

Am Shalom Bylaws

(as amended June 2019)

Article 1

Name

The name of the Congregation is Am Shalom (People of Peace), a Reform synagogue. Am Shalom, which is located at 840 Vernon Avenue, Glencoe, IL 60022, is hereafter also referred to as “the Congregation” and as “the Temple”.

Article 2

Mission

Am Shalom’s mission, as a Reform Congregation, is to engage, enlighten, embrace and educate our members in ways that build a sense of community, while respecting individual forms of expression and belief. We seek to explore our Jewish roots, awareness and values and enrich the spiritual lives of our members, while serving humanity through social action.

Article 3

Definitions

- a. Board of Trustees: The Board of Trustees (“Board”) shall be defined as the collective group of Members in Good Standing elected to the Board.
- b. Clergy: The Clergy consists of the Senior Rabbi, Associate Rabbi(s), Director of Congregational Learning, Founding Rabbi, Senior Cantor, and Associate Cantor.
- c. Executive Team: The Executive Team consists of the Director of Operations, the Director of Financial Management, and the Director of Engagement.
- d. Member: A Member shall be defined as any person eligible for membership, who has been offered and has accepted membership in the Congregation under the terms and conditions established by the Board.
- e. Member Unit: A Member Unit shall be defined as one or two adult Members, and their dependent children, if any (as further described in Article 4, paragraph 1(c) below), who shall live as a family unit.
- f. Member in Good Standing: A Member in Good Standing shall be defined as a Member who has fulfilled all the financial obligations established in accordance with these Bylaws and the policies and procedures of the Board.
- g. Senior Staff: The Senior Staff consists of the Clergy and the Executive Team.

Article 4

Membership

Section 1. Eligibility

- a. Any person of the Jewish faith, or any person seeking to be associated with those upholding the Jewish faith, shall be eligible for membership in the Congregation, under those terms and conditions and in the manner prescribed from time to time by the Board.
- b. The spouse (or partner, through a formal commitment ceremony) of any Member, whether or not of the Jewish faith, shall be a Member of the Congregation.
- c. Children of Members, through the age of 24, who are either living at home or are full-time students, shall be considered Members, however no person whose membership has been established through this provision shall be entitled to vote at Annual or Special meetings.
- d. Children of Members, over the age of 24 who are disabled, shall be considered Members.
- e. No Member shall be denied full participation in the activities of the Congregation by reason of gender, gender identification, marital status, sexual orientation, race, ethnicity or religion.
- f. The membership of a spouse, whether or not of the Jewish faith, and children shall continue, if the spouse so desires, after the death of the other spouse, or dissolution of the marital relationship.

Section 2. Rights of Members in Good Standing

A Member in Good Standing shall be entitled to the following privileges:

- a. Attendance at all congregational worship services.
- b. Attendance at all congregational activities, subject to the payment of an activity fee, if any, and other reasonable restrictions.
- c. Use of congregational facilities.
- d. Pastoral services of the Rabbis and professional staff of the Congregation for Jewish life-cycle events.
- e. Attendance in the Religious School and Hebrew School.
- f. Seats for the High Holy Day services.
- g. Voting at all Annual or Special Meetings, as more fully described in Article 8, Section 5.
- h. Other entitlements subject to such policies as the Board may establish from time to time.

Section 3. Seats

No seat in any structure owned or used by the Congregation for any religious service shall be sold or leased to anyone, nor shall anyone be given a special seat by reason of any dues, donation or endowment. This provision shall not prevent the sale or lease of seats or facilities for special occasions not involving religious worship.

Section 4. Payment of Dues

Each Member Unit shall pay annual membership dues, along with any assessments, charges or obligations which may be authorized by the Board, subject to special arrangements that may be granted by the Board, or persons designated by the Board. The amount, timing and manner of payments of dues, assessments, charges or other obligations shall be determined by the Board. No person shall be denied membership in the Congregation because of inability to pay dues, assessments, charges or other obligations. -

Section 5. Complimentary Membership

Any Member, former Member or employee of the Temple may be granted complimentary membership status in accordance with policies established by the Board. Such complimentary Members shall have all the rights of Members and shall, for all purposes, be considered as Members in Good Standing.

Section 6. Termination of Membership

The Board may terminate the membership of any Member who is not in Good Standing, or for other cause determined by the Board.

