

**AMENDED AND RESTATED BY-LAWS
OF
CONGREGATION BETH SHALOM**

Article I NAME

The name of this Congregation shall be Congregation Beth Shalom of Northbrook (the "Congregation").

Article II PURPOSE AND POWERS

Section 1 Purpose

The Congregation is a full service, egalitarian, interfaith-family welcoming congregation dedicated to perpetuating and affirming Conservative Judaism by providing a complete range of religious, cultural and social programs that result in strengthening the faith and nurturing the religious development of its Members.

Section 2 Powers

The Congregation shall have such powers as are now, or may hereafter be, granted by the Illinois General Not for Profit Corporation Act of 1986 as amended from time to time.

Article III OFFICES

The Congregation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Trustees may from time to time determine.

Article IV MEMBERSHIP

Section 1 Qualifications

Any Jewish individual or family where one adult is Jewish (in all cases Jewish status being defined by the tenets of the Conservative Movement) is eligible to apply for Membership in this Congregation.

Section 2 .

A. **Membership Unit:** Membership may be extended to an individual or a family pursuant to rules and regulations promulgated by the Board of Trustees (hereinafter referred to as the "Board").

B. **Voting Member:** Provided that the individual(s) are present at the place and time of voting and satisfy the provisions of Article IV, Section 6: (i) in the case of a family

Membership consisting of a married couple or domestic partner couple, each of the married individuals who are part of the same Membership Unit shall each be entitled to one (1) vote; and (ii) for any other Membership Unit, the individual in whose name the membership is in shall be entitled to one (1) vote. No other member of a Membership Unit shall have the right to vote.

- C. **Interfaith Married Couples:** High Holiday tickets will be made available to the entire family, pursuant to rules and regulations promulgated by the Board.

- D. **Honorary Membership:** Honorary Membership is extended to the Congregation's Clergy and will include all members of their immediate families. Honorary Membership shall be extended to the Professional Staff including all members of their household. Honorary Membership may be extended to such other persons, who are not otherwise Members of the Congregation, as determined by the Board. Honorary membership is extended to such persons who have been granted Emeritus status by the Board of Trustees including all members of their household.

- E. **Other Memberships:** The Board may, from time to time, create additional categories of membership not inconsistent with the provisions of Article IV, Section 1.

Section 3 Membership Applications: Applications for membership shall be made in writing to the Membership Development Committee. Upon acceptance by the Board (or its designee), the applicant(s) shall become a Membership Unit.

Section 4 Expulsion of Membership Units: A Membership Unit may be expelled by a two-thirds (2/3) vote of the Board at any regular or special meeting for failure to pay Commitments and assessments in the manner prescribed by the Board. The Membership Unit that is the subject of a proposed expulsion must be provided written notice of the action to be taken by certified or registered mail at least ten (10) days prior to the date of the meeting at which the expulsion is to be discussed by the Board and at which the vote for expulsion is scheduled to be taken. Any Membership Unit whose expulsion is proposed shall have the right to have a Voting Member of such Membership Unit present at the meeting at which the expulsion is discussed, to be represented by a person of their choice and to state their defense.

Section 5 Commitments, Fees, and Assessments

- A. All Membership Units shall pay such approved Membership Commitments, fees, and assessments at such time in the fiscal year and in such amounts as shall be determined by the Board.

- B. The Board may, from time to time, (a) classify Membership Units for the purpose of paying Commitments, fees, and assessments on any reasonable basis, such as, but not limited to, age, marital status, number of children attending the schools of the Congregation and, (b) determine the Commitments, fees, and assessments payable

by each Membership Unit within that class.

- C. No person(s) shall be denied membership because of the inability to pay Commitments, fees or assessments.

Section 6 Membership Unit in Good Standing: A Membership Unit in good standing is a Membership Unit whose membership Commitments and other fees due and owing to the Congregation are paid in full by the due date as determined by the Board of Trustees or in accordance with special arrangements made by the Treasurer or their designee, as the case may be.

Section 7 Rights of a Membership Unit: Each Membership Unit of the Congregation in good standing shall have the following rights and powers:

- A. To have for each Voting Member (except for Honorary Members), a voice and vote at all regular and special meetings of the Congregation.
- B. To have a Voting Member of a Membership Unit (except for Honorary Members) to hold an office in the Congregation, whether elected or appointed.
- C. To enroll their children in the Religious School of the Congregation, pursuant to the rules and regulations promulgated by the Board.
- D. To receive High Holiday tickets pursuant to the rules and regulations promulgated by the Board.
- E. To celebrate a Bar/Bat Mitzvah within the Congregation pursuant to the rules and regulations promulgated by the Board of Trustees.
- F. To have a funeral service in the Congregation pursuant to the rules and regulations promulgated by the Board of Trustees.

Section 8 Actions Requiring a Vote of the Members

- A. The following actions may only be taken upon the approval of the Board and the affirmative vote of a majority of the Voting Members present and voting (as provided in Article V, Section 4) at a duly called meeting of the Congregation at which a quorum (as defined in Article V, Section 3) is present:
 - (i) The purchase or sale of land and/or buildings and/or the construction of and/or addition to a building;

- (ii) The entry into a lease for real property having a term in excess of ten (10) years and providing for aggregate rental payments in excess of \$500,000;
 - (iii) The entering into a contract with the Rabbi, the Cantor or any member of the professional staff for professional services for a term in excess of fifteen (15) years or for life;
 - (iv) The approval of the annual budget of the Congregation subject to Article VI, Section 1 as it relates to budget adjustments by the Board
 - (v) The imposition of a limit on the number of Membership Units of the Congregation;
 - (vi) The approval of special assessments.
- B. The following actions may only be taken upon the affirmative vote of two-thirds (2/3) of the Voting Members of the Board present and voting at a meeting of the Board and the affirmative vote of two thirds (2/3) of the Voting Members (as provided in Article V, Section 4) present and voting at a duly called meeting of the Congregation at which a quorum (as defined in Article V, Section 3) is present:
- (i) The voluntary dissolution of the Congregation;
 - (ii) The merger or consolidation of the Congregation with or into another entity;
 - (iii) The sale, lease, exchange or other disposition of all, or substantially all, the property and assets of the Congregation, other than in the usual and ordinary course.

Article V CONGREGATION MEETINGS

Section 1 Annual Meeting: The annual meeting of the Congregation shall be held during the month of May of each calendar year, on such day as the President may designate. Notice of the annual meeting, stating the date, time, place and agenda shall be given by the Administrative Secretary of the Congregation, in writing or via electronic communication, to all Membership Units at their respective addresses as maintained by the Administrative Secretary. Notice shall be sent not less than fourteen (14) days nor more than sixty (60) days prior to such meeting in the manner provided in these by-laws. The annual meeting may be continued to such subsequent date and time as the Voting Members present and voting may vote to designate and not less than three (3) days' prior written notice of such new meeting date shall be given in the manner provided by these by-laws.

