

BYLAWS OF THE
TEMPLE ISRAEL OF LONG BEACH FOUNDATION
(A California Non-Profit Mutual Benefit Corporation)

I. NAME

The name of this corporation is the "Temple Israel of Long Beach Foundation" (the "Foundation").

II. DEFINITIONS

As used herein, the following terms shall have the following meanings:

- A. "Foundation" - Temple Israel of Long Beach Foundation.
- B. "Director(s)"; "Board of Directors" - Member(s) of the Temple Israel Board of Directors.
- C. "Temple" - Temple Israel of Long Beach, a California nonprofit religious corporation.
- D. "Trustee(s)"; "Board of Trustees" - member(s) of the Temple Israel Foundation Board of Trustees.
- E. "Articles of Incorporation" - the Articles of Incorporation of Foundation
- F. "Earnings" – Total return of the Foundation’s unrestricted assets, including investment income and net realized and unrealized gains and losses minus expenses of the Foundation’s operations. Earnings do not include current contributions.
- ~~G. "Principal"~~
- ~~H. "Membership"~~
- ~~I. G. "Assets" – Holdings of the Foundation on the first day of the fiscal year increased by current year earnings and contributions and decreased by current year losses, disbursements, and expenses.~~
- ~~J. "Delivered"~~

III. FISCAL YEAR

The fiscal year of this Foundation shall be from July 1 through June 30.

IV. PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the Foundation is located in the City of Long Beach, County of Los Angeles, State of California. The Board of Trustees may change the location of the principal office.

V. PURPOSES

~~The specific and primary purpose for which this corporation is formed is to receive, acquire, hold, manage, administer and expend property and funds for charitable and eleemosynary purposes, including the assistance and support of charitable and eleemosynary institutions, associations and undertakings.~~

- A. The purpose of the Foundation is to receive and manage bequests, gifts of funds, ~~and property, stocks, and bonds,~~ and other financial instruments for charitable purposes for Temple Israel of Long Beach, California.
- B. To this end, the Foundation Trustees shall act as fiduciaries and shall operate under the intent of the Uniform Prudent Investors Act (UPIA) and the Uniform Management Institutional Funds Act (UMIFA).

VI. MEMBERSHIP

- A. The sole member of Foundation is Temple Israel of Long Beach, a non-profit corporation. ~~(and its membership), acting by and through the Trustees.~~
- B. ~~The Temple membership shall have the right to vote as set forth in these Bylaws, on the election of Trustees, and on any election to dissolve Foundation. In addition, Temple shall have all rights afforded members under the California Non-Profit Mutual Benefit Corporation Law. If Foundation is dissolved, Temple shall receive distribution of all assets, exclusive of those held specifically for other charitable purposes, remaining after payment or provision for payment of the obligations and debts of Foundation and provision for any other payment required under applicable law.~~ All of the trustees, except to fill vacancies during a fixed term, shall be chosen by the Board of Directors of Temple Israel of Long Beach, a non-profit corporation.

~~VII. MEMBER MEETINGS~~

A. Annual Meeting

~~At the "Annual Meeting of Temple" in its capacity as sole member of Foundation, Foundations Trustees shall be elected and any other proper business may be transacted subject to such other restrictions as may be contained in these Bylaws.~~

B. Special Meetings

~~Special meetings of Temple shall be held in accordance with the notice provisions for special meetings of the Board of Directors as contained in Temple's bylaws. Notice of each such meeting shall be given to the President and Secretary of Foundation not less than ten (10) days prior to the date of such meeting.~~

C. Certain Actions

~~Approval by Temple of any of the following proposals is valid only if notice or written waiver of notice states the general nature of the proposal or proposals: (1) Removing a Trustee without cause; (2) filling vacancies on the Board of Trustees; (3) amending the Articles of Incorporation; (4) approving a contract or transaction between Foundation and one or more Trustees, or between Foundation and any entity in which a Trustee has a material financial interest; (5) electing to, windup and dissolve Foundation; or (6) approving a plan of distribution of assets contrary to liquidation provisions as stated in the Articles of Incorporation or these Bylaws.~~

VII. BOARD OF TRUSTEES

A. Powers and Duties

1 General Powers:

Subject to the provisions and limitations of the California Non-Profit Mutual Benefit Corporation Law, any other applicable laws, and to any limitations contained in the Articles of Incorporation or these Bylaws regarding actions that require approval of its member, Foundation's corporate powers shall be exercised, by or under the direction of the Board of Trustees.

