

BYLAWS
Of
SHIR TIKVAH CONGREGATION
of Homewood, an Illinois not-for-profit corporation

יחד גם הנה מה טוב ומה נעים שבת אחים
Hineh Ma Tov Umanayim, Shevet Achim Gam Yachad.
Behold how good it is for brethren to dwell together in unity.

WHEREAS, all Jews of all denominations are brothers and sisters;
WHEREAS we endeavor to respect and honor our different beliefs, rituals, and *minhagim*;
WHEREAS we choose to honor and strengthen our shared heritage and identity as a People;
WHEREAS it is essential to maintain a vibrant Jewish community in the south suburbs of Chicago despite demographic changes to our Reform congregation, B'nai Yehuda Beth Sholom, and our Conservative congregation, Congregation Am Echad; and
WHEREAS the members of these congregations have voted in favor of cooperation and union, to build upon relationships and shared memories that extend beyond synagogue affiliations; to pool resources; to honor, respect, accommodate, and nurture the diversity of worship practices in the Reform and Conservative movements of Judaism; and to give birth to a new, unified congregation to evolve into its own unique identity in which neither of the formerly separate congregations shall be favored or made more prominent, in which Jewish life is reflected and promoted by opportunities for growth and new relationships that are joyfully part of life, a Congregation that all can see as a house in which we might thrive;
WHEREFORE Shir Tikvah Congregation, an Illinois not-for-profit corporation, hereby promulgates these Bylaws to consolidate our cherished Homewood, Illinois congregations into one, with a unified membership, dues structure, budget, clergy, board, officers, school, staff, programming, and all other facets of a functioning Jewish congregation.

ARTICLE I
PURPOSE AND TRANS-DENOMINATIONAL PHILOSOPHY

1. PURPOSE. The purpose of the Congregation is to promote the fundamental principles of Judaism; to support, enrich and expand the Jewish content of its members' lives through communal worship and private observance, study and fellowship, and *Tikkun Olam* and social engagement; to apply the ethical teachings of Judaism for the betterment of the Jewish community and the society at large, and to ensure opportunities for rich communal Jewish life in the south suburbs.
2. TRANS-DENOMINATIONAL PHILOSOPHY OF JUDAISM. The Congregation shall practice a trans-denominational philosophy of Judaism, meaning that the differences in religious worship and observances of both the Reform and Conservative movements shall be observed, respected, accommodated, and nurtured. Therefore, rabbinic services, space for simultaneous Reform and Conservative worship within the Congregational building, a kosher

kitchen, affiliations with both the Reform and Conservative movements, ~~and both Reform and Conservative ritual committees~~ and a ritual committee that considers the needs of both the Reform and Conservative members, shall be maintained by the Congregation to accommodate the needs and enhance the religious experiences of the members of both denomination affiliations. Thus, we promote understanding, cooperation, and respect among all our members, while providing a meaningful, vibrant, and fulfilling Jewish life for the Congregation.

3. The Congregation shall affiliate with the Union for Reform Judaism (“URJ”) and with the United Synagogue of Conservative Judaism. It may affiliate with other organizations as approved by the Board.

ARTICLE II MEMBERSHIP

1. **MEMBER.** Any person who is recognized as being of the Jewish faith by either the Reform or Conservative movements of Judaism, and who is eighteen [18] years or older, may become a member upon approval of his or her application by the Board. The “membership unit” shall be either the individual or the family. A family is defined as a unit consisting of one or two adults, in which at least one adult is Jewish and eligible for membership, and includes those children of the unit who are raised as Jews and who are unmarried and unemancipated. A family may be elected to membership upon approval of its application by the Board. The non-Jewish adult and non-Jewish children of a family shall be welcomed and encouraged to participate in the fellowship of the Congregation and to attend its worship services.
 - 1.1. No existing member of either congregation that merged into BYBS-CAE Congregation shall be deprived of membership solely because of different eligibility criteria in these Bylaws, but rather they shall be grandfathered into BYBS-CAE Congregation with the rights and privileges of membership that they enjoyed prior to merger, except that no non-Jewish member of a family membership may be elected to office in the Congregation.
 - 1.2. Death shall not terminate the membership of a surviving individual of a membership unit.
 - 1.3. Divorce shall not terminate the membership of the individuals of a membership unit.
2. **RIGHTS AND PRIVILEGES OF MEMBERSHIP.** Subject to the rules and regulations that may, from time to time be established by the Board of Directors, and subject to the limitations of these Bylaws, a member in good standing shall be entitled to all of the rights and privileges of membership, including but not limited to, the following:
 - 2.1. Receive notice of and vote at all membership meetings. Each individual membership in good standing shall have one vote on all matters coming before meetings of the Congregation, while each family membership in good standing shall have two votes if

there are two adult voters in the membership unit residing in the household. Adult college students with dual residence are eligible to cast one of these votes. However, no non-Jewish family member shall have a vote on any matter that is solely related to Jewish ritual.