Section 2 Special Meetings

- A. Special meetings of the Congregation may be called by the President whenever, in their discretion, the President deems it necessary, and must be called by them at the written request of fifty (50) Voting Members of the Congregation in good standing, or ten (10) members of the Board of Trustees. Said request shall state the reason(s) for and the purpose(s) of the special meeting. In the event that the President fails to issue such a call for the special meeting within five (5) days after being requested to do so, the Administrative Secretary will issue such a call. The call shall include the purpose(s) of the special meeting, its date, time and place. No meeting required under this Section shall be convened more than 60 days after receipt of the written request by the President, and notice of such meeting shall be given to all Voting Members as prescribed in Section 1, above.
- B. No business shall be transacted at a special meeting, except for the purpose(s) stated in the call. Notice of such special meeting shall be given by the Administrative Secretary of the Congregation, to all Membership Units of the Congregation, sent not less than fourteen (14) nor more than sixty (60) days prior to such meeting in the manner prescribed in Section 1, above.

Section 3 Quorum: At all meetings of the Congregation, regular or special, a quorum for the transaction of business shall consist of fifty (50) Voting Members of the Congregation in good standing, as defined in Article IV, Section 6, including Members of the Board present; provided, however, that if less than a quorum is present, a majority of those present may adjourn the meeting to a specific future time, and the Administrative Secretary shall give at least three (3) days' notice of such rescheduled meeting in the manner prescribed in Section 1, above.

Section 4 Manner of Acting: The vote of a majority of the Voting Members in good standing "present and voting" at all annual or special meetings of the Congregation at which a quorum is present shall be the act of the Congregation, except where otherwise provided by these by-laws. Voting at all meetings of the Congregation shall be by voice or hand, provided, however, that at the discretion of the President or at the request of twenty percent (20%) of the Voting Members in good standing present, voting shall be by written, secret ballot, except where otherwise provided for in these by-laws. For purposes of these by-laws, "present and voting" includes those physically present at a meeting, and those present remotely, via videoconferencing when a matter is called for a vote. No proxies shall be recognized at any meeting.

Article VI BOARD OF TRUSTEES

The Board of Trustees is the governing body of the Congregation. It determines Congregation policy, and any duties or responsibilities not determined in these by-laws

shall be defined at its discretion.

An officer or elected member of the Board of Trustees is a position of honor, responsibility and leadership. Leaders are Jewish role models, who support the tenets and beliefs of Conservative Judaism and support the Congregation's programs. Thus, this volunteer effort is different from all other volunteer opportunities.

Section 1 Functions: The general management of the affairs, funds, records, property and employees of the Congregation, and the promulgation of rules and policies regarding its operation, shall be vested in the Board. Any action not specifically requiring the consent or approval of the Voting Members of the Congregation shall be determined by the Board. The authority of the Board shall include, but not be limited to, the following:

- A. To hire congregation employees at compensation and on terms as it shall deem necessary or to delegate such authority to persons it shall determine except as otherwise provided in these by-laws;
- B. To terminate the employment of any of the Congregation's employees for any reason or to delegate such authority to persons it shall determine except as otherwise provided in these by-laws;
- C. To establish bank accounts;
- D. To approve expenditures not contained in the budget and to make such adjustments and amendments in budgeted expenditures as may be required for the proper operating and fiscal management of the Congregation; and
- E. To borrow money.

Section 2 Membership The Board shall comprise the following members, each of whom shall have a voice and vote at all meetings of the Board:

- A. The Elected Officers of the Congregation
- B. The Sisterhood President
- C. The Men's Club President
- D. All Past Congregation Presidents who are Voting Members of a Membership unit in good standing, provided , however, that:
 - (i) if a past Congregation President for any reason fails to attend a minimum of four meetings of the Board of Trustees in any fiscal year, that past president shall become a non-voting ex-officio member of the Board of

Trustees in the next succeeding fiscal year.

(ii) A past Congregation President may always attend a Board of Trustees meeting to speak. If that past Congregation President attends four meetings in a fiscal year for which they are a non-voting ex-officio member, their right to vote shall be reinstated in the next succeeding fiscal year.

E. No less than twenty-five (25) and no more than thirty-six (36) Elected Members elected in accordance with Article XII of these by-laws

Section 3 Eligibility

- A. A member of the Board of Trustees must be a Voting Member in good standing.
- B. An Elected Member of the Board of Trustees must be a Voting Member of the Congregation for not less than 21 calendar months as of the beginning of their term. No more than one member of the same household may serve as either elected or appointed to Executive Board concurrently.
- C. Spouses of current Elected Members and elected officers of the Board of Trustees may serve on the Board of Trustees at the same time; provided, that at any one time, no more than five (5) married or domestic partner couples shall be voting members of the Board of Trustees as Elected Members and elected officers. No more than one member of the same household may serve as either elected or appointed to Executive Board concurrently.

Section 4 Term of Office: Each of the Elected Members of the Board shall be elected for a one (1) year term. An Elected Member shall not serve for more than five (5) consecutive years. Service as an officer of the Congregation or as a president of an auxiliary organization is not included in the five (5) consecutive years.

Section 5 Rules and Regulations The Board of Trustees shall make such rules and regulations, consistent with these by-laws, for the proper conduct of their meetings and such rules as may be necessary for the implementation and interpretation of these by-laws.

Section 6 Meetings

- A. **Regular Meetings** Unless canceled in accordance with Article VI, Section 6F, Board of Trustees meetings shall be monthly during the period August through June at such time and place as the President shall designate at the beginning of the Congregation's fiscal year. Notice of such designated meetings need not be separately given. These designated meeting dates may be changed by the President upon notice to the members of the Board of Trustees at least ten (10) days prior to

the new meeting date, in the manner provided in these by-laws. The Annual Meeting as provided for in Article V, Section 1 make constitute a Regular Meeting of the Board of Trustees, provided that the requirements of Article VI, Section 6C are met.

B. Special Meetings

(i) Special meetings of the Board of Trustees may be called by the President at their discretion and must be called by them at the written request of six (6) members of the Board of Trustees. Said request shall state the reason for and the purpose of the special meeting. In the event that the President fails to issue a call for a special meeting within five (5) days after being requested to do so, the Administrative Secretary will issue such a call. The call shall include the purpose of the special meeting, its date, time and place. No such special meeting shall be called by the President to convene more than thirty (30) days after receipt by them of the said written request.

(ii) No business shall be transacted at a special meeting, except for the purpose stated in the call. Notice of special meetings shall be given not less than twenty four (24) hours prior to the meeting and shall be deemed timely given if provided in writing, electronically, orally in person or telephonically.

C. Quorum At all meetings of the Board of Trustees, regular or special, a quorum shall consist of twenty-five (25) voting members; fifteen (15) of which are elected officers and/or elected members.

D. Manner of Acting The vote of a majority of the voting members of the Board present and voting at all regular or special meetings of the Board of Trustees at which a quorum is present, shall be the act of the Board unless otherwise provided by these by-laws. The voting at all the meetings of the Board of Trustees shall be by voice or hand, provided however, that at the discretion of the President or at the request of twenty percent (20%) of the members of the Board of Trustees present, the voting shall be by written secret ballot, except where otherwise provided for in these by-laws. For purposes of these by-laws, "present and voting" means those physically present at the meeting when a matter is called for vote and those present remotely, via videoconferencing, having received prior approval from the President, based on Extenuating Circumstances [set forth in para. D(ii)]. No proxies shall be recognized at any such meeting of the Board of Trustees.

E. Executive Session From time to time, the President may convene a separate session of any Board of Trustees meeting under Article VI, Section 6A or 6B, which shall be deemed an "Executive Session." Executive Session shall consist only of the members of the Board of Trustees and shall not, except at the discretion of the President, be attended by any other person, including employees of the Congregation. The agenda

of any Executive Session shall be limited to matters of a sensitive or confidential nature.

