

## BY-LAWS OF CONGREGATION SUKKAT SHALOM

### ARTICLE I

#### NAME

This congregation shall be known as Congregation Sukkat Shalom of Cook County, Illinois (the "Congregation"), an Illinois not-for-profit corporation.

### ARTICLE II

#### PURPOSE

§ 1. The purpose of this Congregation is to promote exclusively charitable, educational, and religious pursuits within the faith and traditions of Judaism and to support the spiritual growth of its membership.

§ 2. All of the assets and the earnings of the Congregation shall be used exclusively for charitable, religious and educational purposes within the meaning of § 501 (c)(3) of the Internal Revenue Code of 1986, as amended or any subsequent law of the United States of America (the "Code"), in the course of which operation:

(a) No part of the net earnings of the Congregation shall inure to the benefit of, or be distributable to, its Directors, Officers or other persons, except that the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) No substantial part of the activities of the Congregation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Congregation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office except as authorized under the Code.

(c) Notwithstanding any other provisions contained herein, the Congregation shall not carry on any other activities not permitted to be carried on by a corporation exempt from tax under § 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE III  
MEMBERSHIP

§ 1. Any person who identifies with the purposes and goals of this Congregation, who agrees to abide by these by-laws, and who is eighteen years of age or over may be accepted as a Member.

§ 2. Upon acceptance of a membership application by the Board or by a committee to which these duties have been delegated, any person who qualifies under § 1 shall be considered a member ("Member") of the Congregation.

§ 3. Powers and Privileges of Members: Members shall have all the privileges of membership, subject to the rules and regulations established from time to time by the Board of Directors, including

- (a) the right to participate in worship, religious school for their children, adult studies, and social activities;
- (b) the right to vote on all matters coming before meetings of the Congregation;
- (c) any other matters required by law to be submitted to the Members.

§ 4. The Board of Directors may establish special membership classifications with such provisions as it shall deem advisable.

§ 5. Members shall be responsible for support of the congregation through payment of dues, assessments and other fees, and volunteer activities as shall be determined by the Board of Directors.

ARTICLE IV  
MEETINGS

§ 1. The Annual Meeting of the Congregation shall be convened by the President on or before the 15th day of the month of May. At this meeting, reports shall be submitted by the president, the rabbi, and such other officers, officials, auxiliaries and committees as may be requested to do so by the Board of Directors; a budget for the coming fiscal year shall be approved and such Director and Officers as necessary shall be elected. Every member of the Congregation shall be notified by mail at least 45 days prior to the holding of the annual meeting or of any adjourned annual meeting.

§ 2. Special meetings of the congregation may be called by the president or shall be called at the request of a majority of the Board of Directors or on written application of 25% of the membership. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed to such members at least 45 days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the call.

§ 3. The members holding 25% of the votes which may be cast at any meeting shall constitute a quorum at such meeting.

§ 4. Each member entitled to vote at a meeting of members may authorize any other person or persons to act for him by proxy at the meeting specifically designated in the proxy.

#### ARTICLE V BOARD OF DIRECTORS

§ 1. The Board of Directors (the "Board ") shall consist of the officers of the congregation and nine members elected by the Congregation. All members of the Board must be members of the Congregation in good standing.

§ 2. The President shall designate, for the first year, one-half of the directors to serve for one year and one-half to serve two years.

§ 3. The Congregation shall thereafter elect, as the above terms expire, directors for a term of two years, provided, however, that no Director shall be elected for more than three successive two-year terms.

§ 4. The Board of Directors shall have the general management of the affairs, funds, records, and property of the Congregation. It shall act on all matters of policy, fill all vacancies on the Board until the next congregational election, and perform such other duties as the members of the congregation in regular or special meetings may prescribe.

§ 5. The Board of Directors shall meet once a month from September through June and, in addition, may meet at the call of the president or by petition of three members of the Board.

§ 6. Five members of the Board of Directors shall constitute a quorum.

§ 7. The position of any Director who is absent without adequate excuse from three

successive regular meetings of the Board may be declared vacant by the Board.

§ 8. The Board of Directors shall have the authority, in consultation with the Rabbi, to engage professional staff and other employees and to fix their duties and compensation.

§ 9. Except for such powers as are by these by-laws conferred on or reserved to the members of the Congregation, the Board of Directors shall be vested with all powers reasonably necessary to fulfill the purposes of this Congregation and permitted by law, including, but not limited to: the power to manage and control the property, funds and records of the congregation; to designate the bank, banks or trust company for deposit of congregational funds; to enter into leases for the rental of real property; to enter into contracts; to employ such professional and other staff as are deemed necessary to administer properly the affairs of the Congregation and to fix the wages or compensation and terms of employment of all such persons; to establish such pension, health, life and other insurance policies for any employee of the Congregation as it deems appropriate; to enter into liability and other insurance contracts for the protection of the assets and property of the Congregation and for the protection of volunteers; to employ professional individuals to assist in the legal, financial, and accounting affairs of the Congregation. In addition, the Board shall act on all matters of policy, fill all vacancies on the Board until the next congregational election, and perform such other duties as the members of the Congregation in regular or special meetings may prescribe.