- 2.2. Participate in all religious services and activities held under the auspices of the Congregation, including seating at the High Holiday services.
 - 2.3. Enroll one's child or children in the religious school, and have one's child or children become Bar or Bat Mitzvah, and be confirmed by the Congregation.
 - 2.4. Receive services of the Rabbi for Jewish marriages, funerals, the naming of children, and for such other religious rites as may be determined by the Board (except that the Rabbi or Cantor may decline to perform any marriage ceremony for reasons of personal conscience).
 - 2.5. Participate in all activities held under the auspices of the Congregation.
 - 2.6. Be elected as an Officer or Director (Jewish members only).
 - 2.7. Receive Yahrzeit notices.
 - 2.8. Receive bulletins and other general notices to members of the ongoing activities of the Congregation.
 - 2.9. Attend all Board meetings, except those held in executive session such as to discuss litigation or to consider personnel matters.
 - 2.10. Enjoy such other rights, benefits and privileges that may from time to time be approved by the Board.
3. **OBLIGATIONS OF MEMBERSHIP.** Each member shall be responsible for the financial support of the Congregation through the timely payment of dues, assessments, tuitions and fees, as established from time to time by the Board. Any member who fails to pay a financial obligation in the fiscal year in which it is incurred and has not made satisfactory arrangements with the person(s) so designated by the Board, shall be considered "not in good standing." The Board may enact reasonable rules for the implementation of this provision.
4. **RESIGNATION.** A membership unit may resign from the Congregation by letter delivered to either the Secretary or the Congregation's administrative office. Resignation shall not relieve any member of the obligation to pay all amounts owed to the Congregation.

ARTICLE III FISCAL YEAR

The fiscal year of the Congregation for all purposes, including but not limited to the obligation for payment of membership dues and/or fees, shall commence July 1 of one year and end June 30 of the following year.

ARTICLE IV DUES AND FEES, SPECIAL ARRANGEMENTS

1. DUES AND FEES. The Board of Directors shall:
 - 1.1. establish a uniform system of dues and other fees, levied per membership unit;
 - 1.2. encourage and promote contributions, pledges, endowments, gifts, and fund raising activities;
 - 1.3. promulgate reasonable rules and regulations regarding the obligations of members for the payment of dues and fees, including but not limited to rules regarding the dates for payment, notices to members of delinquencies, suspension for non-payment, return to good standing, and full reinstatement status, which shall be administered by the Special Arrangements Committee appointed by the President.
2. FINANCIAL HARDSHIP. No person shall be denied membership because of inability to meet the financial obligations of membership. The Board may require such evidence of inability, as it deems appropriate.
3. SPECIAL ARRANGEMENTS. The Special Arrangements Committee shall hear and decide requests for modifications of financial obligations of members, i.e. “special arrangements” for the payment of dues and/or fees from those members who may from time to time request temporary deferral of payment or modification of same. The Special Arrangements Committee shall use best efforts to preserve the privacy of the member’s name, and all financial and other personal data submitted by a member related to an application to the Special Arrangements Committee.
4. NEW MEMBERS JOINING MID-YEAR. For new members joining after Yom Kippur of any year, the Membership Committee shall establish payment dates for dues and/or fees, calculated on a pro rata basis from the commencement date of membership until the end of the Congregation’s fiscal year unless otherwise adjusted by the Membership Committee for that partial year of membership.

TEMPORARY ARTICLE V-A
July 1, 2018 to June 30, 2020

1. During the initial two years of the Congregation, Article V (“Board of Directors”), Article VI (“Officers”), Article VIII (“Nominating Committee for Officers and Directors and the Election Process”), and Article IX (“Membership Meetings and Elections”) shall be superseded in part by the provisions of Appendix A, attached hereto and incorporated herein.
2. Portions of these Bylaws that do not conflict with provisions in Appendix A shall be in full force and effect immediately.
3. As modified by the provisions of Appendix A, Articles VIII and IX shall be in force and shall be used by the initial Board, Nominating Committee, and Congregation to slate and elect new Officers and Directors in advance of the Fiscal Year beginning on July 1, 2019.
4. This Temporary Article V-A and the provisions of Appendix A shall be in force from July 1, 2018 through June 30, 2020, and thereafter shall expire and be of no further effect. Except, however, the sole surviving provision of Temporary Article V-A shall be that the Board, in

Fiscal Year 2020 or thereafter, without additional vote by the Congregation, may choose to streamline the Bylaws by striking therefrom this Temporary Article V-A and Appendix A.