F. Cancellation Of Regular Meeting By The President

The President may, at the President's discretion, cancel up to two of the regular meetings described in Article VI, Section 6A upon notice to the members of the Board of Trustees at least ten (10) days prior to the canceled meeting date, in the manner provided in these by-laws. In no event, however, may the President: (a) cancel two consecutive meetings, (b) cancel a meeting if doing so would cause the Board of Trustees to meet less than nine (9) times from August through June, or (c) cancel the Annual Meeting required under Article V, Section 1.

G. Special Conditions. In the event of a perceived risk to our public health and safety , as designated by the President of the Congregation, that prevents the Board of Directors from physically meeting at the synagogue, meetings may be conducted via videoconferencing. Quorum requirements for "presence" per Article VI, Section 6 (D) shall include remote presence via videoconference. Voting shall be via roll call vote or online polling, as so designated by the President of the Congregation, conducted by the Administrative Secretary and recorded in the minutes.

Section 7 Vacancies

- A. In the event of the death, resignation, or removal of an Elected Member of the Board of Trustees, the vacancy may be filled by the President, after approval by the Board of Trustees. This appointed member shall serve for the balance of the Congregation's fiscal year.
- B. In the event of removal of an Elected Member due to absence, the vacancy shall not be filled by the President before 30 days have expired from the date of removal in order to allow the removed Elected Member to appeal.
- C. If a member of the Board of Trustees has served for more than six (6) months in an unexpired term, that term shall be considered equal to a full one-year term wherever length of service is referred to in these by-laws.

Section 8 Removal of an Elected Member Due to Absence

- A. In the event that an Elected Member misses two (2) consecutive meetings or three (3) meetings in one fiscal year, without prior notification to the Administrative Secretary, the Administrative Secretary shall notify such member in writing within ten (10) days after the last of the missed meetings has been adjourned. The

notification shall state that if the offending Elected Member misses the next meeting or another meeting without prior notification to the Board of Trustees in the current fiscal year, (as the case may be), then the elected member will be removed pursuant to Article VI, Section 8, Subsection B.

- B. In the event that, following transmittal of the notification from the Administrative Secretary under Article VI, Section 8A, any Elected member of the Board of Trustees shall fail to attend the next meeting (if the notification cited failure to attend two (2) consecutive meetings) or any future meeting in that fiscal year (if the notification cited failure to attend (3) meetings), without prior notification to the Administrative Secretary, the Administrative Secretary shall certify such fact to the President and shall notify the Elected member in writing that they have been removed as a member of the Board of Trustees and the reason for such removal. Appeal for reinstatement may be made to the Board of Trustees

Section 9 Removal of an Elected Member by Vote

- A. **Removal By Congregation:** The Congregation shall have the right by a vote of the greater of two-thirds (2/3) of those Voting Members in good standing present and voting but not less than fifty (50) Voting Members in good standing present and voting, to remove any Elected Member, whenever in its judgment the best interests of the Congregation will be served. No such removal shall be voted upon or shall be effective, however, unless the written notice of the meeting at which such Elected Member is proposed to be removed provides that one of the purposes of such meeting is to act on the removal of such Elected Member. The Elected Member who is the subject of the proposed removal must be provided written notice of the meeting at least ten (10) days prior thereto in the manner provided in Article VI, Section 8.A. of these by-laws. Any Elected Member whose removal is proposed, shall have the right to be present at the meeting at which the removal is voted upon, to be represented by a person of their choice and to state their defense.
- B. **Removal By the Board of Trustees:** The Board of Trustees shall have the right by a vote of the greater of two-thirds (2/3) of the voting members present and voting but not less than twenty-five (25) voting members of the Board of Trustees present and voting, to remove any Elected Member of the Board of Trustees, whenever in its judgment the best interests of the Congregation will be served. No such removal shall be voted upon or shall be effective, however, unless the written notice of the meeting at which such Elected Member is proposed to be removed provides that one of the purposes of such meeting is to act on the removal of such Elected Member. The Elected Member who is the subject of the proposed removal must be provided a written notice of the meeting at least ten (10) days prior thereto in the manner provided in Article VI, Section 8.A. of these by-laws. Any Elected Member whose removal is proposed, shall have the right to be present at the meeting at

which the removal is voted upon, to be represented by a person of their choice and to state their defense.

Article VII Elected Officers and Immediate Past President

Section 1 OFFICERS The officers of this Congregation shall be:

- A. President
- B. Executive Vice President
- C. Vice Presidents
 - (i) Fundraising
 - (ii) House
 - (iii) Membership Development
 - (iv) Programming
 - (v) Ritual
 - (vi) School
 - (vii) Social Action
 - (viii) Youth
- D. Financial Committee Members
 - (i) Treasurer
 - (ii) Financial Secretary
 - (iii) Accounts Receivable Secretary
- E. Administrative Secretary

Section 2 The President: The President is the Chief Executive Officer of the Congregation

- A. The President is responsible for:
 - (i) Implementing policy, and administering business and legal affairs promulgated by the Board;
 - (ii) Overseeing the administration of the Congregation office, led through efforts of the Executive Director;

(iii) Being the principal signatory on all documents and contracts authorized by the Board;

(iv) Appointing persons to serve as Chairs of Standing Committees who are not otherwise elected to the respective positions. and to appoint all Committee members in consultation with the respective Committee Chair;

(v) Establishing additional Committees to aid in administering the Congregation's affairs and in the implementation of the Board's policies in special areas, appointing the Chair of each such Committee

(vi) Serving as a non-voting, ex-officio Member of all Committees;

(vii) Presenting an annual Report at the Congregation's Annual Meeting;

(viii) Presiding at all Board, Executive Committee and Congregation Meetings;

(ix) Assuming any other duties assigned by the Board.

B. At any meeting, the President shall only vote in the event of a tie.

C. The President shall assign their authority to a member of the Executive Committee upon the occasion of the President's absence. (If they are absent and have not assigned their authority, the Executive Vice President shall assume that authority. If the Executive Vice President is absent, the Board of Trustees shall assign the President's authority, and the most recent immediate past president willing and able to serve shall so serve until such action is taken by the Board of Trustees

Section 3 The Executive Vice-President The Executive Vice-President serves as the direct assistant to the President. It is also the intent for that person to eventually succeed the President, if the Nominating Committee so chooses, when the President's term is over. This role assists the President in all of the President's duties and takes on special assignments as assigned by the President. Whenever the President is unable to perform one of the official duties listed above, the Executive Vice-President will assume those duties

Section 4 Vice Presidents A Vice-President (including Executive Vice-President) shall be responsible for the following duties:

A. Assume certain duties of the President should the Vice-President be so assigned;

- B. Chair the principal committee in the Vice-President's designated area and establish such sub-committees as the Vice President shall deem necessary;
- C. Countersign Congregation bank checks, if so authorized;
- D. Assume any other duties assigned by the Board of Trustees.

