repealing bylaws;
- (4) Disposing of corporate assets;
- (5) Adopting or amending a merger agreement; or
- (6) Electing to wind up and dissolve the corporation.

*2.15 Notice Requirements.* Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

*2.16 Electronic Notice.* Notice given by electronic transmission by the corporation shall be valid only if

(1) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message Board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(1) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

*2.17 Affidavit of Mailing.* An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

*2.18 Quorum.* 25 percent of the total membership units, either in person or by proxy, shall constitute a quorum for the transaction of business at a meeting of the members. Except for an adjournment and as provided in the next paragraph, no action of the membership may be taken in the absence of a quorum.

Except as otherwise required by law, the articles, or these bylaws, the members present at a duly called or held meeting at which a quorum has been established may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the members required to constitute a quorum.

*2.19 Eligibility to Vote.* Members in good standing are eligible to vote.

*2.20 Manner of Voting.* Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

*2.21 Number of Votes.* Except as provided in Section 2.2, each member entitled to vote may cast one vote on each matter submitted to a vote of the members. Members may not cumulate votes for the election of directors or for any other purpose.

*2.22 Majority Approval.* The affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Religious Corporation Law or by the articles of incorporation.

*2.23 Waiver of Notice or Consent.* The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

*2.24 Action by Unanimous Written Consent.* Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

*2.25 Action by Written Ballot.* Any action that members may take at any general meeting or special meeting of members may be taken without a meeting if (1) the written ballot of every member is solicited, (2) the required number of signed approvals setting forth the action so taken is received, and (3) the requirements of these bylaws are satisfied.

*2.26 Solicitation of Ballots.* All solicitations of written ballots shall indicate the time by which the ballot must be returned in order to be counted.

*2.27 Approval Requirements.* Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

*2.28 Written Ballots As Irrevocable.* A written ballot may not be revoked.

*2.29 Filing Ballots.* All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least 10 years.

*2.30 Record Date for Notice, Voting, Written Ballots, and Other Board Actions.* For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, specify a date on which members shall be identified and counted. The date specified is subject to the following restrictions:

(1) For purposes of establishing the members entitled to receive notice of any meeting, the date specified shall be no more than 90 nor less than 10 days before the date of the meeting;

(2) For purposes of establishing the members entitled to vote at a meeting, vote by written ballot, or take any other action, the date specified shall be no more than 60 days before the date of the meeting;

*2.31 Record Date of Membership.* If not otherwise fixed by the Board, the date for determining which members are entitled to receive notice of a meeting of members shall be the



business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held.

If not otherwise fixed by the Board, the date for determining which members are entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the date for determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed to a member or solicited from a member.

If not otherwise fixed by the Board, the date for determining which members are entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts a resolution relating to that action, or the date of that action, whichever is later.

*2.32 Proxies.* Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

*2.33 Solicited Proxies.* If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

*2.34 Subject Matter of Proxy to Be Stated.* Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include approval of amendments to the articles of incorporation; the principal terms of a merger agreement or any amendment of those terms; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the regular course of business; or the election to voluntarily dissolve the corporation.

*2.35 Expiration and Revocability of Proxies.* No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of the proxy shall be 3 years after the date of execution. A validly executed proxy shall continue in full force and effect until it is revoked by the member executing it, before the vote is cast under that proxy, (1) by a writing delivered to the corporation stating that the proxy is revoked, (2) by a subsequent proxy executed by that member and presented to the meeting, or (3) as to any meeting, by that member's personal attendance and voting at the meeting. A proxy may not be irrevocable.

2.36 *Adjournment; Notice.* Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy.

## ARTICLE III

### BOARD OF DIRECTORS

3.1 *General Powers of Board.* Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or bylaws relating to action requiring approval by the members, the corporation's temporal activities, business, and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors ("Board").

3.2 *Specific Powers of Board.* Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the power to do the following:

(1) Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

(2) Conduct, manage, and control the corporation's affairs and activities and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these bylaws, as the Board deems best.

(3) Borrow money and incur indebtedness on the corporation's behalf, and cause to be executed and delivered for the corporation's purposes, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(4) Adopt and use a corporate seal, and alter the form of the seal.

(5) To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws.

3.3 *Number and Qualifications of Directors.* The authorized number of directors shall be 13. The directors shall be residents of the state of California, members in good standing of the Congregation, and a Jew by birth or a Jew by choice.