ARTICLE V BOARD OF DIRECTORS

1. The Board of Directors shall consist of the following elected Officers and Directors:
 - One (1) President, who shall also serve as Chairperson of the Board of Directors. Alternately, the Congregation may elect Co-Presidents to serve as Chairpersons of the Board of Directors (and all references hereafter to “President” shall include if applicable “Co-Presidents”);
 - One (1) President-Elect or two (2) Co-Presidents-Elect (and all references hereafter to “President-Elect” shall include if applicable “Co-Presidents Elect”);
 - Four (4) Vice-Presidents, including a VP-Facilities, a VP-Fundraising, a VP-Conservative Ritual, and a VP-Reform Ritual;
 - One (1) Secretary;
 - One (1) Treasurer;No fewer than eight (8) nor more than ten (10) non-officer Directors, which includes:
 - President of the ~~Sisterhood~~; **Women of Shir Tikvah**
 - One (1) Congregational Representative of the religious school;
 - Two (2) Immediate Past Presidents, who shall be the most recently-serving Past Presidents who are not current Officers.
 - 1.1. The Executive Committee shall be comprised of the President, President-Elect, the Immediate Past President (or if applicable Immediate Past Co-Presidents), the Vice-Presidents, the Secretary, and the Treasurer. The President may add Board Members to the Executive Committee or request *ad hoc* participation in a committee meeting as needed.
 - 1.2. The Vice-Presidents and each of the Directors, in addition to being a part of the governing body of the Congregation, may be assigned by the President to one or more duties, including but not limited to the important duties of chairing standing and special committees.
2. **GENERAL POWERS.** The Congregation shall be managed by its Board. The Board shall:
 - 2.1. have the responsibility for the general management of the affairs, funds, records, and property of the Congregation,
 - 2.2. act on all matters of policy that the Congregation, at a regular or special meeting, may prescribe,
 - 2.3. manage all property, real and personal, belonging to the Congregation, including the investment of funds and the sale of securities belonging to the Congregation,
 - 2.4. have the authority to employ or engage a Rabbi, Cantor, and such other persons as deemed appropriate within the parameters of the budget and purposes of the Congregation,
 - 2.5. establish membership dues and fees,

- 2.6. establish the date, time and place for its own meetings, upon notice thereof duly given,
 - 2.7. establish the dates for the annual and for any special meetings of the Board and of the membership,
 - 2.8. create and/or abolish committees for fixed or unlimited terms,
 - 2.9. slate proposed members for election to the Board,
 - 2.10. slate proposed members for election as Officers, and
 - 2.11. appoint Congregational representatives to a community religious school or other entities.
3. TENURE AND QUALIFICATIONS. Each Board member shall be elected for a term of two (2) years, with the term of one-half (1/2) of the Board members expiring each year.
- 3.1. Should a Board member not serve his or her entire elected term, the President may appoint a Congregant as a Board member, subject to approval of the Board, for the balance of that fiscal year or until a replacement Board member is elected at the next permitted election, whichever shall first occur.
 - 3.2. The Sisterhood President(s) and the Men's Club President (if applicable) shall each be a Board member for the term(s) that each is President of their respective auxiliary organizations of the Congregation.
4. VOTE QUORUM. One-half or more of the voting members of the Board shall constitute a quorum. Matters coming before the Board may be approved by a majority affirmative vote of the quorum. Each Board member shall have one vote.
5. CONTINUING BODY, RULES OF PROCEDURES. The Board of Directors is a continuing body. As such, every resolution and enactment by the Board shall continue in effect until further action of the Board indicates otherwise.
- 5.1. The Board shall adopt rules of order and/or procedure for the conduct of its business, including the maintenance of an orderly record of each resolution and enactment.
6. NOTICES OF MEETINGS. Regular meetings of the Board shall be held monthly at the synagogue, unless the meeting place is changed by vote of the Board. Board members shall be notified of each meeting at least five (5) days prior to any meeting. Written minutes of the prior regular or special meeting plus an agenda shall be included.
- 6.1. The time and place of each next regular Board meeting shall be included in the regular Bulletin that is sent to the membership.
7. REMOTE ATTENDANCE AT MEETINGS. A Board member, if not physically present at a meeting, shall nevertheless be counted as attending the meeting and shall be counted as part of the required quorum, if attending by telephone speaker phone, teleconference, Skype, or other electronic means whereby the Board member is able to both hear and speak to those participants in physical attendance at the meeting.