Section 5 The Treasurer: The Treasurer shall be the Chief Financial Officer of the Congregation and shall chair the Financial Committee consisting of the Treasurer, Financial Secretary and Accounts Receivable Secretary. These financial officers shall be responsible for:

- A. Overseeing the collection and custodianship of all money and securities belonging to the Congregation and the deposit of the same only in financial institutions authorized by the Board (except those monies and securities administered by Congregation Beth Shalom Endowment Fund);
- B. Overseeing payment of all authorized expenditures of the Congregation;
- C. Being an authorized signatory on the Congregation's financial accounts;
- D. Waive, reduce or otherwise modify dues or other fees otherwise payable by any Membership Unit, by reason of hardship or for other good cause shown;
- E. Overseeing, in coordination with the Executive Director, accounting systems and procedures;
- F. Being responsible for preparation of the annual budget;
- G. Providing a written report of the finances of the Congregation at all meeting of the Board, at the annual meeting of the Congregation, and at such other meetings or occasions as directed to do so by the Congregation or the Board;
- H. Determining who is a Member-in-Good Standing;
- I. Oversee the custody of all books and records pertaining to the financial affairs of the Congregation as authorized by the Board of Trustees
- J. Supervising the keeping of current accounts of all receipts, deposits and disbursements of Congregation funds authorized by the Board
- K. Assuming any other duties (individually or as members of the Financial Committee) as assigned by the Board.

Section 6 The Administrative Secretary The Administrative Secretary shall be responsible for:

- A. Keeping full and complete minutes of all meetings of the Congregation, the Board and the Executive Committee;
- B. Maintaining a record of all papers, securities and insurance policies belonging to the Congregation;
- C. Maintaining a list of all Officers, Trustees and Membership Units of the Congregation, including addresses to be used for the mailing of notices;
- D. Maintaining the by-laws and Policies of the Congregation in an organized manner;
- E. Notifying the Members of the Congregation of all regular and special Congregation meetings;
- F. Notifying the Members of the Board of all regular and special Board meetings;
- G. Chairing the principal committees in the Administrative Secretary's designated areas and establishing such sub-committees as the Administrative Secretary shall deem necessary
- H. Assuming any other duties assigned by the Board.

Section 7 Immediate Past President

- A. The immediate Past President shall:
 - (i) serve as Chair of the Nominating Committee;
 - (ii) be responsible for leadership training for members of the Board of Trustees;
 - and
 - (iii) assume the duties of the President should they be so assigned
- B. If the immediate Past President is unable to serve, their position shall be filled by that immediate Past President's predecessor.

Section 8 Eligibility

- A. To be eligible for an office other than President of the Congregation or Executive Vice President, an individual must be a Voting Member of a Membership Unit in good standing (as defined in Article IV, Section 6) and have served on the Board of Trustees for at least two years as of the date of commencement of their term of office.

- B. To be eligible for the office of President of the Congregation or Executive Vice President, an individual must be a Voting Member of a Membership Unit in good standing (as defined in Article IV, Section 6) and must have served as a member of the Executive Committee for at least two years as of the date of commencement of their term of office.

Section 9 Election and Term of Office: Officers shall be elected by the Voting Members of the Congregation in good standing at the annual meeting of the Congregation for terms of one (1) year and may be reelected for a second consecutive term of one (1) year Although not expected to be the norm, the Nominating Committee can nominate an officer for a third consecutive term.. Each term of office shall commence July 1.

Section 10 Vacancies

- A. In the event of the death, resignation, or removal of any officer, the vacancy shall be filled by the President, subject to the approval by the Board of Trustees. This appointed officer shall serve for the balance of the Congregation fiscal year.
- B. In the event of the removal of an officer due to absence, the vacancy shall not be filled by the President before thirty (30) days have expired in order to allow the removed Officer to appeal.
- C. In the event of the death, resignation or removal of the President, the Executive Vice President shall assume the duties of the President if they have been in the position for at least 12 months; otherwise, the immediate Past President shall assume those duties. However, within sixty (60) days after such death, resignation or removal, the Executive Committee shall appoint (by majority of those present at a duly constituted meeting) a President, subject to the approval of the Board. The appointed President shall serve for the balance of the Congregation fiscal year.
- D. If an officer has served for more than six (6) months in an unexpired term, that term shall be considered equal to a full one-year term for purposes of Article VII, Sections 8 and 9.

Section 11 Removal of an Officer Due to Absence

- A. In the event that an officer has missed two (2) consecutive meetings or three (3) meetings of the Executive Committee or the Board in one fiscal year, without prior notification to the Administrative Secretary, the Administrative Secretary shall notify such officer in writing within ten (10) days after the last of the missed meetings has been adjourned. The notification shall state that if the offending officer misses the next meeting or another meeting of the Executive Committee or Board in the current fiscal year, (as the case may be), then the officer will be

removed pursuant to the remaining paragraph(s) of this section.

- B. In the event that, following transmittal of the notification from the Administrative Secretary under Article VII, Section 10A, any officer of the Executive Committee shall fail to attend the next meeting of the Executive Committee or Board, as applicable (if the notification cited failure to attend two (2) consecutive meetings), or any future meetings of the Executive Committee or Board, as applicable, in that fiscal year (if the notification cited failure to attend (3) meetings), without prior notification to the Administrative Secretary, the Administrative Secretary shall certify such fact to the President and shall notify the officer in writing that they has been removed from office and the reason for such removal. Appeal for reinstatement may be made to the Board.

Section 12 Removal of an Officer by Vote

- A. **Removal by Congregation:** The Congregation shall have the right by a vote of the greater of two-thirds (2/3) of those Voting Members in good standing present and voting but not less than fifty (50) Voting Members in good standing present and voting to remove any officer whenever in its judgment, the best interests of the Congregation will be served. No such removal shall be voted upon or shall be effective, however, unless the notice of the meeting at which such officer is removed provides that one of the purposes of such meeting is to act on the removal of such officer. The officer who is the subject of the proposed removal must be sent notice of the meeting at least ten (10) days prior thereto in the manner provided by Article VI, Section 8.A. of these by-laws. Any officer whose removal is proposed shall have the right to be present at the meeting at which the removal is voted upon, to be represented by a person of their choice, and to state their defense.
- B. **Removal By the Board:** The Board shall have the right by a vote of the greater of two-thirds (2/3) of the Voting Members present and voting but not less than twenty-five (25) voting members of the Board present and voting, to remove any officer, whenever in its judgment the best interests of the Congregation will be served. No such removal shall be voted upon or shall be effective, however, unless the notice of the meeting at which such officer is removed provides that one of the purposes of such meeting is to act on the removal of such officer. The officer who is the subject of the proposed removal must be sent notice of the meeting by certified or registered mail at least ten (10) days prior thereto in the manner provided in Article VI, Section 8.A. of these by-laws. Any officer whose removal is proposed, shall have the right to be present at the meeting at which the suspension or removal is voted upon, to be represented by a person of their choice and to state their defense.

Article VIII Executive Committee

Section 1 The Executive Committee shall consist of the duly elected officers of the Congregation, the immediate Past President, the Sisterhood President, and the Men's Club President.

Section 2 The Executive Committee shall be responsible for the following duties:

- A. Coordinating the activities of the various committees of the Congregation.
- B. Reviewing the agenda of the Board meeting.
- C. Making recommendations to the Board of Trustees.
- D. Reviewing the budget and subsequent adjustments to the budget prior to submission to the Board.
- E. Performing such other duties as shall be delegated to the Executive Committee by the Board.

Section 3 The Executive Committee shall meet at the discretion of the President, but in no event less than four (4) times each year.

