

קהילת עץ חיים

Kehillat Etz Chayim
Amended and Restated
Bylaws
2008

KEHILLAT ETZ CHAYIM
AMENDED AND RESTATED BYLAWS
TABLE OF CONTENTS

ARTICLE I - NAME, PURPOSE 1
 SECTION 1.1. NAME 1
 SECTION 1.2. PURPOSE 1

ARTICLE II- MEMBERSHIP 1
 SECTION 2.1. QUALIFICATIONS 1
 SECTION 2.2. GENERAL RIGHTS AND PRIVILEGES OF MEMBERSHIP 1
 SECTION 2.3. VOTING RIGHTS 1
 SECTION 2.4. FINANCIAL OBLIGATIONS OF MEMBERSHIP 2
 SECTION 2.5. TERMINATION OF MEMBERSHIP 2
 SECTION 2.6. SIZE OF MEMBERSHIP 2

ARTICLE III - BOARD OF DIRECTORS 2
 SECTION 3.1. NUMBER OF DIRECTORS 2
 SECTION 3.2. POWERS OF THE BOARD OF DIRECTORS 2
 SECTION 3.3. DUTIES OF THE BOARD OF DIRECTORS 3
 SECTION 3.4. VOTING ON RELIGIOUS PRACTICE ISSUES 3
 SECTION 3.5. TERMS OF OFFICE 3
 SECTION 3.6. EX-OFFICIO DIRECTORS 3
 SECTION 3.7. QUALIFICATIONS FOR OFFICE 3
 SECTION 3.8. NOMINATION OF DIRECTORS 4
 SECTION 3.9. ELECTION OF DIRECTORS 4
 SECTION 3.10. LENGTH OF SERVICE 4
 SECTION 3.11. RESIGNATIONS 5
 SECTION 3.12. VACANCIES 5
 SECTION 3.13. NON-LIABILITY OF DIRECTORS 5
 SECTION 3.14. INDEMNIFICATION 6
 SECTION 3.15. INSURANCE 6
 SECTION 3.16. COMPENSATION 7

ARTICLE IV – OFFICERS 7
 SECTION 4.1. NUMBER OF OFFICERS 7
 SECTION 4.2. QUALIFICATION FOR OFFICERS 7
 SECTION 4.3. ELECTION AND TERM OF OFFICE OF OFFICERS 7
 SECTION 4.4. REMOVAL AND RESIGNATION 7
 SECTION 4.5. VACANCIES 7
 SECTION 4.6. DUTIES OF PRESIDENT 8
 SECTION 4.7. DUTIES OF VICE PRESIDENT 8
 SECTION 4.8. DUTIES OF SECRETARY 8
 SECTION 4.9. DUTIES OF TREASURER 9

ARTICLE V- EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS 10
 SECTION 5.1. EXECUTION OF INSTRUMENTS 10

SECTION 5.2. CHECKS AND NOTES	10
SECTION 5.3. DEPOSITS	10
ARTICLE VI- CONGREGATIONAL RECORDS AND REPORTS	10
SECTION 6.1. MAINTENANCE OF CONGREGATIONAL RECORDS	10
SECTION 6.2. DIRECTORS' INSPECTION RIGHTS	11
SECTION 6.3. RIGHT TO COPY AND MAKE EXTRACTS	11
ARTICLE VII- COMMITTEES	11
SECTION 7.1. EXECUTIVE COMMITTEE.....	11
SECTION 7.2. OTHER COMMITTEES.....	11
SECTION 7.3. QUALIFICATIONS FOR COMMITTEES.....	12
SECTION 7.4. MEETINGS AND ACTION OF COMMITTEES.....	12
ARTICLE VIII – MEETINGS	12
SECTION 8.1. ANNUAL MEMBERSHIP MEETINGS	12
SECTION 8.2. SPECIAL MEMBERSHIP MEETINGS.....	12
SECTION 8.3. NOTICE OF MEMBERSHIP MEETINGS.....	12
SECTION 8.4. QUORUM AND VOTE FOR MEMBERSHIP MEETINGS.....	13
SECTION 8.5. REGULAR BOARD OF DIRECTORS MEETINGS.....	13
SECTION 8.6. SPECIAL BOARD OF DIRECTORS MEETINGS	13
SECTION 8.7. PLACE OF BOARD OF DIRECTORS MEETINGS.....	13
SECTION 8.8. NOTICE OF BOARD OF DIRECTORS MEETINGS.....	13
SECTION 8.9. CONTENTS OF NOTICE OF BOARD OF DIRECTORS MEETINGS.....	14
SECTION 8.10. WAIVER OF NOTICE OF BOARD OF DIRECTORS MEETINGS AND CONSENT TO HOLDING MEETINGS	14
SECTION 8.11. QUORUM FOR BOARD OF DIRECTORS MEETINGS.....	14
SECTION 8.12. MAJORITY ACTION AS BOARD OF DIRECTORS ACTION	14
SECTION 8.13. ACTION BY UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS WITHOUT MEETING.....	15
SECTION 8.14. CONDUCT OF MEETINGS	15
SECTION 8.15. VOTING BY PROXY.....	15
ARTICLE IX - FISCAL YEAR	16
ARTICLE X. AMENDMENT OF BYLAWS	16
SECTION 10.1. AMENDMENT OF ARTICLES	16
SECTION 10.2. CERTAIN AMENDMENTS	16
ARTICLE XI- PROHIBITION AGAINST SHARING CONGREGATIONAL PROFITS AND ASSETS.....	16
ARTICLE XII – MISCELLANEOUS	16
SECTION 12.1. CONGREGATIONAL OFFICES	16
SECTION 12.2. ROBERT'S RULES OF ORDER	17
CERTIFICATE	17