ARTICLE VI OFFICERS

1. OFFICERS AND TERM OF OFFICE. The Officers of the Congregation shall each be elected by the Congregation membership for a term of two (2) years. Vacancies occurring between annual meetings may be filled by a Board member upon nomination by the Executive Committee and vote of the Board. Any person so elected shall serve for the balance of the unexpired term of Office.
 - 1.1. If the President resigns or otherwise becomes incapacitated, absent, or unable to fulfill the duties of the Office, then the President-Elect shall take Office as President. If no President-Elect has been elected by the membership or the President-Elect is not willing immediately to serve, then the Executive Committee shall nominate and the Board shall vote upon a replacement from among the sitting Vice Presidents to fill the balance of the President's term in Office. The Board shall also choose a replacement for the Vice President from among Board members. If Co-Presidents-Elect have been elected, and each is willing to serve immediately as President, then the Board shall vote upon the matter to choose which will take Office as President immediately.
 - 1.2. If Co-Presidents are elected and one resigns or otherwise cannot serve, the remaining President shall decide promptly and finally whether to serve alone or to replace the departed colleague using the priority and procedure in Section 1.1. If Co-Presidents-Elect are available as replacements, the remaining President may choose which one to serve with as Co-President.

2. DUTIES OF THE PRESIDENT. The President shall be the chief executive officer of the Congregation. The President's responsibilities shall include but not be limited to:
 - 2.1. Conducting all meetings of the Congregation, the Board and the Executive Committee.
 - 2.2. Executing contracts and other documents approved by Board or the Congregation.
 - 2.3. Calling special meetings of the Board or the Congregation, as she or he may deem necessary.
 - 2.4. Appointing chairpersons and members of all standing and special committees, and appointing representatives to other organizations in which the Congregation has an interest, all of which shall be subject to the approval of the Board.
 - 2.5. Supervising office employees and office services, and designating an Officer or Board member to maintain such oversight in the President's temporary absence.
 - 2.6. ~~Making a written report~~ Reporting to the Congregation at its annual meeting on the state of the Congregation.
 - 2.7. Performing other duties inherent in the office of President or authorized by the Board.
 - 2.8. Serving as an *ex officio* member of all committees except, however, the President may not be a member of the nominating committee for any proposed slate of Officers or Directors.
 - 2.9. In the event Co-Presidents are elected, they shall determine between themselves the division of these responsibilities. Within 30 days of election, they shall submit a written

statement to the Board explaining the division of Presidential responsibilities. In the event of a disagreement over the staffing of a committee or other appointment, either Co-President may submit the disagreement for binding decision by the Executive Committee. Each Co-President shall have one vote on the Board.

3. DUTIES OF THE PRESIDENT-ELECT. The President-Elect shall sit on the Executive Committee and automatically become President at the next election or when the President resigns or becomes unable to serve due to absence or incapacity. In such an emergency, the President-Elect shall serve out the term of that preceding President in addition to remaining in that office for the regularly-scheduled term. A sitting President may be nominated as President-Elect and serve a second consecutive term if placed on the slate of Officers by the Nominating Committee and elected by the membership.
 - 3.1. A President-Elect will be elected in the off years of the President, typically to take Office as President-Elect in the second year of the President's term.
4. DUTIES OF VICE-PRESIDENTS. The Vice-Presidents shall chair committees and lead Congregational efforts within their assigned domain of Conservative Ritual, Reform Ritual, Facilities, and Fundraising for the Congregation, and shall coordinate their efforts to achieve the mission of the Congregation and the welfare of its membership. In addition, each Vice-President may be assigned other duties by the President and shall assist the President as needed.
5. DUTIES OF TREASURER. The Treasurer shall be the chief financial officer of the Congregation, and shall be custodian and collector of all funds of the Congregation. The Treasurer shall supervise the management of the financial affairs of the Congregation, chair the Budget and Finance Committee, and make a monthly report to the Board as to the Congregation's current receipts and disbursements and its financial position. If required by the Board, the Treasurer shall furnish bond for the faithful performance of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine, such bond to be paid by the Congregation. The Treasurer shall have such other duties as may be assigned by the President or the Board.
6. DUTIES OF SECRETARY. The Secretary shall keep and preserve the minutes of meetings of both the Congregation and of the Board, send out notices of all meetings of same, have all notices duly given in accordance with the provisions of the Bylaws or as required by law; and be custodian of the corporate records and office under Illinois law.

ARTICLE VII REMOVAL FROM OFFICE

1. A Board member who is absent without being excused by the President from three (3) consecutive meetings of the Board of Directors, shall be deemed to have resigned from the Board.
2. An Officer or Board member may be removed from Office for good cause by a two-thirds (2/3) vote of the members of the Congregation present at any regular meeting or special meeting of the Congregation called by the Board, provided the notice for such meeting sets out such removal as one of the purposes of such meeting. A reasonable notice shall be given to such Officer or Board member proceeded against, and a reasonable opportunity shall be given to such Officer or Board member to be heard.