3.4 *Terms of Office.* Each director shall hold office for a three (3) year term. Approximately one-third (1/3) of the directors should be elected at each annual meeting of the members.

3.5 *Nominations by Committee.* The President, with the advice of the Board of Directors shall inform the members of the nominating procedure and shall appoint a nominating committee of at least three members, a maximum of one of whom may be a director in the last year of his or her

term and who is precluded from being again nominated, and none of whom may be continuing directors, which shall nominate regular members for vacancies on the Board of Directors.

In addition, any 5 members may nominate members to serve on the Board of Directors by presenting their nominee or nominees to the nominating committee at least 20 days prior to the election. The membership shall be given notice of all nominations, with the nominating committee's recommendations noted, at least 14 days before the elections.

*3.6 Nominations by Members.* If the Corporation has 500 – 4999 members, members representing 2 percent of the voting power may nominate candidates for directors by petition. The petition must be signed by those members within 11 months preceding the next time directors are to be elected, and delivered to an officer of the corporation. On timely receipt of the petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of the candidates chosen by the nominating committee.

*3.7 Floor Nominations.* Nominations may be received from the floor at the annual meeting, if there are 4 members who second such nominations. Nominations shall be for specific terms. No nominations at the annual meeting shall be accepted without receiving written or in-person approval from the nominee.

*3.8 Nominee's Right to Solicit Votes.* The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

*3.9 Use of Corporate Funds.* If more people have been nominated for director than can be elected, no corporate funds may be expended to support a nominee without the Board's authorization.

*3.10 Election of Directors.* The directors shall be elected either at each annual meeting or as prescribed by these bylaws. The candidates receiving the highest number of votes up to the number of available vacancies shall be elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve.

*3.11 Vacancies on Board.* A vacancy or vacancies on the Board of Directors shall occur in the event of (1) the death, removal, or resignation of any director; (2) the declaration by Board resolution of a vacancy of the office of a director who has been convicted of a felony or declared of unsound mind by a court order; (3) the removal of a director for fraudulent acts in an action in Superior Court under Corporations Code §9223; (4) the vote of the members to remove a director, provided that, if any provision of the articles or bylaws entitles the members of a class or members within an organization unit or geographic grouping, voting as such, to elect one or more directors, those directors may be removed only by vote of the members of that class, unit, or grouping; (5) the increase of the authorized number of directors; or (6) the failure of the

members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at that meeting.

*3.12 Resignation of Directors.* Except as provided below, any director may resign by giving written notice to the chair of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

No director may resign when the corporation would be left without a duly elected director or directors.

*3.13 Removal of Directors.* Any director who does not attend three successive properly noticed Board meetings will automatically be removed from the Board without Board resolution except under any of the following circumstances:

(A) The director requests a leave of absence for a limited period of time, and the leave is approved by the Board at a regular or special meeting. If such leave is granted, the number of directors will be reduced by one for purposes of determining whether a quorum is or is not present at any Board meeting for which the director has requested a leave of absence.

(B) The director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection.

(C) The Board by resolution agrees to reinstate the director who has missed three meetings.

The term of a director removed pursuant to this section ends at the adjournment of the third successive Board meeting missed.

The term of a director removed by the members at a member meeting ends at the adjournment of the member meeting.

*3.14 Vacancies Filled by Board.* Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by action of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code 9211, or (3) a sole remaining director.

Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

*3.15 Location of Board Meetings.* Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

*3.16 Meetings by Telecommunication.* Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(1) Each director participating in the meeting can communicate concurrently with all other directors.

(2) Each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

*3.17 Annual Meeting of Board.* Immediately after each annual meeting of members, the Board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

*3.18 Special Meetings.* Special meetings of the Board for any purpose may be called at any time by the chair of the Board, if any, the president or any vice president, the secretary, or any two directors.

*3.19 Notice of Special Meetings.* Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mail at least 10 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

*3.20 Waiver of Notice.* Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be

given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

*3.21 Quorum.* A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except as provided in this section, Section 3.14, or Section 3.22. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, provided that any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

*3.22 Adjournment.* A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

*3.23 Notice of Adjourned Meeting.* Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

*3.24 Board Action Without Meeting.* An action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to that action and if, subject to Corporations Code §9224(a), the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as an unanimous vote of the directors. For purposes of Corporations Code §9211(b) only, “all directors” does not include an “interested director” as defined in subdivision Corporations Code §9243(a) or a “common director” as described in Corporations Code §9244(a) who abstains in writing from providing consent, when (i) the facts described in Corporations Code §9243(d)(2) or (d)(2) are established or the provisions of Corporations Code §9244(a)(1) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the corporation; and (iii) the noninterested or noncommon directors, approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

*3.25 Compensation.* The directors and members of committees of the Board shall serve without compensation. They are entitled to reimbursement of expenses.