Section 7. Membership List

A list of names, telephone numbers, mailing addresses and email addresses of the Members and their spouses shall be kept at the business office of the Congregation. The list shall be used only for communication to the Members for congregational purposes and shall not be published nor shall anyone be permitted to make copies of or use the list for any other purpose without authorization of the Board.

Article 5

Board

Section 1. Authority of the Board

Except as otherwise provided by the Bylaws, the business, policies, affairs and property of the Congregation shall be directed and controlled by the Board. The Board may exercise all powers not otherwise limited by law, or required to be exercised by the members of the Congregation. Policies approved, actions taken and decisions made by the Board shall be contained in the minutes of the Board or Special Meetings.

Section 2. Composition of the Board

The Board shall consist of the President, President-elect, two Vice Presidents, Secretary, Treasurer, Assistant Treasurer (if appointed pursuant to Article 6, Section 10), immediate past President and sixteen members elected as such at the Annual Meeting of the members of the Congregation (“Elected Members.”)

Section 3. Eligibility

Any Member in Good Standing is eligible for election to the Board. All members of the Board must remain Members in Good Standing during their terms of office.

Section 4. Board Terms

- a. The term of a Board Member begins at the Annual Meeting during the fiscal year in which his or her election to the Board occurs, and ends at the Annual Meeting in the fiscal year in which such Board Member’s term concludes, subject to the following:
 1. A Board Member who is elected to fill a vacancy shall begin his or her term upon election by the Board as provided in Article 5, Section 5b, and shall end his or her term at the first Annual Meeting following such appointment.
 2. A Board Member whose position is declared vacant under Article 5, Section 5a, shall end his or her term upon the vote of the Board declaring such vacancy.
- b. The term of each Elected Member of the Board shall be two (2) years, subject to the phase-in provisions of Article 19(a). No Elected Member of the Board shall serve for more than three (3) consecutive two-year terms, exclusive of any term served to fill a vacancy.
- c. After a break in service of one (1) year or more, a person shall again be eligible to serve on the Board (see Article 6, Section 3 for length of Officers’ terms).

- d. The period in which a person serves as an Officer shall be excluded in computing the maximum permissible number of terms as a Board Member, but in no event shall the total time served as a Board Member and Officer exceed twelve years, or, in the case of the President and President-elect, exceed sixteen years. However, nothing in this provision shall prevent a Board Member from completing a term as an Officer if the completion of such term will exceed the maximum permissible time on the Board by one year.
- e. Notwithstanding anything to the contrary in Article 5, Section 4(e), the Board may override the term limit regarding only the position of the Treasurer as the Board deems necessary to provide for the most efficient and beneficial transition of the position, but in no event shall an Officer serve as Treasurer for more than six (6) years (except as stipulated in Article 6, Section 3(d)).

Section 5. Vacancies

- a. The Board may declare vacant the position of any Board Member:
 - 1. By reason of death or resignation.
 - 2. When a Board Member, without good cause fails to attend three consecutive regular meetings of the Board.
 - 3. Upon removal, for cause, in accordance with any policies and procedures established by the Board, consistent with applicable law.
- b. The Nominating Committee shall recommend a candidate to fill such vacancy, and the Board shall vote to approve such candidate by majority vote at the next scheduled Board meeting following the declaration of such vacancy, or as soon thereafter as is feasible.
- c. The period of time serving in such vacancy shall not count towards the three-term limit or towards the maximum permissible time on the Board as described in Article 5, Section 4(b) and (d).

Section 6. Quorum

- a. A simple majority of Board Members constitutes a quorum for the transaction of all business before the Board.
- b. Except as provided otherwise by the Bylaws, the act of a majority of the Board Members present at any meeting at which there is a quorum shall be the act of the Board.

Section 7. Meetings of the Board

- a. Regular meetings of the Board shall be held as determined by the Board from time to time.
- b. A Special Meeting of the Board may be called by the President or by no fewer than three members of the Board, upon not less than seven days written notice to all Board Members, the means of which shall include mail, fax and email.
- c. Only Elected Members (including those Board Members who have been

approved by the Board to fill vacancies) as described in Article 5, Section 2, may vote at Board meetings.