**ARTICLE VIII
NOMINATING COMMITTEE FOR OFFICERS AND DIRECTORS
AND THE ELECTION PROCESS**

1. SLATE OF OFFICERS AND DIRECTORS. A nominating committee consisting of the Immediate Past President as chairperson, with not fewer than six (6) nor more than nine (9) members, shall be appointed by the President with the consent of the Board of Directors at the regular meeting of the Board scheduled for February of each year.
 - 1.1. The nominating committee shall include no more than three (3) Board members and no fewer than four (4) non-Board members. Accordingly, more than half of the nominating committee shall be non-Board members.
 - 1.2. The nominating committee shall nominate one slate for all Officers and Directors whose office expires at the end of the then current fiscal year, which nominations shall be approved by the Board of Directors at the regular April Board meeting.
 - 1.3. The committee shall attempt to nominate individual Officeholders unless in its discretion there is a compelling reason to nominate Co-Presidents or Co-Presidents-Elect.
2. NOMINATION BY PETITION. Nomination for any elective office may also be made by petition containing the signatures of no less than ten per cent (10%) of the Congregation members, which petition must be filed with the Secretary by no later than April first (1st).
3. NOTICE TO MEMBERS. A notice of election with the slate of Officers and Directors and the names of petition candidates, if any, plus applicable provisions of the Bylaws and the basic rules regarding nominations and elections shall be sent to members not less than twenty-one (21) nor more than sixty (60) days prior to the scheduled election date.

**ARTICLE IX
MEMBERSHIP MEETINGS AND ELECTIONS**

1. ANNUAL MEETING. An annual meeting of the membership of the Congregation shall be held on a date and time that is suitable from May 1 to June 15 of each year, with the exact

date and time specified by the Board of Directors for the purpose of electing Directors and Officers for the ensuing fiscal year, to present the annual budget, and to transact such other business as may come before the meeting. At this meeting, the President shall submit a Report. The President may ask that reports be submitted by other Officers, Committee Chairpersons, or others as designated.

2. SPECIAL MEETINGS. Special membership meetings can be called by the President or by the Board of Directors upon affirmative vote of sixty-seven percent (67%) of the total number of Directors then-serving on the Board, or by a petition of that same number of Directors, or by petition of ten percent (10%) of the members, in each case with the purpose of such meeting included in the Motion or petition and in the notice to members of the special meeting. Except as specifically provided elsewhere in these Bylaws, notification shall be sent to members not less than twenty-one (21) nor more than sixty (60) days prior to the scheduled meeting date. Votes to merge or consolidate with another congregation shall be submitted to the membership at either the annual meeting or a special meeting of the Congregation.
3. QUORUM, MEETING PLACE, DECIDING BY VOTE, SECRET BALLOT. To conduct business, a quorum consisting of at least twenty percent (20%) of the membership must be present (including attendance by proxy). Matters coming before the membership shall be decided by a majority vote of that quorum, except that any vote to amend the Bylaws, and any vote to merge or consolidate with another congregation, shall require for passage a sixty-seven percent (67%) affirmative vote of that quorum (Source: 805 ILCS 105/111.20[c]), and any vote to sell, alienate, or mortgage real property shall require a sixty percent (60%) affirmative vote of that quorum.
 - 3.1. The place of the annual or special meeting shall be at the synagogue unless otherwise specified in the notice to the membership.
 - 3.2. Voting shall be by open ballot unless a motion is made and passed for a secret ballot.
 - 3.3. In conducting any meeting, the President shall decide all questions relating to a membership unit's eligibility to vote, and in doing so may rely conclusively upon the Congregation's records.
4. VOTING BY PROXY. The Board may authorize the use of proxies at any annual or special meeting of the membership, and shall authorize proxy voting for any matter concerning the sale, alienation, or encumbrance of real estate at 1424 West 183rd Street, Homewood, Illinois. If the Board determines to allow proxy voting or is required to do so, it shall notify the membership of that option as part of the meeting notice. In that event, the Board shall enclose in that notice a form for the proxy and instructions for proxy voting.
5. NOTICE TO MEMBERS. In all instances in these Bylaws in which notice is required to be given to members, such notice shall be deemed delivered when the required item is sent electronically to those members who have supplied email addresses to the Congregation, or

the notice shall be deemed delivered on the day after mailing the item to their home address by first class mail.