2. Specific Powers:

Without prejudice to the general powers set forth in paragraph 1 above of this Section VIII A, but subject to the same limitations, the Trustees shall have the power:

- a. To select and remove, at the pleasure of the Board of Trustees, all officers, agents and employees of Foundation (except for control,

management, investment, and disposition of the property of the Foundation for purposes of earning an income therefrom shall be exclusively in the finance committee); to prescribe powers and duties for them as may be consistent with applicable law, the Articles of Incorporation, and these Bylaws; to fix their compensation; to require from them security for faithful service; provided that no member of the Board of Trustees shall receive any compensation for services rendered as a Trustee.

b. ~~e.~~ To adopt bylaws prescribing the duties of the officers and agents of Foundation; to prescribe the manner of its meetings and any and all rules and procedures incident to the conduct and management of the affairs of Foundation.

~~c. To invest Foundation assets.~~

c. ~~b.~~ To borrow money and incur indebtedness on behalf of Foundation and cause to be executed and delivered for Foundation's purposes, in Foundation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, security interests, and other evidences of debts and securities.

B. Qualifications

1. No one shall be elected to the Board of Trustees unless he or she shall have been a member of Temple for at least five (5) consecutive years prior to such election, shall be a member in good standing of Temple at the time of such election, and shall not be a paid employee of Temple.
2. Each Trustee, as a condition of membership on the Board of Trustees, shall be required to make a meaningful financial commitment to the Foundation, which may be either a present or future gift. Gifts to take effect in the future shall be evidenced by a letter of intent or other evidence of such commitment.

C. Number of Trustees

The number of Trustees of Foundation shall be nine (9). ~~eleven (11). no fewer than 11 and no more than 13.~~

D. Term of Office

1. The term of office of a Trustee shall be for three (3) years, ~~excepting only that the initial term of a Trustee shall be for one (1) year, unless such person has previously served as Trustee.~~
2. The terms of the Trustees shall be staggered so that approximately one-third of the terms shall expire each year. No person shall serve more than

six (6) ~~seven (7)~~ consecutive years as a Trustee without an interruption in service for at least one (1) year.

3. The term of office of a Trustee shall commence on the first day of July in the year elected, excepting only those Trustees elected to fill vacancies on the Board of Trustees. The term of office of a Trustee shall expire on the last day of June of the last year of the term to which he/she was elected.

~~E.~~ **Election**

~~Trustees shall be elected to the Board of Trustees by a majority of the Board of Trustees, in accordance with the provisions of these Bylaws.~~

~~E.F.~~ **Suspension/Removal**

1. A Trustee may be removed from the Board of Trustees for unexcused failure to attend three (3) consecutive meetings of the Board of Trustees, or for the failure to attend at least one-half (1/2) of the meetings of the Board of Trustees during any two (2) consecutive fiscal years.
2. A Trustee shall automatically be ~~suspended~~ suspended from the Board of Trustees upon his or her loss of good standing as a member of Temple. No suspension for this reason shall last longer than three (3) months, after which time the office of the suspended Trustee shall automatically be deemed vacant unless he or she shall have returned to good standing as a member of Temple prior to the expiration of said three (3) month period.
3. A Trustee may be suspended or removed from the Board of Trustees by a vote of a majority of the Board of Trustees, ~~or by vote of the Board of Directors, or~~ for conduct which adversely affects the interests of Foundation, Temple, or the congregants of Temple. No suspension shall last longer than three (3) months for this reason, after which time the office of the suspended Trustee shall automatically be deemed vacant unless prior to the expiration of said three (3) month period a resolution is adopted by the Board of Trustees declaring that the reason(s) for such suspension of the Trustee no longer exist(s),
4. A Trustee who is proposed to be suspended or removed from office ~~by the Board of Trustees~~ shall be notified at least ten (10) days in advance of the intended action ~~by the Board of Trustees~~ by a letter addressed to the Trustee informing the Trustee that such action will be taken at the next meeting of the Board of Trustees or ~~at a special meeting of the Board of Directors~~ and offering the Trustee an opportunity to be heard.
5. The office of a Trustee shall be declared vacant if such Trustee becomes a paid employee of Temple.