Section 8. Executive Committee of the Board

- a. The Executive Committee shall consist of the following members chosen from among the then serving Board Members:
 1. President
 2. President-elect
 3. Two Vice Presidents
 4. Treasurer
 5. Assistant Treasurer, if one is appointed pursuant to Article 6, Section 10.
 6. Secretary
 7. Three (3) members nominated by the President and elected by the Board (“Elected Executive Committee Members”)
- b. Elected Executive Committee Members shall hold office for one (1) year, but may be re-appointed, at the President’s discretion. Elected Executive Committee Members shall not be deemed to be Officers, but shall have the same voting authority as Officers.
- c. Powers of Executive Committee
 1. The Executive Committee shall administer the affairs of the Congregation between meetings of the Board, may make recommendations to the Board for action to be taken by it and, except as limited by the Board, shall exercise all powers vested in the Board.
 2. The President (or his or her designee) shall report to the Board any and all actions taken between Board meetings by the Executive Committee at the next meeting of the Board.
 3. Five members of the Executive Committee present at any meeting constitute a quorum for the transaction of all business before the Executive Committee. The actions of the majority of the Executive Committee members present at any meeting at which there is a quorum shall be the act of the Executive Committee.
 4. All actions of the Executive Committee are subject to review by the Board, except for issues regarding compensation of staff members.
 5. All meetings of the Executive Committee shall be closed to Members of the Congregation but shall be open to the Senior Staff, except when the President requests the meeting be in executive session.

Section 9. Attendance at Board Meetings by Members in Good Standing

- a. All meetings of the Board shall be open to attendance by any Member in Good Standing, with the exception of meetings or portions of meetings which may include deliberations about personnel and security, which may, at the discretion of the President, be held during a special, executive session of the Board which shall be closed to all non-Board members.
- b. Any Member in Good Standing may, on ten days written notice to the

- Secretary, have an item placed on the agenda of the next regularly scheduled Board meeting and address the Board on such matter.
- c. Any Members of the Congregation may, at the discretion of the President or his or her designee, address the Board in reference to any scheduled agenda item.

Article 6

Officers

Section 1. Enumeration of Officers

The Officers of the Congregation are the President, a President-elect, two Vice Presidents, a Secretary, a Treasurer, and an Assistant Treasurer, if one is appointed pursuant to Article 6, Section 10.

Section 2. Eligibility

All Officers must remain Members in Good Standing during their terms of office.

Section 3. Terms

- a. Each Officer shall be elected for a two-year term at the Annual Meeting of the Congregation.
- b. Except for the President, the President-elect and the Treasurer (as stipulated in Article 5, Section 4(e), an Officer may hold the same office for no more than two consecutive two-year terms.
- c. The President and President-elect may each hold their respective position for one two-year term only.
- d. Notwithstanding the foregoing, an Officer may continue to hold office until a successor assumes office.

Section 4. President

The powers and duties of the President shall be as follows:

- a. Serve as the principal executive Officer of the Congregation and the Board.
- b. Supervise and direct all activities of the Congregation, other than those that are supervised and directed by the Rabbi or Am Shalom's Executive Team.
- c. Preside at the Annual Meeting and any Special Meetings of the Congregation, and all meetings of the Board and the Executive Committee.
- d. Appoint all Committee Chairs and Task Force Chairs.
- e. Vote at meetings of the Board only in the event of a tie. Any Officer presiding at a Board meeting in the President's absence, as authorized pursuant to this

- Article 6, shall also be bound by such voting restriction.
- f. Serve as an ex officio member of all committees except the Nominating Committee (see Article 7, Section 1(d)).

Section 5. President-elect

The powers and duties of the President-elect shall be as follows:

- a. Perform such duties as may be designated from time to time by the President.
- b. In the absence of the President, perform the duties and exercise the powers of the President.
- c. At the conclusion of the term of the President, the President-elect shall succeed to the office of the President.

Section 6. Vice Presidents

- a. Each Vice-President shall perform such duties as may be designated from time to time by the President.
- b. In the absence of the President and President-elect, a Vice President appointed by the President, or the President-elect, (if performing the duties of the President as provided under Section 5(b), above), shall perform the duties and exercise the powers of the President.

Section 7. Secretary

The powers and duties of the Secretary shall be as follows:

- a. Exercise responsibility for the recording, maintenance and posting of the minutes of Board meetings, Executive Committee meetings, the Annual Meeting and any Special Meetings of the Congregation.
- b. Receive and maintain as well as oversee the accessible storage of policy manuals or similar documents as may arise from time to time, as well as assist with the interpretation and implementation of any updates to these documents as requested by the President or by the Board.
- c. Perform other such duties as may be designated by the President or by the Board.