Article IX STANDING COMMITTEES

Section 1 The Board of Trustees shall maintain at all times the following Standing Committees:

- A. Administrative
- B. Fundraising
- C. House
- D. Membership Development
- E. Programming
- F. Ritual
- G. School
- H. Social Action
- I. Strategic Planning
- J. Youth

Section 2 The duties of the Standing Committees shall be as follows:

- A. The **Administrative** Committee is responsible for:
 - (i) Board of Trustees communication;
 - (ii) Synagogue archives (including maintenance of the permanent set of these by-laws, as amended from time to time, the minutes of the Executive

Committee, Board of Trustees and committee proceedings at the Congregation's registered office);

This committee shall report to the Administrative Secretary.

- B. The **Fundraising** Committee shall be responsible for developing and implementing fund raising programs:
- (i) to ensure there are sufficient funds for the Congregation's current operations;
 - (ii) for Congregation Beth Shalom Endowment Fund;
 - (iii) and for Congregation owned real property improvements.
 - (iv) And for Congregation Beth Shalom Create a Legacy Program.

This committee shall report to the Fundraising Vice-President.

- C. The **House** Committee shall be responsible for:
- (i) maintenance, repairs and replacements of all Congregation owned or leased real and personal property (including parsonages);
- the creation, implementation and enforcement of the rules for Congregation facility usage (including Kashrut, kitchen and catering);
- (ii) overseeing, through the Executive Director, building maintenance support staff;
 - (iii) periodically reviewing the Congregation's insurance coverage, and when appropriate, recommending the updating or revisions thereof to the Board of Trustees.

This committee shall report to the House Vice-President.

- D. The **Membership Development** Committee shall be responsible for the recruitment of new Membership Units, the conservation of existing Membership Units, and the integration of all members into Congregational activities. The Chavurah chair sits on this committee and reports to Membership Development Vice President.

This committee shall report to the Membership Development Vice-President.

- E. The **Programming** Committee is responsible for the planning of Congregational speakers, cultural and social activities. This committee oversees adult education and planning thereof in conjunction with other arms of the Congregation as appropriate.

This committee shall report to the Programming Vice-President in conjunction with

the Director of Jewish Life and Learning.

F. The **Ritual** Committee and the Clergy shall be responsible for all religious services of the Congregation. It shall formulate the rules and regulations for all such services subject to the approval of the Board of Trustees, within Halakhic interpretation and Halakhic limits established by the Designated Rabbi. The committee shall offer advice, guidance and support to the Clergy regarding the character and mode of the various services and shall periodically review the religious atmosphere of the Congregation and shall report its findings and recommendations to the Clergy and to the Board of Trustees. In conjunction with the Clergy it shall supervise the purchases of books, supplies and religious articles pertaining to religious services and rituals. This committee shall report to the Ritual Vice-President.

G. The **School** Committee shall be responsible for the supervision of the school or schools of the Congregation and shall formulate policy, rules, and regulations for the administration of such school or schools, subject to the approval of the Board of Trustees. The Library falls under the school committee.

This committee shall report to the School Vice-President in conjunction with the Education Director.

H. The **Social Action** Committee shall be responsible for developing and maintaining liaison with Jewish and general organizations. The committee is also responsible for developing and implementing outreach, social, economic and political action programs. This committee shall report to the Social Action Vice-President.

I. The **Strategic Planning** Committee shall be responsible for developing, modifying and monitoring the implementation of the Congregation's strategic plan. This committee shall report to the President.

J. The **Youth** Committee shall be responsible for formulating the policy, rules and regulations for the administration of youth activities (including college students) for the Congregation. It shall be responsible for the employment and supervision of all persons hired to organize or supervise youth activities at the Congregation in conjunction with the Youth Director. This committee shall report to the Youth Vice-President.

Section 3 The Standing Committees of the Congregation shall report to the Board of Trustees through their respective designated officers and all policies formulated by these Committees shall be subject to review and approval by the Board of Trustees.

Article X CLERGY: RABBI(S) AND CANTOR(S)

Section 1 Qualifications

- A. **Rabbi:** A Rabbi shall be duly ordained and a member in good standing of the Rabbinical Assembly
- B. **Cantor:** A Cantor shall be a member in good standing of the Cantors Assembly.
- C. The Congregation shall not be limited to these two organizations to find acceptable candidates for the position of Rabbi or Cantor, but if a Rabbi or Cantor is hired who is not a member of the designated organization at the time of such hire, the Rabbi or Cantor must become a member of such designated organization within a reasonable time thereafter.

Section 2 Selection

In the event that the position of a Rabbi or Cantor is or shall become vacant the President shall appoint, with the approval of the Board of Trustees, a Special Selection Committee to fill the professional staff position. This committee shall consist of a minimum of five (5) members of Congregation Beth Shalom; including the Ritual Vice-President; and four (4) members of the Board of Trustees, of which one shall be a Financial Officer. This committee shall investigate and report to the Board of Trustees upon the qualifications of possible candidates, and shall recommend those which it finds acceptable. In the course of its deliberations with candidates, this committee shall be empowered to discuss conditions of employment, financial arrangements, duration and other terms. It may recommend such terms to the Board of Trustees, but it may not bind the Congregation or the Board of Trustees by prior agreement. Upon report of the Special Committee as outlined above, the Board of Trustees shall act upon the same at a regular or special meeting called for this purpose. Contracts and selection of a new Rabbi or Cantor shall require the approval of seventy-five (75%) percent of the members of the Board of Trustees present and voting at a regular or special meeting called for this purpose. Selection of a new Rabbi or Cantor shall also require the approval of a majority of the members of the Congregation in good standing present and voting at a regular or special meeting of the Congregation.

Section 3 Retention and Renewal

At a time no later than the November Board of Trustees meeting before the conclusion of current contractual arrangements with a Rabbi or Cantor, the Ritual Vice-President will present to the Board of Trustees the recommendation of the Ritual Committee with respect to whether or not the Congregation should enter into negotiations with such Rabbi or Cantor for contract renewal. After this presentation, the Board of Trustees will then vote on whether or not the Congregation should enter into negotiations with such Rabbi or Cantor for contract renewal. If this vote is in the

affirmative, the President shall appoint the negotiating committee members with the approval of the Board of Trustees. This negotiating committee shall consist of five (5) members of the Congregation; the Ritual Vice President, a Financial Officer of the Congregation, Two (2) members of the Board of Trustees and one (1) additional individual who is either a current or past member of the Board of Trustees, provided that such member of the Board of Trustees had not been removed from the Board of Trustees pursuant to Article VI, Section 9. In the course of its deliberation with the Rabbi or Cantor, this committee shall be empowered to discuss conditions of employment, financial arrangements, duration and other terms. It may recommend such terms to the Board of Trustees, but it may not bind the Congregation or the Board of Trustees by prior agreement. Contract renewals require the approval of a majority of the members of the Board of Trustees present and voting at a regular or special meeting called for this purpose.

Section 4 Removal for Cause during Term

Unless otherwise provided by contract, the Board of Trustees may determine that the contract of either a Rabbi or Cantor shall be terminated during the contract term for good cause shown, by a vote of two-thirds (2/3) of the voting members of the Board of Trustees present and voting.

Section 5 Tenure

Entering into a contract with a Rabbi or the Cantor for professional services for a term in excess of 15 years or for life shall require the approval of seventy-five percent (75%) of the voting members of the Board present and voting and thereafter, the approval of a majority of the Voting Members of the Congregation in good standing present and voting at a regular or special meeting of the Congregation called for such purpose.