*3.26 Director Voting.* Each director shall have one vote on each matter presented to the Board of Directors for action. No director may vote by proxy.

*3.27 Contracts with Directors.* No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation’s directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation unless (1) the transaction is approved or ratified in good

faith by the members other than the directors, after notice and disclosure to the members of the material facts concerning the transaction and the director's interest in the transaction, or (2) (a) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all directors before consideration by the Board of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the directors then in office, or if greater, by a vote sufficient for that purpose without counting the vote of the interested directors; (3) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the corporation's religious purposes; and (4) this corporation enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to this corporation or was in furtherance of its religious purposes at the time the transaction is entered into.

This Section does not apply to a transaction that is part of a public, charitable, or religious program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this corporation.

## **ARTICLE IV**

### **BOARD COMMITTEES**

*4.1 Board Standing Committees.* The Board, by resolution adopted by a majority of the directors then in office, may create one or more standing committees, each consisting of two or more directors, and no one who is not a director, to serve at the pleasure of the Board. Non-director members may be invited to attend meetings of standing committees, at the discretion of the committee, from time to time. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following ("Restricted Actions"):

(1) Take any final action on any matter that, under the California Nonprofit Religious Corporation Law, also requires approval of the members or approval of a majority of all members;

(2) Fill vacancies on the Board or any committee of the Board;

(3) Fix compensation of the directors for serving on the Board or on any committee;

(4) Amend or repeal bylaws or adopt new bylaws;

(5) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable; or

(6) Create any other committees of the Board or appoint the members of committees of the Board.

The Corporation has the following Standing Committees:

- (a) *Executive Committee.* The Board shall appoint two or more directors of the corporation to serve as the executive committee of the Board. The executive committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to the Restricted Actions enumerated above. All actions of the executive committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.
- (b) *Finance Committee.* The Board shall appoint two or more directors of the corporation to serve as the finance committee of the Board. The finance committee, unless limited by a resolution of the Board, shall have the authority to draft, revise, and recommend corporation budgets, and shall be responsible for any required review of financial activities of the corporation.

*4.2 Board Advisory Committees.* The Board, by resolution adopted by a majority of the directors then in office, may create one or more advisory committees, each consisting of at least one director unless otherwise specified in these bylaws. Appointments to advisory committees of the Board shall be by majority vote of the directors then in office. Non-director appointments are permitted. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting.

The Corporation currently has the following Advisory Committees, but may create or revise Advisory Committees as described in the preceding paragraph:

- (a) *Building and Grounds Committee.* The Building and Grounds committee shall consist of at least one Director and at least two other members. It shall advise as to the maintenance of buildings and grounds in good order and repair, and as to policies and regulations for the use of the physical facilities.
- (b) *Education and Youth Committee.* The Education and Youth Committee shall consist shall consist of at least one Director and at least four other members. It shall advise as to policies for governing of the religious school and youth activities and programs.
- (c) *Ritual Committee.* The Ritual committee shall consist of at least one Director and at least four other members. It shall advise as to policies for rituals and observances of the synagogue, the promotion of such practices, and the enhancement of the values of Jewish living.



- (d) *Membership Committee.* The membership committee shall consist of the Vice President and at least two other members. It shall advise as to policies to encourage new, and promote existing, affiliations of community members with the congregation.
- (e) *Nomination Committee.* The nomination committee membership shall conform to the requirements of Section 3.5. It shall advise as to nominations for seats on the Board, for officer positions, and for Board committee membership.
- (f) *Personnel Committee.* The personnel committee shall consist of at least three Directors. No non-director committee members are permitted. The committee advises on Human Resources matters pertaining to synagogue staff, including recruiting, compensation, and performance evaluation.

4.3 *Committee Meetings.* Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of Board committees and the calling of special meetings of Board committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so, subject to Board approval.

## **ARTICLE V**

### **OFFICERS**

5.1 *Officers.* The officers of this corporation shall be a president, a secretary, and a Treasurer. The corporation, at the Board's discretion, may also have a chair of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under these bylaws.

Any number of offices may be held by the same person, except that the secretary and the treasurer may not serve concurrently as either the president or the chair of the Board.

