

Minutes from the Temple Beth Israel Board Meeting
March 13, 2016 9:30 AM (first hour of TBI Board Retreat)
180 E. 11th Ave, Eugene, Oregon

Present: Richard Argosh, Maram Epstein, Michael Griffel, Jeff Kirtner, Nina Korican, Bruce Kreitzberg, Jessica Lambricht, Justine Lovinger, Geraldine Moreno-Black, Nathan Philips, Jared Rubin, Mindy Schlossberg, Aura Solomon, Craig Starr, Amy Steckel, Pearl Wolfe

Regrets: Scott Fellman, Rabbi Ruhi Sophia Motzkin Rubenstein

Agenda

- Opening Blessing
- Torah study - none (Rabbi Ruhi Sophia was teaching Talmud Torah during the Board Meeting and joined the Board Retreat later.)
- Minutes from the February 11, 2016 TBI Board Meeting.
 - Minutes amended:
 - 1) Alan Laimon's name was incorrectly spelled.
 - 2) Requested that there be clarification regarding the By-Laws Update and Discussion regarding the 3rd item, Youth membership and participation. Here is the clarification: There was a great deal of discussion regarding Youth membership voting in general and participation on the TBI Board. The Board had differing perspectives on Youth membership being allowed to vote on "matters that directly affect the finances or personnel of the Congregation", some Board members were strongly in favor of Youth membership being allowed to vote on all matter, while others we opposed. There were two formal motions regarding this proposed section of By-Laws. The first vote was on a motion that Youth membership could not vote not "matters that directly affect the finances or personnel of the Congregation", including the Youth representative(s) to the Board. This motion failed by a vote 5 in-favor; 7 opposed. This motion failed because while a majority of Board members felt that the general Youth membership should not vote on "matters that directly affect the finances or personnel", many felt that the Youth representative(s) to the Board should be allowed to vote on all matters at Board meetings. A second motion was made: that a. Youth membership not be allowed to vote on "matters that directly affect the finances or personnel of the Congregation" and b. that TBI Youth Board Representative(s) be to allow to vote on all matters at TBI Board meetings (including finances and personnel) – this motion was approved by a vote of 9 in-favor; 4 opposed. Those who opposed this motion wanted all Youth membership to be able to vote on all matters.

3) Requested that there be a correction in the wording of the motion regarding the By-Laws Update and Discussion of Item 5, Recall of trustees or officers. The correct wording for the motion is: "If removal is by Congregation without Board action, 2/3 majority required; if Board takes the action, 2/3 of Board majority required and simple majority (over 50%) required from Congregation."

Action: The Amended Minutes from the February 11, 2016 TBI Board Meeting - unanimously approved.

- Staff Reports submitted in the Board Meeting packet sent to Board
 - Rabbi – No additions.
 - Executive Director - Additionally reminded Board to sign-up to attend the Auction.
 - Talmud Torah – No additions.

- Finance Update
 - Financial Statements - Amy Steckel reported that the financial statements look pretty good right now. TBI may not need to take money from reserves for the shortfall expected in the original budget. Talmud Torah is behind about \$10,000, right now. Preschool is on target. Rabbi Yitz retirement fund has met the minimum requirement. First version of next year's budget will be going to Finance Committee for review. Board may want to consider spending some surplus/reserves on building needs. Talmud Torah request to have some painting done in some rooms. It was also stated that Talmud Torah students should be reminded to respect the building, not write on walls and not leave messes.
 - Portland Street Building – TBI received last the \$50,000 amount owed for the purchase of the building---the lien is resolved. Want to thank Arden for his work. May want to consider having a plaque (historical marker) stating that TBI was as the Portland Street building located for many years. The owners of the building are supportive. Their was discussion about who would be willing to take on this project. Nina will put a call for someone to take on the project in the Newsletter and Board members will help identify who would take this on. Bruce and Aurora agreed to form a committee to address this.
 - TBI Now - It is great the Portland Street building is sold, but it does not affect the annual budget much, as the difference in lease payments from rent on the Portland Street Building and the interest savings resulting of using the proceeds of the sale of the Portland Street Building to pay down the debt, are very similar, in fact lease payments were slightly higher.
 - By-Laws- Craig re-wrote the draft By-laws to accommodate changes from Board. The committee working on the By-laws revisions reviewed and made some new revisions.
 - SUMMARY OF FURTHER PROPOSED REVISIONS/EDITS TO REVISED BYLAWS SINCE FEBRUARY 11 BOARD MEETING:
 - Item 1. "Who is included in quorum counts and among the required number of congregants to request a special congregational meeting or to challenge the Board's decision not to renew/extend a rabbinic contract?
Last month, the Board approved Revised Bylaws including a provision for a special membership category, youth membership, with specific voting limitations. Should youth members, or any special membership categories with voting limitations, be included in a

quorum count, or among the required number of congregants to request a special congregational meeting or to challenge the Board's decision not to renew/extend a rabbinic contract, when they would not be allowed by the terms of their special membership category to vote on the matter?