~~F.G.~~ **Vacancies**

Vacancies occurring on the Board of Trustees shall be filled by **the Trustees**. ~~election by the Trustees.~~ A Trustee so **chosen** ~~elected~~ shall hold office for the unexpired term of the Trustee such person is elected to replace, excepting that if the person so elected has not previously served as a Trustee, then such person shall serve as a Trustee only until the last day of June next.

G. ~~H.~~ Ex-Officio Trustees

The President, Rabbi, ~~Honorary Rabbi~~ and Executive Director of Temple and immediate past president of Foundation shall be Ex-Officio Members of the Board of Trustees without the right to vote.

H. ~~I.~~ Committees

1. The Board of Trustees may appoint committees to advise it and assist it in carrying out its responsibilities. Any such committee shall include at least one (1) Trustee, ~~and~~ **but** may include non-Trustees as members.
2. ~~J. Finance Committee~~
 - a. ~~The Finance Committee is the only standing committee of the Foundation. It must consist of at least three (3) members of the Board of Trustees one of whom must be the Treasurer. The members of the Finance Committee shall be nominated by the President and approved by the Board of Trustees every February. Annually, membership of the Finance Committee will stand for reappointed by the President and approved by the Board of Trustees. The President may appoint the chair of the Finance Committee.~~
 - b. ~~The Finance Committee shall be responsible for proposing all revisions to the Investment and Disbursement Policy of the Foundation. All such revisions shall be effective only after ratification by a majority vote of the Board of Trustees.~~

~~IX. ELECTION OF TRUSTEES~~

~~A. Annual Election~~

~~1. Notice to Temple Members:~~

~~Every October a notice shall be placed in Temple newsletter inviting individuals interested in serving as a Trustee to contact the President of Foundation to express their interest in having their names submitted to the nominating committee.~~

2. ~~Appointment of Nominating Committee:~~

~~A nominating committee shall be appointed by the Board of Trustees not later than the end of November of each year. The committee shall be composed of five (5) ~~three~~ persons, three (3) ~~two~~ of whom shall be appointed upon the recommendation of ~~by~~ the President of Foundation and two (2) ~~the third~~ of whom shall be appointed upon ~~by~~ the recommendation of the President of Temple. The committee members appointed by President of Foundation shall be from among those Trustees whose terms of office do not expire at the end of the next succeeding June, and the committee members appointed by the President of Temple shall be ~~a~~ Directors of Temple. The President of Foundation shall designate one (1) member of the committee as chair.~~

3. ~~Report of the Nominating Committee:~~

~~The nominating committee shall file its report with the Secretary of Foundation not later than the 2nd Tuesday in January. The Secretary shall cause the filing of such report in the records of Foundation and shall further cause such report to be mailed ~~delivered~~ to all Trustees then in office not less than twenty (20) days prior to the time fixed for the February ~~first~~ meeting ~~after February 1st~~. The nominations shall include at least one (1) nominee for each vacant office.~~

~~4. Nomination by Board of Trustees:~~

~~The recommendations of the nominating committee shall be submitted to the Board of Trustees at the February of the Board of Trustees ~~next meeting following the submission of the report of the nominating committee~~. The Board of Trustees shall select the nominees to the Board of Trustees for recommendation to the Board of Directors.~~