**KEHILLAT ETZ CHAYIM
AMENDED AND RESTATED BYLAWS**

ARTICLE I - NAME, PURPOSE

SECTION 1.1. NAME

This Congregation shall be known as Kehillat Etz Chayim or Congregation Etz Chayim.

SECTION 1.2. PURPOSE

The primary objectives and purposes of the Congregation are to establish and operate a Jewish synagogue.

ARTICLE II- MEMBERSHIP

SECTION 2.1. QUALIFICATIONS

Any Jewish person, and any person who is not Jewish with personal reasons satisfactory to the Board of Directors (including, but not limited to, current or previous marriage to a Jewish person, raising Jewish children, or desire to convert to Judaism), may become a member of the Congregation regardless of race, sex, sexual orientation, marital status, national origin, disability or age.

SECTION 2.2. GENERAL RIGHTS AND PRIVILEGES OF MEMBERSHIP

Members of the Congregation in good standing shall enjoy the fellowship of the Congregation for religious services, life cycle events, and education and various other programs and activities, assisted by the services of the professional staff and using the facilities of the Congregation and other privileges that may be exclusively provided to members or with priority being given to members.

SECTION 2.3. VOTING RIGHTS

Each individual member of the Congregation, and each adult in a membership family unit (other than an unmarried adult child living in the household or a financially dependent adult child) shall be a voting member entitled to one vote. Determination of voting status based on other family circumstances may be made by the Board in its discretion.

SECTION 2.4. FINANCIAL OBLIGATIONS OF MEMBERSHIP

Ability to pay dues, assessments, and other fees and charges shall not be a bar to membership. Those with the ability to do so are encouraged to contribute beyond basic dues, assessments, and other fees and charges (their "Fair Share"). Members of the Congregation shall pay financial obligations in such amounts and at such times as shall be determined by the Board of Directors. Financial obligations, as used herein, shall mean dues, assessments, and other fees and charges. All financial obligations are payable in advance, either annually or in installments, as fixed by the Board of Directors, and a member of the Congregation shall be considered delinquent if payment is not made within ninety days after the due date.

SECTION 2.5. TERMINATION OF MEMBERSHIP

Any member of the Congregation may resign his or her membership by providing notice as required by the Board of Directors. A membership may be terminated or suspended at the direction of the Treasurer in the case of a member becoming delinquent as set forth in Section 2.4 above; or for just cause by the affirmative vote of three-fourths of the Board of Directors present.

SECTION 2.6. SIZE OF MEMBERSHIP

It is the goal of the Congregation to remain a small community synagogue. Accordingly, on an ongoing basis, the Board of Directors will review with the Membership Committee the size of the congregation to ensure that our goals for growth in membership does not conflict with our goals to maintain our distinctive Etz Chayim small community environment.

