

Proposed Temple Sinai Bylaws Amendments

Temple Sinai Annual Meeting
June 2, 2024

There are three separate Bylaws Amendments motions for the membership to consider:

Motion 1: Simplify the notice requirements and allow for email to be sent by default:

- Article IX Sections 1 and 2 remove the “mailing” instructions here and relocate them to a new Section 5
- Article IX new Section 5 explains how email vs regular mail notice will work.

Motion 2: Fix Bylaws wording around elections

- Article IX Section 1 better defines how contested vs uncontested elections will work
- Article XI, Section 2 fixes up slate definition

Motion 3: Quorum reductions

- Article IX Section 3 reduces quorum for uncontested elections to 10% immediately and reduces quorum for all other business to 10% in subsequent meetings if quorum fails at 20%

Each motion for amendment to the Bylaws shall be voted upon separately by the congregation.

The following pages contain the details of the suggested textual changes, the purpose of the changes and insightful notes from the Bylaws Committee.

A very special “Thank You” to our Bylaws Committee who so thoughtfully considered and prepared these motions:

Michael Cohen (Secretary of the Board, Chair of the Committee)

Rose Petersky (At-large Board Member)

Al Alderman

Barbara Weinberg

Caren Jenkins

MOTION 1

Context

In the modern era it is becoming increasingly more practical and convenient to keep the membership informed by email instead of by regular mail. Switching the default form of notice to email from postal mail reduces our costs and reduces the burden on our administrative staff. Additionally, some of our notice requirements become a lot easier when we are sending messages that are delivered instantly, instead of having to wait for 5 or more days for delivery. Postal mail will always remain an option for our members who prefer it, but email will be the default unless you request postal mail.

Summary

Motion 1: Simplify the notice requirements and allow for email to be sent by default:

- Article IX Sections 1 and 2 remove the “mailing” instructions here and relocate them to a new Section 5
- Article IX new Section 5 explains how email vs regular mail notice will work.

Suggested Textual Changes - Motion 1

Article IX, Section 1 and 2

In Section 1, final paragraph, replace: “shall be mailed” with “shall be given”.

In Section 2, replace “and written notice shall be mailed to all Membership Units” with: “and notice shall be given to all Membership Units”.

Purpose:

- Remove notice details from Section 2, provide a new more general Notice section instead.

Notes:

- Bylaws committee decided that it would be best to put details of how notice works in a new section.

Article IX, new Section 5

“Notice of the Annual or any Special Meeting of the Congregation shall be by electronic mail or first-class mail to each Membership Unit with an email address or mailing address in the Congregational records. Notice shall be sent by electronic mail preferentially, but shall be sent by first-class mail to any Membership Unit so requesting.”

Purpose:

- To make clear that we will work by email primarily, but that regular mail is always an option.

Notes:

- This section is drawn almost verbatim from the Brooklyn Heights Synagogue Bylaws provided by Al Alderman.

MOTION 2

Context

There are a number of issues with the text of our Bylaws in how elections are run in different circumstances. This technical amendment fixes up issues in the original text, and better defines what to do in more ambiguous circumstances. The Bylaws Committee discovered these issues while working on changes for Motion 3. Passage of this motion should be considered a pre-requisite for passage of Motion 3, since the changes in this motion define terms required in Motion 3. However, even if Motion 3 does not pass, these changes are very important in case of disputes around elections.

Summary

Motion 2: Fix Bylaws wording around elections

- Article IX Section 1 better defines how contested vs uncontested elections will work
- Article XI, Section 2 fixes up slate definition

Suggested Textual Changes - Motion 2

Article IX, Section 1

Insert the following between the first and second paragraphs:

"If there are no nominations from the Membership for positions for which the Board of Trustees has also nominated in the slate, the entire slate shall be subject to a single up or down uncontested election.

Any nominations from the Membership for positions to which the Board has not nominated anyone in the slate shall be subject to individual up or down uncontested elections.

Any Officer positions for which there are both nominations from the Membership and nominations from the Board slate shall be detached from the slate and subject to individual contested election.

If, between Membership nominations and the Board slate, there are more nominations for at-Large Board positions than there are available positions, then all at-Large Board positions shall be detached from the slate and subject to a single contested election.

In that election, each Membership Unit may vote for as many candidates as there are available positions, and no more than once for any candidate. The candidates with the most votes shall be elected to the available positions."

Purpose:

- We want to clarify what happens when contested elections occur.

Notes:

- Officer contested elections will be individually detached from the slate
- If there are more than X nominations for at-Large positions (where X is the number of positions available) then all at-Large positions will be detached from the slate and a top-X contested election held.
- We include explicit statements about what is a contested or uncontested election, since we have specific language for quorum around contested vs uncontested elections

Article XI, Section 2

Replace the words “at least one nomination” with “up to one nomination”.

Purpose:

- If people cannot be found to fill some roles on the Board, it should still be a valid slate.
- A slate shouldn't have more than one nomination for each position, otherwise it's not a slate.

Notes:

- This was almost certainly an oversight in the original drafting.

MOTION 3

Context

In our most recent elections for the 2023-2024 Temple year, we had significant issues reaching a quorum of 20%. Elections at Temple Sinai are typically uncontested, and failure to meet quorum on uncontested elections causes headaches for our members, and our Board. This amendment would reduce the quorum requirement to 10% (the Nevada state minimum) for uncontested elections.

For all other business (including contested elections) the quorum remains initially at 20%. However, if quorum is not reached, the Board can call a special meeting with a quorum requirement of 10% to consider that business. This allows us to get through all business with a 10% quorum (eventually), if the 20% quorum meeting fails to meet quorum.

These changes are very important to ensure the smooth running of Temple business, without troubling members who choose not to attend such meetings, or forcing members who do choose to attend these meetings to jump through hoops to help get business passed.

Summary

Motion 3: Quorum reductions

- Article IX Section 3 reduces quorum for uncontested elections to 10% immediately and reduces quorum for all other business to 10% in subsequent meetings if quorum fails at 20%

Suggested Textual Changes - Motion 3

Article IX Section 3

Replace this with:

“Ten percent (10%) of the Membership Units in good financial standing shall constitute a quorum for the purpose of uncontested elections. Twenty percent (20%) of the Membership Units in good financial standing shall constitute a quorum for the purpose of any other business, including contested elections.

If any agenda items requiring 20% quorum are not voted upon during the meeting due to failing to meet quorum, the Board of Trustees may call an additional Special meeting to reconsider only these agenda items, with no amendments. At this Special meeting, a 10% quorum shall apply to these agenda items. If quorum is not reached, further Special meetings may be called to reconsider only these agenda items, with no amendments, with a 10% quorum, until they receive a vote.”

Purpose:

- To ensure that quorum requirements are eased if we fail to meet quorum, and to ensure uncontested elections have a lower bar.

Notes:

- The Board can keep calling 10% meetings until all agenda items receive a vote.
- We consider that failure to achieve a quorum, and 5 days notice for a Special meeting, is sufficient diligence before lowering the quorum bar.