ARTICLE X COMMITTEES

1. CREATION. The President, with the consent of the Board, may create, establish, and terminate committees and assign or re-assign chairpersons thereof. Each committee chairperson shall be a Vice-President or report to a Vice-President, unless the Board of Directors determines otherwise.
2. DUTIES. Committees shall discharge the duties as may from time to time be assigned by the President. Each committee shall submit a timely applicable budget to the Budget and Finance Committee.
 - 2.1. Executive Committee. Members of the Executive Committee shall:
 - 2.1.1. Consist of the President, President-Elect, Immediate Past President or Immediate Past Co-Presidents, Vice-Presidents, Secretary, and Treasurer;
 - 2.1.2. Assist and advise the President in the performance of his/her duties;
 - 2.1.3. Assist the President in the management of the affairs of the Congregation between meetings of the Board of Directors; and
 - 2.1.4. Nominate and recommend action to the Board for approval.
 - 2.2. Budget and Finance Committee. This committee shall:
 - 2.2.1. Consist of the Treasurer and one or more other Directors and such others as the Treasurer may from time to time determine.
 - 2.2.2. Prepare an annual budget of estimated income and expenses for the ensuing fiscal year and submit it to the Board for approval no later than one month preceding the next fiscal year.
 - 2.2.3. Update that budget from time to time as reasonably requested by the Board of Directors or President.
 - 2.2.4. Supervise an audit of the accounts of the Congregation by a Certified Public Accountant, for submission to the Board of Directors, if requested by the Board.
 - 2.3. Ritual Committees. There shall be a ~~Reform Ritual Committee and a Conservative Ritual Committee~~ ritual committee that considers the needs of both the Conservative and Reform members. It will be chaired by the Vice-Presidents elected to lead those domains. Each committee, in cooperation with the Rabbi, shall:
 - 2.3.1. Recommend such rituals and practices and observance in the homes of members as will promote Jewish observance and enhance the values of Jewish living.
 - 2.3.2. Make, schedule, coordinate, and supervise arrangements for all religious services of the Congregation, whether Reform, Conservative, or joint, including those of Bar Mitzvah and Bat Mitzvah ceremonies.

- 2.3.3. Make, schedule, and supervise all arrangements for the High Holidays, and for all other religious holidays and observances of the Congregation.
 - 2.3.4. Promote music for the Congregation during worship services and Congregational functions. Accordingly, the committees may engage a choir director for the Congregation, upon Board approval first obtained.
 - 2.3.5. ~~Collaborate with each other at joint committee meetings periodically and as needed, but at least quarterly, to~~ Coordinate unified services, promote respect and harmony of religious practice, and confer about sharing the Rabbi's services and the facilities.
- 2.4. Facilities Committee. This committee shall be chaired by the VP-Facilities, and shall:
- 2.4.1. Supervise maintenance employees and/or services.
 - 2.4.2. Determine the uses and availability of the buildings and properties of the Congregation, both by the Congregation and others.
 - 2.4.3. Establish and enforce safety and security practices throughout the buildings, properties, and grounds for the safety of its employees, members, and guests.
 - 2.4.4. Establish, install, and maintain a system to secure the building and property of the Congregation.
 - 2.4.5. Be responsible for establishing rules and procedures for compliance with Federal, State, and local laws, and regulations regarding the building, the usage of the building, and the employees, contractors, Congregation members, and others that make use of the building and its facilities, both internally and externally.
- 2.5. Membership Committee. This committee shall:
- 2.5.1. Develop programs for (i) the orientation and integration of new members, and (ii) the retention of present members.
 - 2.5.2. Prepare and develop programs for recruiting new members from those of the Jewish faith and recommend them for membership.
- 2.6. Rabbi Search and Selection Committee. The President shall appoint a Rabbi Search Committee, if such a need arises, within the guidelines and procedures of the Union for Reform Judaism (or with a similar organization as may be determined by the Board) for the selection of a Rabbi with the capability to meet needs of Conservative members as well. This committee shall consist of a cross section of Past Presidents, current Officers, current Directors, and at least two members of the Congregation at large, who shall select the candidate to be the Rabbi for this Congregation at such salary, terms, and for such period of time as they may determine, subject to the approval of the Executive Committee. Final approval shall be by vote of the Board of Directors.
- 2.7. Fundraising Committee. This committee shall be chaired by the VP-Fundraising to plan and execute ways and means to raise funds from the membership and public at large to support the Congregation.

2.8. Other Committees. As other needs arise, the President with the consent of the Board may establish or terminate committees.

ARTICLE XI THE RABBI

1. Term. A Rabbi shall be selected for a term of years, and shall serve as the spiritual leader of the Congregation, tending to the religious, spiritual, educational, and pastoral needs of the Congregation. He/she shall be considered the Rabbi of the Congregation unless formal action is taken to terminate this relationship pursuant to the contract.
 - 1.1. The Rabbi and the Rabbi's spouse are hereby designated ex-officio members of the Congregation.
 - 1.2. The Rabbi shall have the privilege of attending all meetings of the Board of Directors and committees, except when requested for some special reason to be absent. The Rabbi shall be an ex-officio member of all committees.
 - 1.3. The Rabbi shall have such duties that the Board may, from time to time, prescribe.