ARTICLE III - BOARD OF DIRECTORS

SECTION 3.1. NUMBER OF DIRECTORS

The Board of Directors shall be composed of at least ten, but no more than 18 elected Directors, plus such ex-officio Directors as are provided for in Section 3.6 of these Bylaws. The exact number of Directors shall be set annually, within the above limits, in conjunction with the annual membership meeting of the Congregation, or from time to time by a resolution adopted by the Board of Directors amending such exact number.

SECTION 3.2. POWERS OF THE BOARD OF DIRECTORS

The activities and affairs of the Congregation shall be conducted, and all Congregational powers shall be exercised by or under the direction of the Board of Directors, subject to the provisions of Articles of Incorporation, these Bylaws and the California Nonprofit Religious Corporation Law.

SECTION 3.3. DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Directors to:

(a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Congregation, or by these Bylaws, including budget approval, and setting dues, assessments and fees;

(b) appoint and remove, and employ, supervise and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all, agents and employees of the Congregation, either directly or by delegating some or all of such duties to an executive director or individual in a similar role;

(c) elect, supervise and remove all officers of the Congregation to assure that their duties are properly performed; and

(d) meet at such time and places as required by these Bylaws.

SECTION 3.4. VOTING ON RELIGIOUS PRACTICE ISSUES

The Congregation is not affiliated with any established movement of Judaism; therefore it is the responsibility of the Religious Practices and the Bar/t Mitzvah committees to create, maintain and adjudicate religious practices, with the assistance of the Rabbi and the approval of the Board. Since the Directors reflect the diversity of religious practice within the Congregation, as with all issues, religious practice issues brought to the Board will be fully briefed and discussed to educate the Directors concerning the issue. Thereafter, each Director is required to abstain from voting on religious practice issues whenever the Director feels an issue is beyond the sphere of the Director's personal experience, interest or knowledge.

SECTION 3.5. TERMS OF OFFICE

The full term of each Director is three years or such shortened term as indicated when the Director is elected, and the terms shall be staggered so that, to the extent possible, one-third of the Directors are elected every year to full three- year terms.

SECTION 3.6. EX-OFFICIO DIRECTORS

In addition to elected Directors, the Immediate Past President of the Congregation, the Secretary, Treasurer and the chair of the Finance Committee and of such other committee chairs (to a maximum of three) as the Board of Directors may specify, each shall be a Director ex-officio with vote for so long as they hold such position.

SECTION 3.7. QUALIFICATIONS FOR OFFICE

All Directors shall be members of the Congregation in good standing and shall remain such throughout their term.

SECTION 3.8. NOMINATION OF DIRECTORS

The Board of Directors shall designate three or more Directors (who may also be serving as officers of the Congregation) to constitute a Nominating Committee and delegate to such Nominating Committee the power to nominate one candidate for each of the Directorships to be filled at the forthcoming annual meeting of the Congregation. The Nominating Committee shall strive to nominate candidates who are broadly representative of the Congregation, whose opinions and perspectives are important to the governance of the Congregation, and who have a commitment to the Congregation and the future of the Jewish people. Additional candidates may be nominated by any member of the Board of Directors. Further, any member of the Congregation who meets the requirements for qualifications for office as set forth in Section 3.7 may nominate himself or herself as a candidate for a Directorship to be filled at the forthcoming annual meeting of the Congregation, by filing a written nomination with the Board of Directors including therewith a short biographical sketch.

All nominations must be submitted to the Secretary not less than thirty-five days before the annual membership meeting and shall designate the term for which each person is nominated.

SECTION 3.9. ELECTION OF DIRECTORS

(a) Notice of Meeting. As part of the notice of annual meeting of members of the Congregation pursuant to Section 8.3, the Secretary shall post on the Congregation website and cause to be mailed (either by electronic mail or by U.S. mail, if requested) to the members of the Congregation a notice which shall inform the members of the Congregation of: (a) the date, time and place of the meeting; (b) all of the candidates nominated; (c) a short biographical sketch about each candidate; and (d) the term for which each was nominated.

(b) Election. Any election in which the number of candidates for any particular term exceeds the Directorships to be filled for such term shall be conducted by means of a secret written ballot. Those candidates equal in number to the Directorships to be filled for each term who receive the highest number of votes cast at the annual membership meeting shall be those elected.

(c) Taking Office. Elected Directors shall take office at the first meeting of the Board of Directors after the annual membership meeting. A Director shall serve until a successor has been elected and installed pursuant to these Bylaws.