Section 6 Functions

- A. **The Designated Rabbi:** The Designated Rabbi shall have the overall responsibility of implementing the purpose of the Congregation. They shall enjoy the freedom of the pulpit. At the same time, they shall seek the advice and guidance of the Board or of any special committee or committees which may be established for this purpose to determine the view of the Congregation.

- B. **The Cantor:** The Cantor shall be responsible for the liturgical and Jewish music of the Congregation in consultation with the Designated Rabbi and an appropriate committee which may exist or may be appointed for this purpose by the Board.

Article XI OTHER PROFESSIONAL STAFF

Section 1 As authorized by the Board of Trustees, other professional staff may include but is not limited to: Controller, Director of Education, Executive Director, Director of Youth Activities, Director of Jewish Life & Learning, and Ritual Director. For the purpose of this

Article, each shall be deemed to be a “professional staff position.”

Section 2 Selection In the event a professional staff position is or shall become vacant the President shall appoint, with the approval of the Board of Trustees, a Special Selection Committee to fill the professional staff position. This committee shall consist of a minimum of five (5) members of Congregation Beth Shalom; the appropriate Executive Committee member (as defined in Section 4 of this Article XI) and four (4) members of the Board of Trustees, of which one shall be a Financial Officer. This committee shall investigate and report to the Board of Trustees upon the qualifications of possible candidates and shall recommend those whom it finds acceptable. In the course of its deliberations with candidates, this committee shall be empowered to discuss conditions of employment, financial considerations, duration and other terms and it may recommend such terms to the Board of Trustees, but it may not commit the Board of Trustees by prior agreement. The decision to enter into an employment relationship with a professional staff member requires the approval of the majority of the Board of Trustees present and voting at a regular or special meeting called for this purpose.

Section 3 Retention and Renewal

A. No later than four (4) months before the conclusion of each fiscal year, the appropriate Executive Committee member (as defined in Section 4 of this Article XI) will present to the Board of Trustees the recommendation of their Committee (the President’s Committee is the Executive Committee) with respect to whether or not the Congregation should retain the employment of a particular professional staff member. After consultation with the Compensation Committee, defined below in this Article XI, the Executive Committee member shall recommend to the Board of Trustees the conditions of continued employment, financial arrangements, duration, and other terms. Any such recommendation shall take into account the permissible grounds for termination, if any, set forth in any applicable employment agreement relating to that particular professional staff member. The terms of continued employment of the professional staff member, unless otherwise provided for in any employment agreement with such professional staff member, shall require the approval of a majority of the members of the Board of Trustees present and voting at a regular or special meeting called for this purpose.

B. Compensation Committee

The President shall select and appoint a Compensation Committee comprising the President and four (4) additional members comprising, at the time of their appointment:

- one member of the Finance Committee;
- one current Elected Member of the Board of Trustees;
- one current or past Elected Member of the Board of Trustees; and
- one Past President.

The President shall present the Compensation Committee to the Board of Trustees for approval, which shall be by a majority vote of voting members of the Board of Trustees present and voting. Each Committee member shall serve for a period of time not less than two and no longer than five consecutive years. The responsibility of the Committee shall include, but not be limited to, the following:

(i) Working with the appropriate Executive Committee member for each professional staff position as delineated in Section 4 herein below for the purpose of evaluating the performance of the designated professional staff member on an annual basis.

(ii) Working with the Financial Committee and appropriate Executive Committee members to establish annual compensation for each professional staff position.

(iii) Performing such other duties as designated by the President in furtherance of the employment relationships created for the professional staff positions.

Section 4 The appropriate Executive Committee member for each professional staff position (as referred to in Section 2 and Section 3 of this Article XI) is as follows:

| | |
|---|-----------------------------------|
| Director of Education | School Vice-President |
| Executive Director (only for purposes of recommending retention) | President |
| Executive Director (only for purposes of selection and negotiations) | House Vice-President |
| Director of Youth Activities | Youth Vice-President |
| Ritual Director | Ritual Vice-President |
| Director of Jewish Life and Learning | Programming Vice- President |
| Others not listed | By determination of the President |

Section 5 Functions

The functions and job responsibilities of each professional staff member shall be set forth in their respective letters of employment with the Congregation, or in the job description for such staff member maintained by the officer to whom the professional staff member reports under Article XI, Section 4, or the Executive Director, as the case

may be.

Section 6 Removal for Cause during Term

The Board of Trustees may determine that the employment of an individual holding a professional staff position, or the contract of such person holding such professional staff position (taking into account the permissible grounds for termination, if any, under any applicable contract), shall be terminated during the term of employment, or term of the contract, by a vote of two-thirds (2/3) of the voting members of the Board of Trustees present and voting.

Section 7 Compensation Committee- Timeline and Procedures

In accordance with Article XI, Section 4 of the bylaws, each Executive Board member who oversees a Professional shall be obligated to perform annual review of job performance of that person. Effective with CBS fiscal year 2018-19 the Performance Evaluation Year will end on December 31. Therefore, employees will have 6 month review in first year with annual reviews thereafter, per the timeline delineated here. This includes all professional and administrative staff as well as clergy.

First step is for each VP to review the prior year's evaluation form to determine whether it is still an appropriate measure of performance based upon the evolution of the job. They should confer with President and Executive Director to either make changes or affirm it is still appropriate, after which someone on administrative staff will publish it on Google Forms. This should occur no later than November 30th of each year.

At December BOT meeting, President asks for feedback from BOT to Exec member and has form available as well as email link for filling out the form online. Specifics must be provided for any area in which performance was inadequate or inappropriate. This needs to be reflected in forms and instructions. The same applies for exceptional situations as well. Each person being reviewed should also do a self review of the past year in which they can highlight achievements and discuss challenges.

Prior to January 30, Exec member consolidates review data and meets with each Professional or Clergy accompanied by Immediate Past President. Process should include review of prior goals and setting of new goals for coming year. Results of reviews are to be immediately shared with President, who will confer with Executive Director and represent the combined feedback to the Compensation Committee.

Concurrently, the Financial Committee will determine if there is a pool for raises in the coming year or if cuts are required, and the Finance Committee representative will inform the Committee. Based upon the information presented the Compensation committee will determine the salaries for the next budget year.

Compensation Committee meets in February to make salary decisions based upon reviews and available preliminary budget data. These recommendations will be part of preliminary budget review at March BOT. There will be a final vote on Budget at April BOT that will include salaries as either proposed or amended.

Upon approval of the Budget by the BOT each Professional will be informed by their respective VP and Immediate Past President what their salary will be for the coming year in a meeting where they also receive a document outlining their benefits plan for the coming year. (E.g. insurance costs, vacation time, expense reimbursements, et al per Executive Director in accordance with CBS Employee Manual.) This should occur after April meeting but prior to May 1.

Article XII NOMINATIONS AND ELECTIONS

Section 1 Members of the Nominating Committee

The Nominating Committee shall be composed of eleven (11) members. Seven (7) members shall be elected by the Board of Trustees. These seven (7) members shall be either a current voting member of the Board of Trustees or shall have been a voting member of the Board of Trustees during the immediate preceding fiscal year. An individual may not serve on the nominating committee if that individual has been removed from the Board of Trustees during the immediate preceding or current fiscal year pursuant to Article VI, Section 8 or 9 or Article VII, Section 10 or 11 or is a current non-voting ex-officio member pursuant to Article VI, Section 2D. Four (4) members shall be ex-officio members who are: the most immediate Past President, who is willing and able to serve (shall serve as chair), the current President, the current Sisterhood President and the current Men's Club President. In the event of a co-presidency, only one of the co-presidents shall serve on the committee. The immediate Past President shall serve as chairperson of the committee. No more than one family member of a household may concurrently serve on the Nominating Committee unless they are both ex-officio members. No elected individual shall serve on the Nominating Committee for more than two consecutive years.