ARTICLE XII REAL AND PERSONAL PROPERTY, DISBURSEMENT OF FUNDS

1. SPECIAL MEETINGS FOR REAL PROPERTY TRANSACTIONS. All matters concerning the sale, alienation or mortgaging of real property at 1424 West 183rd Street, Homewood, Illinois shall be considered first by the Board, and if action is recommended by sixty percent (60%) affirmative vote of the quorum of the Board meeting, shall be submitted to a special meeting of the Congregation's membership. A sixty percent (60%) affirmative vote of the membership quorum at the special meeting, including votes registered in person or by proxy, shall be required to approve such matters.
2. BOARD APPROVAL OF PERSONAL PROPERTY TRANSACTIONS EXCEEDING \$10,000. A contract for the purchase, sale, lease, mortgage, encumbrance, or disposition of personal property assets of the Congregation exceeding Ten Thousand Dollars (\$10,000.00) in value, tangible or intangible, may be entered into only by vote of approval of the Board of Directors.
3. TWO-SIGNATURE REQUIREMENT. All disbursements of Congregational funds by check or other transfer in excess of Five Hundred Dollars (\$500.00) shall require the authorization or signatures of two persons so designated by the Board. At least one signatory must be the Treasurer or the President. The second signatory must be an Officer. The Board, by resolution, may identify and exclude specific recurring payments (such as the Rabbi's salary) from this two-signature requirement.

ARTICLE XIII

BOOKS, RECORDS, AND DOCUMENTS

1. It shall be the duty of all Officers and members of the Board of Directors of the Congregation to: (a) contact Legal Counsel as needed to review all legal commitments and/or contracts to be entered into before commitment to or execution of same, and (b) cause there to be deposited with the administrative office of the Congregation originals or true copies of all contracts, commitments, and legal commitments, or records which directly or indirectly could affect the Congregation. Included shall be copies of all meeting minutes of the Membership and of the Board of Directors, insurance policies, State, Federal and local government filings. The Board shall establish a records retention functionary of its office staff to implement this function.
2. The President may permit Congregation members, upon request, with good cause shown, to examine said records at a reasonable time. However, if the President denies any such request, such member may request that the Board review such denial at a Board meeting. Exceptions: employment contracts, dues petitions and dues adjustments relating to members' special financial arrangements may not be inspected.

ARTICLE XIV AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by two-thirds (2/3) of the membership quorum present and voting in the affirmative, including, if authorized by the Board, those voting by proxy, at any annual or special meeting of the members, provided that:

1. notice of the intention to alter, amend, repeal or to adopt new Bylaws at such meeting is given to members at least ten (10) days in advance of the meeting, and
2. a written or electronic copy of the proposed alteration, repeal, amendment, or adopted Bylaws, is delivered to the members concurrent with such notice.

ARTICLE XV PROFESSIONAL STAFF

The Board may hire such professional staff as it deems appropriate. The Board shall have exclusive authority for all employment decisions regarding such staff.

ARTICLE XVI INSURANCE

The Board may purchase and maintain from Congregational funds a policy of insurance to indemnify its Officers, Directors, agents, and employees for such perils and in such amounts and for such coverages as it considers appropriate.

**ARTICLE XVII
POWERS RESERVED**

All powers not expressly delegated to the Board or the Officers are reserved to the Congregation.

**ARTICLE XVIII
LIMITATIONS**

1. INVALIDITY. Failure to mail any notice provided in these Bylaws or to follow any procedures set forth herein shall not, in and of itself, invalidate any nomination, election, or action otherwise provided for herein.
2. INUREMENT OF INCOME. No part of the assets of the Congregation shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered and goods provided.
3. DISSOLUTION CLAUSE. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or such other similar tax exempt religious provisions of the Internal Revenue Code of 1954, as amended from time to time (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Cook County, exclusively for such purposes or to such organization(s) as said court shall determine that are organized and operated exclusively for such purposes.