SECTION 3.10. LENGTH OF SERVICE

An elected Director may serve no more than six consecutive years, including any service as an ex-officio Director, except that a Director serving as Immediate Past President may serve up to seven consecutive years if his/her service as Immediate Past President is the seventh year of service.

A member of the Board of Directors shall serve no more than four consecutive years as an ex-officio Director.

A Director who has served six consecutive years (or seven years in the case of an Immediate Past President), including service as an elected Director and/or an ex-officio Director, may not be elected for further years of service until two years after the termination of his or her term. For the purposes of this subsection, service on the Board of Directors for less than a full calendar year shall not be considered.

SECTION 3.11. RESIGNATIONS

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice, or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3.12. VACANCIES

Vacancies on the Board of Directors shall exist: (a) on the death, resignation or removal of any Director; and (b) whenever the number of authorized Directors is increased.

The Board of Directors may vote to declare vacant the office of a Director: (a) who has been declared of unsound mind by a final order of court, or convicted of a felony; (b) who has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 9233 of the California Nonprofit Religious Corporation Law; or (c) with or without cause, upon a vote to remove of at least 80% of all of the voting members of the Board of Directors, excluding the Director to be removed.

Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office; (b) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waiver of notice complying with these Bylaws; or (c) a sole remaining Director.

A person elected to fill a vacancy as provided by this section shall hold office until the earlier of the next annual election of the Board of Directors or until his or her death, resignation or removal from office; provided, however, that if at any time four or more of the members of the Board of Directors are holding office by virtue of appointment and the next annual meeting of the Board of Directors is scheduled to be held more than four months from the date of the appointment of the fourth appointed member of the Board of Directors, the Board of Directors shall call a special meeting of the members of the Congregation for purposes of electing persons to fill all such vacancies, such special meeting to be held within 90 days of the appointment of the fourth appointed member.

SECTION 3.13. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Congregation.

SECTION 3.14. INDEMNIFICATION

(a) To the fullest extent permitted by law, the Congregation shall indemnify its Directors, officers, professional staff, employees and other persons described in Section 9246(a) of the California Nonprofit Religious Corporation Law, 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 Congregation, by reason of the fact that such person is or was a person described by that Section. “Expenses,” as used in these Bylaws, shall have the same meaning as in Section 9246(a) of the California Nonprofit Religious Corporation Law.

(b) On written request to the Board of Directors by any person seeking indemnification under Section 9246(b) or (c) of the California Nonprofit Religious Corporation Law, the Directors shall promptly determine in accordance with Section 9246(a) of the California Nonprofit Religious Corporation Law whether the applicable standard of conduct as set forth in Section 9246(b) or (c) has been met, and if it has, the Directors shall authorize indemnification. If the Directors 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 Directors shall promptly call a meeting of the Congregation. At that meeting, the Congregation shall determine under Section 9246(e) of the California Corporations Code whether the applicable standard of conduct as set forth in Section 9246(b) or (c) has been met, and if it has, the members of the Congregation present at the meeting shall authorize indemnification.

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

SECTION 3.15. INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Congregation (including a Director, officer, employee or other agent of the Congregation) against any liability other than for violating provisions of law relating to self-dealing (Section 9243 of the California Nonprofit Religious Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Congregation would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

SECTION 3.16. COMPENSATION

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties for purposes and with limits authorized by the Board of Directors.

ARTICLE IV - OFFICERS

SECTION 4.1. NUMBER OF OFFICERS

The officers of the Congregation shall be a President, a Vice President, a Secretary and a Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as President. The Board of Directors may appoint such other officers as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4.2. QUALIFICATION FOR OFFICERS

Any member of the Congregation may serve as an officer of the Congregation. The President and the Vice President must be elected members of the Board of Directors and be Jewish.

SECTION 4.3. ELECTION AND TERM OF OFFICE OF OFFICERS

Officers shall be elected by the Board of Directors at any time, and each officer shall hold office for a term of one year, until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. An officer shall serve no more than two consecutive one-year terms in a particular office and may not be reelected to that particular office until two years after the termination of his or her elected term. For the purposes of this subsection, service as an officer for less than a full calendar year shall not be considered. An elected officer who has served six consecutive years as an elected officer in any office may not be reelected to any office until two years after the termination of his or her elected term.