5. ~~Report to the Board of Directors:~~

~~The President of Foundation shall cause a report to be made to the Board of Directors prior to the "Annual Meeting of the Temple", setting forth the recommended nominees for the Board of Trustees.~~

6. ~~Nominations:~~

~~The recommended nominees of the Board of Trustees ~~at the annual meeting~~ shall be placed in nomination. Further nominations may be taken from the floor.~~

7. ~~Election:~~

~~The Trustees shall be elected at the "Annual Meeting of the Temple". If there are nominations in excess of the number of Trustee positions to be filled, a separate ballot vote shall be taken for each position. Election shall be by majority vote of those present and voting provided that a quorum is~~

~~present. If successive ballots are required the nominee receiving the lowest number of votes, or in the case of a tie in that position, the nominees receiving the lowest number of votes shall be dropped from each successive ballot unless such action would determine the election.~~

VIII. X. OFFICERS

A. Nomination and Election

1. Following the "Annual Meeting of the Temple," **No later than the end of November of each year**, the President of Foundation shall appoint three ~~(3)~~ Trustees, none of whom is an officer of Foundation, as an "Officer Nominating Committee" to nominate at least one ~~(1)~~ Trustee for each of the following offices to be filled:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

The President shall designate a member of the Officer Nominating Committee to serve as chair.

2. **The nominating committee shall file its report with the Secretary of Foundation not later than the 2nd Tuesday in January. The Secretary shall cause the filing of such report in the records of Foundation and shall further cause such report to be delivered to all Trustees then in office not less than twenty days prior to the time fixed for the first meeting after February 1st. The nominations shall include at least one (1) nominee for each vacant office.** The Officer Nominating Committee shall present its nominations at the ~~August~~ **February** meeting of the Board of Trustees in the fiscal year. Additional nominations may be made by any Trustee for any office, provided that such additional nomination shall have the consent of the Trustee so nominated, either in writing or in person.

3. In the event of a contest for any of the offices, each contested office shall be voted on separately by secret ballot. To be elected, a nominee must receive a majority vote of those Trustees present but not less than four ~~(4)~~ votes. If such a vote is not attained on a particular ballot, the candidate receiving the lowest number of votes on that ballot shall be dropped from the list for the next ballot until such a vote for nominee shall have been attained.

4. The officers elected shall ~~serve at the pleasure of the Board of Trustees~~ **shall serve** for a term of one ~~(1)~~ year. ~~beginning at the time of their~~

~~election and continuing until their successors shall have been elected and take office.~~

B. Vacancy in Office

1. Resignation of Officers:

Any officer may resign at any time by giving written notice to the Board of Trustees. The resignation shall take effect as of the date the notice is received or at any time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of Foundation under any contract to which the officer is a party.

2. Vacancies in Office:

There shall be a vacancy in an office due to the death, resignation, removal or disqualification of the person holding such office.

3. Election to Fill Vacancy:

In the event of a vacancy in any office, the Trustees may elect a successor officer for the remaining portion of the term of the officer being replaced.

C. President

The President shall:

1. Preside at all meetings of Board of Trustees with the right to speak and to vote ~~on matters as other Trustees, except that the President or other presiding officer may not vote upon an appeal of his or her own ruling;~~
2. Sign all official documents on behalf of Foundation, unless the Board of Trustees otherwise instructs;
3. Require compliance with the Articles of Incorporation, these Bylaws, all resolutions duly adopted by the Board of Trustees, and all policies adopted by the Board of Trustees; and
4. Call meetings of Foundation, perform such other duties, and have such other powers as are incident to such office, and make a full written report to the Board of Directors at the "Annual Meeting of the Temple" ~~or at the next meeting of the Board of Directors following the "Annual Meeting of the Temple".~~ Such report shall include, ~~but not be limited to,~~ a statement of all activities of Foundation, the names of Trustees, a financial summary of the assets and investments of Foundation, ~~and all pertinent matters relating to the condition, outlook and forecast of Foundation's activities during the year ahead.~~

D. Vice-President

The Vice-President shall, in the absence or inability of the President, discharge the duties and powers of that office and otherwise act in the place of and in stead of the President. In the event of a vacancy in the office of the President, the Vice-President shall act as the acting President of Foundation until a new President shall have been elected by the Board of Trustees.