- a. Quorum Count for Congregational Meetings, Article II, Section 2(e)(i) This proposed revision would preclude counting within a quorum for a congregational meeting any person qualified for membership solely as a special member and who is precluded by the terms of that special membership from voting on the matter that will be the voted on at the meeting.
(NOTE: Section 2(e) is a new section, entitled "Conduct of Meetings", into which I moved pre-existing separate provisions having to do with the conduct of congregational meetings – quorum count and what constitutes a majority vote – together with a new provision requiring the taking of minutes, which is the subject of paragraph 3, below.)
- b. Requesting a Special Congregational Meeting, Article II, Section 2(b)(ii) This proposed revision would preclude from counting among the 36 members required to request a special meeting any person qualified for membership solely as a special member and who is precluded by the terms of that special membership from voting on the matter that will be the subject of the special meeting.
- c. Requesting Reconsideration of a Board Decision to Not Renew/Extend a Rabbinic Contract, Article II, Section 3(b)(iii) and Article III, Section 3(c)(v). This proposed revision would preclude from counting among the 36 members who request reconsideration any person qualified for membership solely as a special member and who is precluded by the terms of that special membership from voting on a rabbinic contract."

Action: Unanimously approved as presented by Craig an inserted into the minutes directly above.

Item 2. "Should we rephrase the provision for payment of dues and other assessments by "family" as follows (Article II, Section 1(f)(iii) and (iv))?

- a. Rephrase the provision in terms of who pays dues collectively as a household rather than who is included in the definition of a "family" for dues paying purposes.
- b. Refer to the adult member, and any spouse or partner, as the head of household, rather than the existing definition of "one or two Jewish adults" and the separate reference to their spouse or partner.
- c. Expressly include disabled or dependent parents of the head(s) of household.
- d. Includes express clarification that anyone else within the household who otherwise qualifies for membership must apply for membership and pay dues in their own right."

There was a great deal of discussion about how to define a household for purposes of paying dues, most of the discussion was about adult children dependents.

Action: It was decided to do some more thinking about the best wording for this.

Item 3. “Should we add specific requirements for the taking of minutes at Board and Congregational meetings and making them available to congregants (except where they concern executive sessions)?”

- a. Article II, Section 2(e)(iii) -- adds requirement for Congregational meetings.
- b. Article III, Section 4(a)(iv) – adds requirement for Board meetings.
- c. Article IV, Section 3(e)(i) – adds requirement for congregational access to records of proceedings kept and maintain by the Secretary.”

Action: Unanimously approved as presented by Craig and inserted into the minutes above.

Item 4. “Reorganization of matters requiring congregational approval/ratification into those requiring approval by a simple majority vote and those requiring a 2/3 majority vote. Article II, Section 3(a) and (b).” This is simply a reorganization of the list of previously existing – and previously approved – matters that the Congregation must approve into two groups, according to the kind of majority required for approval. It was suggested that this reorganization will make that list easier to read and understand.

Two matters on the list also have been proposed for stylistic edits, but those are to be separately considered:

- a. The provision providing for a method to reverse the Board’s decision not to renew/extend a rabbinic contract – see Paragraph 6, below; and
- b. The provision providing for prior congregational approval of real property transactions – see paragraph 7, below.”

Action: Unanimously approved as presented by Craig and inserted into the minutes above.

Item 5. “Congregational vote on Board-approved rabbinic contract. Article II, Section 3(a)(vi) and Article III, Section 3 Language that describes the limited issue on which the congregation is voting is re-phrased to substitute “confirm or not confirm” for “confirm or reverse”.

Action: Have the wording clarify that vote on Rabbinical contract is “confirm or not confirm”, unanimously approved with this clarification to what was presented by Craig and inserted into the minutes above.

Item 6. “Provision for method to request reconsideration of the Board’s decision to not renew/extend a rabbinic contract. Article II, Section 3(b)(iii), and Article III, Section 3(c)(v).” The proposed revision rephrases this provision to make clear what was previously implied: that the request by 36 member for reconsideration is a procedural prerequisite to a congregational vote to reconsider the Board’s action, and that “at least” 36 members must request reconsideration. No substantive change is made or intended.

Action: Unanimously approved as presented by Craig and inserted into the minutes above.

Item 7. “Board authority to enter into real property transaction subject to prior congregational approval. Article II, Section 3(b)(ii) and Article III, Section 3(b)(ii).” The

proposed revision simplifies this provision to make it shorter and easier to read and understand. No substantive change is made or intended.”

Action: Unanimously approved as presented by Craig and inserted into the minutes above.

Two additional By-laws questions presented by Craig for Board consideration:

1. “Does the \$500 limitation of the Executive Committee’s authority to approve expenditures (Article IV, Section 4(b)(ii)) conflict with the Board’s spending authority and limitations (Article II, Section 3(a)(v) and Article III, Section 3(b)(i)? I don’t think so – The \$500 ceiling is a limit only on the ED, not on the Board – but since the question was raised in a recent review, I wanted to be certain I wasn’t missing anything.

Action: Unanimously approved as presented by Craig and inserted into the minutes above.

2. Should the procedural steps mandated for committee spending of discretionary or specially donated funds over \$200 (Article V, Section 3(f)) be applicable to **all** committee spending of such funds?

Separate question for Nina: We want to be sure this provision will not unduly burden the Executive Director. “

Action: Board recommended increasing the amount to \$400 instead of \$200 and unanimously approved.

- Conestoga Hut Update - ----Still developing how the Tzedakah V’Chesed committee will be involved---outreach has been made to the committee chair. Hut being built between March 16-26. One hut. Exploring either single adult or adult and child. Pearl is clarifying who is responsible for the \$2,500 for the hut. Pearl will talk with Committee Chair about the amount Tzedakah V’Chesed would like to contribute and will explore writing an appeal for fundraising.
- VBDM (Values Based Decision Making) Process for Membership update- 2 meetings have occurred. More discussion later.