SECTION 4.4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Congregation. Any such resignation shall take effect at the date of receipt of such notice, or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4.5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer, shall be filled by the Board of Directors. In the event of a vacancy in any office other than

that of President, such vacancy may be filled temporarily by appointment by the President, such appointee to serve until such time as the Board of Directors fills the vacancy.

SECTION 4.6. DUTIES OF PRESIDENT

The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Congregation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at meetings of the Board of Directors and of the membership. Other than the Nominating Committee, the President shall appoint the chair of each committee or ratify the chair elected by a committee. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Congregation, execute such legal documents which may from time to time be authorized by the Board of Directors.

SECTION 4.7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by the Bylaws, or as may be prescribed by the President or the Board of Directors.

SECTION 4.8. DUTIES OF SECRETARY

The Secretary shall:

- a. Certify and keep at the principal office of the Congregation the original, or a copy of these Bylaws as amended or otherwise altered to date;
- b. Keep, directly or through the supervision of employees of the Congregation, at the principal office of the Congregation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Board of Directors and all membership meetings of the Congregation, recording therein the time and place of holding, whether regular or special how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, together with any resolutions and policies formulated and approved by the Board of Directors;
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d. Be custodian of the records of the Congregation;
- e. Keep at the principal office of the Congregation, a record of the name and address of each member of the Congregation and, in the case where any membership has been terminated, a record of such fact together with the date on which such membership ceased;

f. Exhibit at all reasonable times to any Director of the Congregation, or to his or her agent, on request therefor, the Bylaws, the membership data, and the minutes of the proceedings of the Board of Directors; and

g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by the Bylaws, or as may be prescribed by the Board of Directors.

SECTION 4.9. DUTIES OF TREASURER

Subject to the provisions of Article V of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

a. Have charge and custody of, and be responsible for, all funds and securities of the Congregation, and deposit all such funds in the name of the Congregation in such banks, trust companies or other depositories as shall be selected by the Board of Directors;

b. Receive, and give receipt for, moneys due and payable to the Congregation from any source, directly or through the supervision of employees of the Congregation;

c. Disburse, or cause to be disbursed, directly or through the supervision of employees of the Congregation, the funds of the Congregation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

d. Keep, directly or through the supervision of employees of the Congregation, and maintain adequate and correct accounts of the Congregation’s properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses (audited annually by an outside independent accounting firm);

e. Exhibit at all reasonable times the books of account and financial records to any Director of the Congregation or to his or her agent, on request therefor;

f. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Congregation;

g. Prepare or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by the Bylaws, or as may be prescribed by the Board of Directors.

ARTICLE V- EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 5.1. EXECUTION OF INSTRUMENTS

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

SECTION 5.2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Congregation shall be signed by either the Treasurer or the President of the Congregation, except that disbursements of Congregation funds in excess of an amount annually designated by the Board by resolution passed at the first meeting of the fiscal year shall require signatures of two individuals authorized by the Board.

SECTION 5.3. DEPOSITS

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

ARTICLE VI- CONGREGATIONAL RECORDS AND REPORTS

SECTION 6.1. MAINTENANCE OF CONGREGATIONAL RECORDS

The Congregation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and

(c) A copy of the Congregation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Congregation at all reasonable times during office hours.

SECTION 6.2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute 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 Congregation.

SECTION 6.3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent and the right to inspection includes the right to copy and make extracts.

ARTICLE VII- COMMITTEES

SECTION 7.1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate two or more of its Directors (who may also be serving as officers of the Congregation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Congregation, except with respect to: (a) the approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members of the Congregation or of a majority of all of the members of the Congregation; (b) the filling of vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors; (c) the amendment or repeal of Bylaws or the adoption of new Bylaws; (d) the amendment or repeal of any resolution of the Board of Directors unless by its express terms such resolution is so amendable or repealable; or (e) the appointment of committees of the Board of Directors or the members thereof.

The Board of Directors may, by a majority vote of Directors, at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two, the number of its members, and fill vacancies therein from the members of the Board of Directors. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the Congregational records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

SECTION 7.2. OTHER COMMITTEES

The Board of Directors shall designate or terminate such standing committees, including Finance committee and Religious Practices committee, or special committees as may be necessary and proper, designating one member of the Congregation as the chair. The chair shall serve at the pleasure of the Board of Directors. The President shall be an ex-officio member with vote of all committees other than the Nominating Committee. Such committees may consist of persons who are not also members of the Board of Directors.