Section 2 Election of Nominating Committee Members

The election of the seven (7) members of the Nominating Committee shall take place no later than the regular February meeting of the Board of Trustees. The notice of such meeting of the Board of Trustees shall specify that one of the purposes is the election of Nominating Committee members. The election shall be by majority vote of those members present and voting.

Section 3 Duty of the Nominating Committee

The Nominating Committee shall meet within ten (10) days of its election. It shall be the duty of the Nominating Committee to ensure that there are sufficient qualified nominees for elected members of the Board of Trustees pursuant to Article VI. It shall also be the duty of the Nominating Committee to ensure that there is one qualified nominee for each office of the Congregation. However, the Nominating Committee is not obligated to, but may, nominate an Executive Vice President for the year in which it is also nominating a

new President for a first term. All nominations shall be by a majority vote of the entire voting membership of the Nominating Committee. The newly slated President shall be invited to the Nominating Committee as a non-voting member.

Section 4 Nominations

The Nominating Committee shall meet from time to time and shall present its nominations in writing to the Administrative Secretary at least thirty-five (35) days before the date set for the annual meeting of the Congregation. The Administrative Secretary shall post for twenty (20) days the list of nominees of the Nominating Committee in a prominent area of the Congregation within three (3) days of receipt from the Nominating Committee, and notify the general membership in writing of the nominees of the Nominating Committee in the next regularly scheduled Congregation mailing if that mailing is reasonably expected to reach the recipients within 30 days of the Annual Meeting. If the next regularly scheduled mailing is not reasonably expected to reach the recipients before 30 days of the Annual Meeting; the list of nominees shall be mailed 30 days before the Annual Meeting pursuant to Article V, Section 1. Other nominations may be made by written petition signed by at least one hundred (100) Voting Members in good standing, provided that such petitions shall be delivered to the Administrative Secretary at least twenty (20) days prior to the annual meeting of the Congregation. Each such petition must be accompanied by a letter of acceptance from the nominee. A list of the candidates nominated by the Nominating Committee or nominated by petition shall be provided with the notice of the annual meeting of the Congregation. The manner of nomination shall be indicated. For the purposes of this section, in the absence of the Administrative Secretary, the above duties will be assumed by the President or their designee.

Section 5 Election Procedure

Officers of the Congregation and elected members of the Board of Trustees shall be elected by the Voting Members of the Congregation at its annual meeting where a quorum is present. Only persons whose names are placed in nomination in accordance with this Article XII are eligible for election. Officers and elected members of the Board of Trustees shall be elected by a vote of a majority of the Voting Members in good standing present and voting without cumulative voting, and without recognition of proxies. When there are multiple candidates for an election and no candidate has a majority, the two candidates with the highest vote totals shall participate in a run-off election held immediately at such meeting. If no persons are nominated for any office or for the Board of Trustees other than those nominated by the Nominating Committee, the persons so nominated shall be automatically considered elected, without the necessity of a formal election procedure. If there is a contest for a vacancy as an officer, the nominees for that vacancy shall have the opportunity for a five minute presentation plus the opportunity of having five minutes to answer questions following their presentation

Article XIII AUXILIARY ORGANIZATIONS

Section 1 The Congregation may have such auxiliary organizations as shall from time to time be authorized and constituted by the Board of Trustees such as the Sisterhood and Men's Club.

Section 2 The activities of all auxiliary organizations of this Congregation shall always be conducted in such manner as will advance the best interests of the Congregation. In the event that the Board of Trustees shall determine that the activities of such organizations are in conflict with established policies of the Congregation, then, the Board of Trustees may veto such activity.

Section 3 The by-laws and other regulations of all auxiliary organizations shall be consistent with the by-laws and policies of the Congregation except where the policies of the national bodies of these auxiliary organizations prohibit compliance.

Article XIV AMENDMENTS

Section 1 Manner of Amending

The by-laws or any portion thereof, may be amended in the following manner:

A. Either

(i) The proposal to amend or suspend one (1) or more articles, sections or provisions of the by-laws or to introduce new articles, sections or provisions to it shall be submitted in writing to the Board of Trustees, signed by not less than fifty (50) Voting Members in good standing of the Congregation. The Board of Trustees shall consider such proposal at its next regular meeting. Within thirty (30) days after consideration of the proposal by the Board of Trustees, a meeting of the Congregation shall be called to consider and vote on such proposal. The notice of such meeting shall be given pursuant to Article V, Section 2, and shall include a copy of the proposal; or

(ii) Amendments to the by-laws may be introduced by any member of the Board of Trustees for consideration at its next regularly scheduled meeting. Upon approval of the proposal by the Board of Trustees, it shall recommend adoption of such matter at the annual meeting of the Congregation or at a special meeting of the Congregation which may be called by the Board of Trustees for such purpose.

B. At such Congregation meeting following the events in Article XIV, Section 1A(i) or Article XIV, Section 1A(ii), a report shall be submitted on the recommendation of the Board of Trustees as to action to be taken.

C. If two-thirds (2/3) of the Voting Members of the Congregation in good standing present and voting at a meeting of the Congregation at which a quorum is present votes in favor of the proposal, it shall be declared adopted.

Section 2 Resubmission of Rejected Amendment

A proposal for amendment or suspension which, in substantially the same form has been rejected by the Congregation may not be resubmitted for the consideration of the Congregation unless twelve (12) months have elapsed since the time of such rejection.

Article XV INDEMNIFICATION OF OFFICERS AND TRUSTEES

Section 1 The Congregation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Congregation) by reason of the fact that they are or were an officer or trustee of the Congregation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Congregation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interests of the Congregation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that their conduct was unlawful.

Section 2 The Congregation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Congregation to procure a judgment in its favor by reason of the fact that such person is or was an officer or trustee of the Congregation, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Congregation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of their duty to the Congregation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3 To the extent that an officer or trustee of the Congregation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith

Section 4 Any indemnification under Sections (1) and (2) of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon a determination that indemnification of the officer or trustee is proper in the circumstances because they have met the applicable standard of conduct set forth in Sections (1) and (2) of this Article. Such determination shall be made (i) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion, or (iii) by the Voting Members of the Congregation entitled to vote, if any.

Section 5 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Congregation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the officer or trustee to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the Congregation as authorized in this Article.

Section 6 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested trustees, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or trustee, and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person.

Section 7 The Congregation may purchase and maintain insurance on behalf of any person who is or was an officer or trustee of the Congregation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of their status as such, whether or not the Congregation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8 If the Congregation has paid indemnity or has advanced expenses under this Article to an officer or trustee, the Congregation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

Section 9 To the extent permitted by applicable law, this Article XV shall extend and apply to the officers and trustees of the Congregation's auxiliary organizations as agents of the Congregation.

Article XVI MISCELLANEOUS

Section 1 Parliamentary Procedure

Robert's Rules of Order, Newly Revised, shall be the standard for parliamentary procedure in this Congregation in the absence of any other rule, by-law or law governing the procedure in a particular situation.