President

President

Secretary

Dated: _____

Appendix A
Temporary Bylaws from July 1, 2018 to June 30, 2020

Pursuant to the Consolidation Agreement of June, 2018, the provisions of this Appendix A shall apply during the period July 1, 2018 to June 30, 2020; specifically, these provisions shall supersede any inconsistent provisions in Articles V (“Board of Directors”), VI (“Officers”), VIII (“Nominating Committee for Officers and Directors and the Election Process”), and IX (“Membership Meetings and Elections”). To the extent they are consistent with Appendix A, the provisions of the Bylaws shall apply immediately. Otherwise, the following temporary Bylaws shall apply:

1. CONFIGURATION OF NEW BOARD. The initial Board shall consist of eighteen (18) members, including nine (9) from Congregation Am Echad and nine (9) from B’nai Yehuda Beth Sholom. **The Board, in its second year, shall consist of eighteen (18) members, including nine (9) from Congregation Am Echad and nine (9) from B’nai Yehuda Beth Sholom, plus the President of The Women of Shir Tikvah (formerly known as Sisterhood).**
2. That total shall include:
 - 2.1. Two (2) Co-Presidents, one from Congregation Am Echad and one from B’nai Yehuda Beth Sholom.
 - 2.2. Four (4) Vice Presidents, including a VP-Facility, a VP-Fundraising, a VP-Conservative Ritual, and a VP-Reform Ritual.
 - 2.3. One (1) Treasurer.
 - 2.4. One (1) Secretary.
 - 2.5. Ten (10) non-officer Directors.
 - 2.6. The President of The Women of Shir Tikvah. If there be co-presidents, only one of the co-presidents, as designated by the Women of Shir Tikvah, will have a board seat and may vote at any board meeting.**
 - 2.7. In the second year of the Congregation’s existence, the Nominating Committee shall slate and the Congregation shall elect a President-Elect, who shall be installed in that Office and join the Executive Committee ~~regardless of whether that adds a 19th member of the Board.~~
3. CONFIGURATION OF EXECUTIVE COMMITTEE. The initial Executive Committee shall consist of the two (2) Co-Presidents; four (4) Vice Presidents; the Immediate Past President of BYBS and one Immediate Past Co-President of CAE; the Secretary, and the Treasurer. The Co-Presidents may add to this total or request *ad hoc* participation in the Executive Committee as needed.
4. EQUAL CONGREGATIONAL REPRESENTATION ON THE BOARD.

- 4.1. Unless an unforeseen shortage exists in qualified, willing candidates from each Congregation, slots for the six (6) Officers who are not Presidents (i.e., four Vice Presidents, the Treasurer, and the Secretary) shall be filled by three (3) Officers slated from Congregation Am Echad and three (3) Officers slated from B'nai Yehuda Beth Sholom. The ten (10) non-officer Director positions shall be filled by five (5) members from Congregation Am Echad and five (5) members from B'nai Yehuda Beth Sholom; these shall include at least one Immediate Past President from each Congregation, Sisterhood representation, and a Congregational representative who sits on the Beit AmiChai Religious School Board.
 - 4.2. The Immediate Past President of each ancestral congregation shall be the most recently-serving Past President who is not an Officer in the new Congregation.
 - 4.3. If the Officer positions cannot be filled on a numerically equal basis, the number of non-officer Directors may be adjusted to assure equal voting representation of the Congregations on the Board.
 - 4.4. In the event of a vacancy on the Board during the first two years of the Congregation's existence, the Officer or Director position shall be filled for the unexpired term by a member of the same ancestral Congregation as the departing Board member. The filling of a departing Officer position shall proceed pursuant to Article VI of the Bylaws. If a non-Officer Board member position becomes vacant, the Executive Committee shall nominate a member to fill the vacancy. The nominee shall be elected and installed as a Board member upon majority affirmative vote of a quorum of the Board.
5. NOMINATIONS AND ELECTIONS UNDER THE TEMPORARY BYLAWS.
- 5.1. Leading to the Annual Meeting in May or June, 2019 (President-Elect): The Board shall use the Nominating Committee and Election procedures in Articles VIII and IX of the Bylaws, and the Nominating Committee shall nominate, the Board shall slate, and the Congregation shall elect, a President-Elect to serve in that Office during the Fiscal Year beginning on July 1, 2019.
 - 5.2. Leading to the Annual Meeting in May or June, 2020: The President-Elect referred to in subparagraph (a) shall be installed as President on July 1, 2020. The position of President-Elect shall not be slated for election in Fiscal Year 2020, it being the first year of the President's term of Office. For all other positions, the Board shall use the Nominating Committee and Election procedures in Articles VIII and IX of the Bylaws to elect Officers and Board Members for the Fiscal Year beginning on July 1, 2020. However, in that election, the Nominating Committee shall nominate, the Board shall slate, and the Congregation shall elect, non-officer Board members for the following terms: one-half (1/2) of the total number for a term expiring in one year, and one-half (1/2) for a term expiring in two years.
 - 5.3. While these Temporary Bylaws are in effect, the Nominating Committee shall be co-chaired by one (1) Immediate Past President from Congregation Am Echad and the Immediate Past President from B'nai Yehuda Beth Sholom.

6. The initial Board will remain in place until June 30, 2020.
7. The provisions of Appendix A shall expire and be of no further effect on July 1, 2020.