SECTION 7.3. QUALIFICATIONS FOR COMMITTEES

All members of such committees shall be members of the Congregation. Members of the Religious Practices committee and the Bar/t Mitzvah committee must be members of the Congregation who are Jewish.

SECTION 7.4. MEETINGS AND ACTION OF COMMITTEES

Each committee shall have at least one formal meeting per year. Formal meetings shall be listed on the Congregational calendar and shall be open to all members of the Congregation. Each committee shall report to the Board of Directors at the Board meeting following the formal meeting, and at such other times as reasonably requested by the President.

ARTICLE VIII- MEETINGS

SECTION 8.1. ANNUAL MEMBERSHIP MEETINGS

An annual meeting of the members of the Congregation shall be held each year during either the month of May or June at such date, time and place, as may be determined by the Board of Directors. The Board of Directors shall report the financial condition of the Congregation and other matters pertaining to its administration to the members of the Congregation at each annual meeting. At each annual meeting, the members of the Congregation shall vote on the election of members to the Board of Directors and on such other matters, if any, which the Board of Directors, by resolution, elect to put to the membership for vote.

SECTION 8.2. SPECIAL MEMBERSHIP MEETINGS

Special meetings of members of the Congregation may be called at any time by the President and must be called within ten days (a) upon the written request of five elected members of the Board of Directors or a majority of the voting members of the Board of Directors or (b) upon the written request of at least fifteen percent of the membership of the Congregation, which request shall include the agenda for such special meeting.

SECTION 8.3. NOTICE OF MEMBERSHIP MEETINGS

Not less than twenty-five days notice shall be given of an annual membership meeting. Except as otherwise provided herein, not less than five days notice shall be given of a special meeting of the members of the Congregation. Notices of special meetings shall state the date, time, and place of the meeting and the purpose or purposes thereof. Notice of any meeting of the members of the Congregation shall be given in writing by posting on the Congregation website and by electronic mail or U.S. mail addressed to the members of the Congregation at their addresses as they appear on the record of the Congregation. Notices shall be deemed given when posted on the website, and sent by electronic mail or by deposit thereof with the United States Postal Service in Santa Clara County, postage prepaid.

SECTION 8.4. QUORUM AND VOTE FOR MEMBERSHIP MEETINGS

A quorum for the transaction of business at any meeting of the members of the Congregation shall be 25% of the members of the Congregation entitled to vote. For purposes of this section, a quorum shall include members who are physically present at any meeting as well as those voting by duly authorized absentee ballots. Any action must be approved by a majority of the members of the Congregation voting (either in person or by duly authorized absentee ballot) at a duly held meeting, or such greater percentage as may be required by law, or by the Articles of Incorporation or Bylaws of the Congregation.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Congregation, or by law, no business shall be considered by the membership at any meeting at which a quorum is not present, and the only motion which shall be entertained at such meeting is a motion to adjourn. The members of the Congregation present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Congregation.

SECTION 8.5. REGULAR BOARD OF DIRECTORS MEETINGS

Regular meetings of Directors shall be held at the discretion of the Board of Directors, but no less often than quarterly.

SECTION 8.6. SPECIAL BOARD OF DIRECTORS MEETINGS

Special meetings of the Board of Directors may be called by the President and must be called within ten days upon written request of at least five elected members of the Board of Directors. Notice for special meetings of the Board of Directors must be provided by electronic mail or by U.S. mail.

SECTION 8.7. PLACE OF BOARD OF DIRECTORS MEETINGS

Meetings shall be held at such times, places and dates as fixed by the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all Directors participating in such meeting can hear one another.

SECTION 8.8. NOTICE OF BOARD OF DIRECTORS MEETINGS

Regular and special meetings of the Board of Directors shall be held upon five days' notice by first-class mail; posting on the Congregation calendar on its website; or notice delivered personally, by telephone or by electronic mail. Notices shall be deemed given when posted on the website, sent by electronic mail or by deposit thereof with the United States Postal Service in Santa Clara County, postage prepaid. Such notices shall be addressed to each member at his or her address as shown on the books of the Congregation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the

meeting adjourned and if such adjourned meeting is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than 24 hours from the time of the original meeting.