Section 2 Ex-Officio Members

An ex-officio member of the Board of Trustees or committee shall have all the rights of any member on the Board of Trustees or a committee. A non-voting ex-officio member of the Board of Trustees or a committee shall not have the right to vote and shall not be able to make motions or be recognized by the chair for any other matter other than to speak to an issue.

Section 3 The Designated Rabbi

Where used in these by-laws, the term "Designated Rabbi" shall refer to the Rabbi as appointed by the Board of Trustees to serve as the Designated Rabbi.

Section 4 Fiscal Year

The fiscal year of the Congregation shall begin on the first day of July and end on the last day of June in each year. The Board of Trustees may change the fiscal year of the Congregation and shall notify the Congregation at least ninety (90) days prior to the effective date of change

Section 5 Compensation

Officers, trustees, committee members, and officers of the auxiliary organizations as such shall not receive any monetary compensation for their services, as officers, trustees, committee members and officers of the auxiliary organizations but shall not be precluded from serving the Congregation in any other capacity and receiving compensation therefor

Section 6 Conflict of Interest

- A. Any member of the Board of Trustees who is a party to, or has a financial interest in, or is the fiduciary representative of a party that is the subject of a discussion or motion before the Board of Trustees must immediately notify the President and the Board of Trustees. Such member cannot vote on any motion pertaining to the subject of such conflict of interest, and cannot be present at any discussion or vote by the Board of Trustees and cannot be present at any discussion or vote in

committee on such subject.

- B. Nothing contained herein shall prohibit any member of the Board of Trustees from making a presentation to the Board or a committee and responding to any questions regarding that presentation.
- C. Notwithstanding the above, no member of the Board of Trustees or person who had been a member of the Board of Trustees within the prior year shall represent a member or prospective member of the professional staff for the purposes of negotiating an employment contract with the Congregation, effective as of June, 2006.

Section 7 Books and Records

- A. The Congregation shall keep correct books and records of account, minutes of the proceedings of the Congregation, the Board of Trustees, the committees, and a record showing the names and addresses of the Membership Units in good standing. All books and records of the Congregation shall be kept in its registered office and may be inspected by any Voting Member in good standing or their agent or attorney, upon reasonable written notice to the President and stating any proper purpose and at any reasonable time.
- B. The Administrative Secretary shall maintain a separate book of minutes of any Executive Session convened under Article VI, Section 6E. Minutes of Executive Sessions shall be maintained on a confidential basis by the Administrative Secretary, except that said minutes shall be made available only to (a) the President, (b) then current members of the Board of Trustees, or (c) members of the Board of Trustees present at the Executive Session to which the minutes pertain. The administrative Secretary shall present the Executive Session minutes to the President to review and verify the accuracy thereof on demand by the President, but no less frequently than every three Executive Session meetings. The President shall signify approval by placing their signature thereon. The President may disclose minutes of the Executive Session to Congregation employees or any Voting Member in good standing or their agent or attorney, following reasonable written notice to the President, only if (a) the person making such request has a legitimate need to know the contents of the Executive Session minutes in furtherance of the best interest of the Congregation (as determined by the President); and (b) disclosure is approved by a $\frac{3}{4}$ majority of the Executive Committee.

Section 8 Bonding

If required by the Board of Trustees, any staff member or officer shall be bonded in such amount and with such surety as the Board of Trustees shall determine; the cost of

the same to be paid for by the Congregation

Section 9 Notice

- A. For purposes of these by-laws, and unless otherwise provided herein, all notices required or desired to be given in connection with these by-laws shall be in writing and shall be sent a minimum of fourteen (14) days before any action is taken regarding the matter to which such notice relates
- B. Written notice shall mean any of the following:
- (i) Notice sent by United States mail to the last address provided by the recipient, in which case it shall be deemed sent the first business day after it is deposited if sent via first class mail, and three (3) business days after it is deposited if sent bulk or any other class;
 - (ii) Notice sent by facsimile to a facsimile number or by electronic mail to the last telephone or electronic mail address provided by the recipient for the receipt of communication from the Congregation, in which case it shall be deemed sent the day it is sent if sent prior to 5:00 p.m. on a business day (2:00 p.m. on Friday or any business day preceding a holiday) and the next business day if sent thereafter;
 - (iii) Notice may be sent by recognized overnight courier or by overnight mail by personal or messenger delivery using a reputable courier to the last address provided by the recipient, in which case it shall be deemed sent on the date delivered to the recipient's home (or next day if delivered on a holiday).

Section 10 EFFECTIVE DATE

These restated bylaws shall become effective May 19, 2025.

AMENDED JANUARY 17, 2011 (Keruv Initiative)

Article II; Section 1

Article IV; Section 2; sub-section C

Article XIII; Section 3

AMENDED FEBRUARY 20, 2012 (Professional Staff retention policies)

Article X

Article X; Section 1

Article X; Section 3

Article XI; Section 1; sub-sections A and B

Article XI; Section 2

Article XI; Section 3

Article XI; Section 4

AMENDED JULY 1, 2015

Article IV Section 2.
Article IV, Section 2D
Article VI, Section 4
Article IX Section 2
Article X Section 6
Article XI, Sections 1 and 4
Article XI, Section 2
Article XI, Section 3
Article XI, Section 5
Article XI, Section 6
Article XVI, Section 3

AMENDED JULY 1, 2016

Article IV, Section 2B
Article IV, Section 2D
Article VI, Section 6
Article VI, Section 6A
Article VI, Section 8B
Article VII, Section 4G
Article VII, Section 10
Article IX, Section 2G
Article X, Section 3
Article XI, Section 7
Article XIV, Section 1
Article XVI, Section 7

AMENDED JULY 1, 2019

Article IV, Section 2
Article V, Section 1
Article VI, Section 2
Article VI, Section 3C
Article VI, Section 6A and add F
Article VII, Section 5
Article IX, Section 1
Article IX, Section 2, A-K
Article XI, Section 5
Article XII, Section 4
Article XV1, Section 10

AMENDED JUNE 9, 2022

Article IV, Section 2B
Article IV, Section 2C
Article IV, Section 4A
Article IV, Section 6

Article V, Section 2A
Article VI, Section 2Dii
Article VI, Section 3B
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Article VI, Section 8B
Article VI, Section 9B
Article VII, Section 2D
Article VII, Section 2E
Article VII, Section 2K
Article VII, Section 6Ai
Article VII, Section 6Aii
Article VII, Section 6B
Article VII, Section 7A
Article VII, Section 7B
Article VII, Section 10B
Article VII, Section 11A
Article VII, Section 11B
Article X, Section 2
Article X, Section 6A
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Article XI, Section 3B
Article XII, Section 1
Article XII, Section 4
Article XV, Section 1
Article XV, Section 2
Article XV, Section 4
Article XV, Section 5
Article XV, Section 6
Article XV, Section 7
Article XVI, Section 7A
Article XVI, Section 7B

AMENDED DECEMBER 12, 2022

Article VII Section 1
Article VII Section 2
Article VII Section 3
Article VII Section 4
Article VII Section 8
Article VII Section 9
Article VII Section 10

AMENDED MAY 19, 2025

Article IV Section 2A

Article IV Section 2C
Article VI Section 6Dii

Corrected January 11, 2026

Add missing June 9, 2022 amendment to Article VI(3)(C)