5.2 *Election of Officers.* Within 10 days after the annual meeting, the Board shall meet to elect the officers. The officers of this corporation shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

5.3 *Additional Officers.* The Board may appoint and authorize the chair of the Board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

5.4 *Removal of Officers.* Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who was not

chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

*5.5 Resignation of Officers.* Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

*5.6 Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

*5.7 Responsibilities of Board Chair.* If a chair of the Board of Directors is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no president, the chair of the Board shall have the powers and duties of the president of the corporation set forth in these bylaws.

*5.8 Responsibilities of President.* Subject to such supervisory powers as the Board may give to the chair of the Board, if any, and subject to the control of the Board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and, in the absence of the chair of the Board, or if none, at all Board meetings. The president shall be responsible for overseeing the planning and coordinating of the social, cultural and religious activities of the Congregation. The president shall have such other powers and duties as the Board or the bylaws may require.

*5.9 Responsibilities of Vice Presidents.* If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a vice president designated by the Board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and duties as the Board or the bylaws may require.

*5.10 Responsibilities of Secretary.* The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may require.

*5.11 Responsibilities of Treasurer.* The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (2) disburse the corporation's funds as the Board may order; (3) report monthly to the Board of Directors; (4) present a financial report to the Congregation at all regular meetings; and (5) have such other powers and perform such other duties as the Board or the bylaws may require.

If required by the Board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

## **ARTICLE VI**

### **FUNDS**

*6.1 Regular Funds.* All monies not designated for special funds shall be deposited in the general fund of the Congregation. Transfers of monies from the general fund to special funds must be approved by the Board.

All checks, drafts, orders for payment of money, notes, or other indebtedness issued by or payable to the Congregation, shall be signed or endorsed only by those persons that the Board shall authorize from time to time.

*6.2 Special Funds.* The Board may establish, set guidelines, and administer special funds including a building fund and a Rabbi's discretionary fund as it deems necessary.

## ARTICLE VII

### INDEMNIFICATION & INSURANCE

*7.1 Indemnification.* To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code §9246(b) or §9246(c), the Board shall promptly decide under Corporations Code §9246(e) whether the applicable standard of conduct set forth in Corporations Code §9246(b) or §9246(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code §9246(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by these bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

*7.2 Insurance.* This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

## ARTICLE VIII

### RECORDS & INSPECTIONS

*8.1 Corporate Records.* This corporation shall keep the following:

- (1) Adequate and correct books and records of account;
- (2) Minutes of the proceedings of its members, Board, and committees of the Board; and

(3) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two. These records shall be maintained for at least seven years.

*8.2 Members' Inspection Rights.* Any member of this corporation may inspect and copy the records containing the members' names, addresses, and voting rights at reasonable times, on 5 business days' prior written demand to the corporation for a purpose reasonably related to the member's interest as a member.

*8.3 Inspection of Accounting Records and Minutes.* On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

*8.4 Inspection of Articles and Bylaws.* This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

*8.5 Directors' Inspection Rights.* Every director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to the director's interests as a director.

## **ARTICLE IX**

### **EMERGENCY PROVISIONS**

*9.1 Emergency.* The emergency bylaw provisions of this section are adopted in accordance with Corporations Code §9151(g). Notwithstanding anything to the contrary herein, this section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in these bylaws:

(1) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(2) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(3) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(4) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

*9.2 Emergency Actions.* During an emergency, the Board may

(1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

(2) Relocate the principal office or authorize the officers to do so;

(3) Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by these bylaws; and

(4) Deem that one or more officers present at a Board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the Board may not take any action that requires the vote of the members or otherwise is not in the corporation's ordinary course of business, unless the required vote of the members was obtained before the emergency. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a director, officer, employee, or agent.

## **ARTICLE X**

### **AMENDMENT**

*10.1 Amendment.* These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the members. Notice of the proposed amendment, alteration, change or repeal shall be contained in the notice of the meeting given as required by these Bylaws.

**CERTIFICATE OF SECRETARY**

I, the undersigned, the duly elected Secretary of CONGREGATION BET HAVERIM, JEWISH FELLOWSHIP OF DAVIS, a California nonprofit religious corporation, do hereby certify:

That the foregoing Bylaws were adopted as the amended and restated Bylaws of the Corporation by the members and the Board of Directors of the Corporation on \_\_\_\_\_, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this date, \_\_\_\_\_.

*Signature:* \_\_\_\_\_

\_\_\_\_\_, Secretary