SECTION 8.9. CONTENTS OF NOTICE OF BOARD OF DIRECTORS MEETINGS

Notice of Board of Director meetings shall specify the date, time and place of the meeting and a draft agenda for the meeting. The Board of Directors will make a reasonable effort to publish the full text of any significant proposed resolution to be considered at a meeting in such notice.

SECTION 8.10. WAIVER OF NOTICE OF BOARD OF DIRECTORS MEETINGS AND CONSENT TO HOLDING MEETINGS

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

SECTION 8.11. QUORUM FOR BOARD OF DIRECTORS MEETINGS

A quorum shall consist of one half of the Directors. A Director is considered present at a meeting whether attending in person or by conference telephone or similar communications equipment as permitted in Section 8.7. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Congregation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum is not present, and the only motion which shall be entertained at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give notice of the time and place of any adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Congregation.

SECTION 8.12. MAJORITY ACTION AS BOARD OF DIRECTORS ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of the Congregation, or the provisions of the California Nonprofit Religious Corporation

Law, including, but not limited to, those provisions relating to transactions in which a Director has a material financial interest (Section 9243) and indemnification of Directors (Section 9246(e)), require a greater percentage or different voting rules for approval of a matter by the Board of Directors. Budget approval or hiring or firing decisions related to the Rabbi or the executive director of the Congregation shall require a vote of an absolute majority of the Directors (rather than a majority of the Directors present at a meeting). The Board will publish minutes of its meetings, including text of any resolutions passed, on the Congregational website within seven days of their approval.

SECTION 8.13. ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall consent in writing, including by electronic mail, to such action. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the Congregation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 8.14. CONDUCT OF MEETINGS

Meetings of the Board of Directors or the members of the Congregation shall be presided over by the President of the Congregation or, in his or her absence, by the Vice President of the Congregation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Congregation shall act as secretary of all meetings, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Any member of the Congregation may attend any meeting of the Board of Directors. Any member interested in pending issues may submit written statements or speak during the meeting's Open Forum. Notwithstanding the foregoing, in order to conduct business which the President deems to be confidential, including but not limited to discussion of personnel matters or contracts under negotiation, attendance at the portion of meeting related to such matters may be limited to Directors and the meeting minutes may omit details of such discussions.

SECTION 8.15. VOTING BY PROXY

No vote by proxy shall be permitted at any meeting of the members of the Congregation or of the Board of Directors. Voting by Members of the Congregation may be by absentee ballot unless prohibited by resolution of the Board of Directors.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Congregation shall be July 1 through June 30.

ARTICLE X. AMENDMENT OF BYLAWS

SECTION 10.1. AMENDMENT OF ARTICLES

Subject to any provision of law applicable to the amendment of Bylaws of religious nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the Board of Directors; provided however, that an amendment to Sections 2.1, 2.3, 3.7, 4.2, 5.3, or 10.1 (relating to changing the qualifications for membership in the Congregation or the qualifications for a Director, officer or committee member) must also be approved by an affirmative vote of a majority of all of the members of the Congregation.

SECTION 10.2. CERTAIN AMENDMENTS

Notwithstanding the above section of this Article, the Congregation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the incorporator, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Congregation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XI- PROHIBITION AGAINST SHARING CONGREGATIONAL PROFITS AND ASSETS

No director, officer, employee, or other person connected with the Congregation, or any private individual, shall receive any of the net earnings or pecuniary profit from the operations of the Congregation at any time, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Congregation in effecting any of its religious purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Congregational assets on dissolution of the Congregation.

ARTICLE XII - MISCELLANEOUS

SECTION 12.1. CONGREGATIONAL OFFICES

The principal office of the Congregation for the transaction of its business is located at 4161 Alma Street, in Palo Alto, Santa Clara County, California. The county of the Congregation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of

Directors may, however, change the principal office from one location to another within the named county. The Congregation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

SECTION 12.2. ROBERT’S RULES OF ORDER

Except as otherwise provided in these Bylaws, the procedure to be followed at all meetings of the membership, Board of Directors, and committees is that of Robert’s Rules of Order.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of Congregation Etz Chayim and that such Amended and Restated Bylaws were duly adopted by the Board of Directors of the Congregation on the date set forth below.

As amended: _____2008

Preeva Tramiel, Secretary