E. Secretary

The Secretary of Foundation shall keep the minutes of Foundation and shall cause to be given all notices required by law or by these Bylaws or ~~be~~ **by** request of the Board of Trustees.

F. Treasurer

The Treasurer shall be responsible for all receipts of securities and monies collected or belonging to Foundation and for their deposit in the name of Foundation in such banks or other institutions as the Board of Trustees shall designate. The Treasurer shall keep an accounting of same, and report the amount of all Foundation funds at each meeting of the Board of Trustees. The Treasurer shall present ~~to the Board of Trustees, at the "Annual Meeting of the Temple",~~ a full **financial** report of all receipts and disbursements made during the ~~prior fiscal year.~~

IX. XI. BOARD OF TRUSTEES MEETINGS

A. Regular Meetings

The Board of Trustees shall meet ~~no less often than~~ **at least** once during each quarter of the fiscal year. Meetings shall be scheduled on a regular day and time, unless otherwise determined by the Board of Trustees.

B. Notice

Written notice of the regular meetings of the Board of Trustees shall be ~~mailed~~ **delivered** to the Trustees no less than fifteen (15) days prior to the date set for such meetings.

C. Special Meetings

Special meetings of the Board of Trustees may be called by the President of Foundation, or at the written request of at least four ~~(4)~~ Trustees. If the President shall refuse or fail to act within ten ~~(10)~~ days after the receipt of such written request, the Vice-President of Foundation, or other officers, shall call such meeting. Written notice of the time and place of special meetings, and the agenda for same, shall be ~~given~~ **delivered** to each Trustee **at least 48 hours in**

advance of the meeting. by one of the following methods:

1. ~~By personal delivery;~~
2. ~~By first-class mail, postage prepaid;~~
3. ~~By telegram, charges prepaid; or~~
4. ~~By FAX.~~

~~Notice of special meetings shall be given or sent to the Trustee's address or telephone number as shown on the records of Foundation at least forty-eight (48) hours in advance of the meeting in the case of notice by 1, 3, and 4 above, and at least four (4) days in advance in the case of notice by 2 above. No business shall be transacted at any special meeting other than that set forth in the notice of such meeting.~~

D. Meetings by Telephone

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Trustees participating in the meeting can hear one another. All such Trustees shall be deemed to be present in person at such meeting.

E. ~~Waiver of Notice~~

~~Notice of a meeting need not be given to any Trustee 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. All such waivers, consents, and approvals shall be filed with Foundation records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Trustee who attends a meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.~~

F. E. Quorum

A quorum for the transaction of business, except to adjourn, shall consist of **five (5)** ~~six (6)~~ voting Trustees.

G. ~~Voting~~

1. ~~Every action taken or decision made by a majority, but not less than six (6) affirmative votes, for expenditure of the principal amounts of Foundation funds and not less than four (4) affirmative votes on other matters, of the Trustees present at a duly held meeting at which a quorum is present, shall be the act of the Board of Trustees. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Trustees, if any action taken or decision made is approved by a majority of those Trustees present, but not less than the~~

~~applicable affirmative votes for said action.~~

~~2. A Trustee may not delegate the Trustee's right to vote on any Foundation matter.~~

~~H. Action Without a Meeting~~

~~Any action that the Board of Trustees is required or permitted to take may be taken without a meeting, if all the members of the Board of Trustees, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Trustees. Such consent shall be filed with the minutes of the proceedings of the Board of Trustees.~~

F. I. Adjournment

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

G. J. Open Meetings

All meetings of the Board of Trustees shall be open for any member of Temple to attend. Such congregants who are not voting or Ex-Officio members of the Board of Trustees may participate and speak at such meetings with the consent of the presiding officer of the meeting.