#### ARTICLE VI OFFICERS

§ 1. The Officers of this Congregation shall consist of a president, a vice- president, a secretary and a treasurer, all to be elected for a term of two years, at the annual meeting of the congregation. These officers shall assume office within fourteen days following the annual meeting. An officer must be a member in good standing of the Congregation.

§ 2. The duties of the president shall be to act as chair at all congregational and board meetings, to appoint committees, of all of which the president is to be an ex- officio member; to call special meetings; to sign all legal documents and to perform such other duties as are incident to the office.

§ 3. The vice-president shall automatically succeed to the office of president in case of vacancy and shall act for the president in case of absence or disability. The vice-president shall perform such duties as may be assigned by the president.

§ 4. The treasurer shall be the custodian of all funds of the Congregation and shall be the disbursing agent of the Congregation as authorized by the Board of Directors. The

treasurer shall report monthly to the Board of Directors; present a financial report to the congregation at all regular meetings; arrange for an annual audit of the Congregation's financial records by an independent Public Accountant selected with the Board's approval. The treasurer, in the absence of the vice-president, shall assume the duties and responsibilities incumbent upon that office.

§ 5. It shall be the duty of the secretary to serve as secretary of the Congregation and of the Board of Directors. The secretary shall keep the minutes of both bodies, keep a register of all the members of the Congregation, send out notices of all meetings, and perform such other duties as are incident to the office.

§ 6. Before assuming office, all officers shall be covered by a blanket position fidelity bond or director and officer insurance policy maintained in an adequate amount, the cost of which shall be borne by the Congregation.

§ 7. All disbursement of congregational funds shall require the signature of one or more of those individuals designated by the Board of Directors.

#### ARTICLE VII

##### RABBI

§ 1. This Congregation shall abide, in its selection of a Rabbi, by the rules and regulations of the Rabbinical Placement Commission of the Union of American Hebrew Congregations, the Central Conference of American Rabbis and the Hebrew Union College - Jewish Institute of Religion.

§ 2. At the Rabbi's request, the Rabbi shall be enrolled in the Rabbinical Pension Plan and Long-Term Disability Plan, and other insurance plans of the UAHC and CCAR, the Congregation defraying all or a part of the premiums.

§ 3. The Rabbi shall have the right to attend all meetings of the Board of Directors and of the Congregation, except when the Rabbi's absence is requested for some special reason. The Rabbi shall be an ex-officio member of all committees.

#### ARTICLE VIII

##### COMMITTEES

§ 1. The following standing committees shall be appointed by the president at the first meeting of the Board of Directors following the annual election:

- Education Committee

- Management, Budget and Finance Committee
- Ritual Committee
- Membership Committee
- Program Committee
- Social Justice Committee
- Nominating Committee: Nominations of officers and directors after the first election when the congregation is organized shall be made by a nominating committee appointed by the president, with the consent of a majority of the Board of Directors. The nominating committee shall consist of two members of the Board of Directors whose terms of office do not expire at the next ensuing election and one member of the congregation at large.

ARTICLE IX  
REAL ESTATE

Before any contract shall be entered into for the purchase, sale or alienation of real estate by or for the Congregation, the Board of Directors shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting to be called for that purpose. It shall require a vote of two-thirds of the members present to authorize any purchase, sale or alienation of real estate.

ARTICLE X  
UNION OF AMERICAN HEBREW CONGREGATIONS

The Congregation shall be a member of the Union of American Hebrew Congregations (UAHC). As a member of the UAHC, the Congregation affirms its support of the goals and policies of the Constitution of the Union of American Hebrew Congregations. In addition, the Congregation supports the Proportional Dues Plan (MUM) of the UAHC.

ARTICLE XI  
AMENDMENTS

Amendments to the Articles and Bylaws shall be presented in writing and shall be initiated by the Board of Directors or by at least 25 % of the members of the Congregation and shall be filed with the secretary. Such amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments, with the arguments for and against them, shall be mailed to each

member along with the notice of the meeting at least 30 days prior thereto. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

ARTICLE XII  
DISSOLUTION

In the event of dissolution of the Congregation, all property of the Congregation after payment of debts and liabilities shall be transferred to a not-for-profit organization which is exempt under § 501 (c)(3) of the Code and whose activities and purposes are as similar as possible to those of this corporation, as determined by the Board.

*Amended May 19, 1996*