XII. FINANCIAL AUTHORITY

A. Disbursements

An action by the Board of Trustees shall be required for the disbursement of funds by Foundation.

B. Account Signatories

The officers of Foundation shall be the duly authorized signatories on all bank or other financial accounts of Foundation. All disbursements shall require the signature of at least two (2) officers.

C. Unrestricted Funds.

The Board of Trustees will annually disburse funds to Temple Israel based on ~~Section IV of the Investment and Disbursement Policy for the Temple Israel of Long Beach Foundation.~~

The Board of Trustees may make additional grants and/or loans upon request of the Temple if unrestricted earnings are available.

C. ~~Undesignated Funds~~

~~Each year, not less than \$25,000.00 of the earnings of those gifts, bequests and donations to Foundation which are undesignated shall be disbursed to Temple for use in its general account.~~

D. ~~Designated Funds~~ **Restricted Funds**

The principal and income derived from any gifts, bequests and donations which shall be accompanied by specific instructions shall be termed as **designated restricted** funds and shall be allocated, distributed and used in accordance with such instructions provided the same are not prohibited by law, and not in conflict with the Articles of Incorporation or these Bylaws.

XI. ~~XIII.~~INDEMNIFICATION

A. Right of Indemnity

To the fullest extent permitted by law, Foundation shall indemnify its Trustees, officers, employees, and other persons described in Section 9246(a) of the California Corporations Code, 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, including an action by or on behalf of Foundation, by reason of the fact that such person is or was a person described by that Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 9246(a) of the California Corporations Code.

B. Approval of Indemnity

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

C. Advancement of Expenses

To the fullest extent permitted by law and except as is otherwise determined by the Board of Trustees in a specific instance, expenses incurred by persons seeking indemnification under paragraphs A and B above of these Bylaws in defending any proceeding covered by those paragraphs shall be advanced by Foundation before final disposition of the proceeding, on receipt by Foundation 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 Foundation for those expenses.

D. Insurance

Foundation shall have the power to purchase and maintain insurance on behalf of its officers, Trustees, employees, and other agents against any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising out of the officer's, Trustee's, employee's, agent's status as such.

XII. ~~XIV.~~AMENDMENTS

A. Articles of Incorporation

The Articles of Incorporation may be amended only by Temple after approval by the Board of Trustees. Amendments to the Articles of Incorporation may be recommended by either the Board of Trustees or the Board of Directors. Such recommendations, in the form of a resolution shall be mailed to all Trustees and Directors not less than forty-five (45) days before the recommendation shall be voted upon the Directors at a regular or special meeting of the Board of Directors. Such recommended amendment shall be reported in the bulletin of Temple prior to the vote by the Board of Directors. The Secretary of Foundation, upon adoption of such amendment to the Articles of Incorporation, shall cause the adopted amendment to be filed with the Secretary of State of the State of California in the manner prescribed by law.

B. Bylaws

The Bylaws may be amended only by approval of the Board of Trustees and by Temple. The recommendation for such amendment shall be made first to the Board of Trustees and, if adopted, then to the Board of Directors not less than twenty (20) days prior to a vote upon such recommendation by the Board of Trustees and the Board of Directors at their respective meetings as applicable. Such recommended amendment shall be reported in the bulletin of Temple, or electronically via email, prior to the vote by the Board of Directors.

XIII. ~~XV.~~FINANCIAL EXAMINATIONS

A. Foundation shall engage an independent certified public accountant to conduct an annual review.

XIV. XVI.MISCELLANEOUS

A. Parliamentary Procedure

Except as provided by law, the Articles of Incorporation or the Bylaws of Foundation, the rules of procedure for Trustee meetings shall be guided by Robert's Rules of Order, latest revised edition.