Section 8. Treasurer

The powers and duties of the Treasurer shall be as follows:

- a. Exercise responsibility to provide oversight of the Director of Financial Management authorized or directed by the Board to:
 1. Manage and oversee the operating funds, securities and other special funds of the Congregation as designated by the Board;

2. Maintain accurate and current accounts of all receipts and disbursements;
 3. Prepare an annual account of all receipts and disbursements for the fiscal year, which shall be audited by a certified public accountant designated by the Board and submitted to the Board prior to the following December 1;
 4. Prepare an annual budget for the coming fiscal year; and
 5. Prepare such other reports and accounts as directed by the President or by the Board.
- b. Serve as Chair of the Finance Committee.
 - c. Perform such other duties as may be designated by the President or by the Board.
 - d. The Treasurer shall be bonded in such amount as shall be directed by the Board, and all premiums and charges for such bond shall be paid by the Congregation.

Section 9. Vacancies

- a. The Board may declare a vacancy in any office:
 1. By reason of the death or resignation of any Officer; or
 2. Upon a finding of just cause as determined by a 2/3 vote of all Board members in attendance, at a regular or Special Meeting called for such purpose, upon not less than seven days written notice. The Officer, whose status is being considered shall be granted the opportunity to speak at the open portion of such Board or Special Meeting.
- b. In the event of a vacancy in the office of the President:
 1. The President-elect shall succeed to that office, and shall fill the unexpired term and shall hold office as President for the succeeding two-year term, except as provided by Article 8, Section 6(a).
 2. If there is no President-elect, the Board shall elect one of the Vice Presidents to complete the unexpired term of the President.
 3. If there is no Vice President able or willing to serve, the Board shall elect a Board Member to complete the unexpired term of President.
 4. If there is no Board Member able or willing to serve, the Board shall designate some other Member in Good Standing to complete the unexpired term of President.
- c. In the event an Officer, Board Member or Member of the Congregation has been elected to complete the unexpired term of President under Article 6, Section 9(b), the Nominating Committee shall recommend, and the Board shall elect a President-elect to succeed to the office of President at the conclusion of the term during which the vacancy occurred. The election of the new President-elect shall be ratified at the Annual Meeting or a Special Meeting to take place within 60 days of such election.
- d. Upon a vacancy in any office other than that of President, the Nominating Committee shall recommend, and the Board shall elect a successor to the

- office at an election held at the next regularly scheduled Board meeting following the declaration of the vacancy, or as soon thereafter as is feasible.
- e. Any Officer removed from office shall not remain a member of the Board.

Section 10. Assistant Treasurer

- a. The President, with the advice and counsel of the Treasurer, and the approval of the Board, may appoint an Assistant Treasurer.
- b. The Assistant Treasurer shall perform such duties as may be designated by the President, the Board, or by the Treasurer, as the case may be.
- c. Following such appointment, the Assistant Treasurer will serve until the Annual Meeting following such appointment. Thereupon, the Assistant Treasurer may serve up to three additional annual terms, each term ending at the Annual Meeting.
- d. If the Assistant Treasurer is not reappointed at the end of an annual term, he or she will no longer be a Board Member unless he or she was an Elected Member when originally appointed or subsequently became an Elected Member of the Board.
- e. The Board, with or without cause, may remove any person appointed Assistant Treasurer from said position under this Section 10.
- f. The Assistant Treasurer, if not currently a member of the Board shall serve as an ex-officio member of the Board, and shall have no voting authority.

Article 7

Nominating Committee

Section 1. Composition of Committee

- a. The Immediate Past President shall serve as the Chair of the Nominating Committee.
- b. If the Immediate Past President cannot serve as Chair of the Nominating Committee, the President shall appoint another Past President to serve as Chair. In the event no other Past President is willing to serve, the President may appoint any Member in Good Standing to serve as Chair.
- c. The Immediate Past President shall appoint eight additional Committee members, four being current Board Members, and four being Members in Good Standing of the Congregation who are not currently Board Members.
- d. No Officer shall be a member of the Nominating Committee, nor shall any Officer or Senior Staff participate in any way in the Nominating Committee's deliberations.
- e. Nominating Committee members shall serve for no more than two consecutive two-year terms.

- f. Six members of the Nominating Committee shall constitute a quorum.

Section 2. Eligibility for service as Board Member or Officer

- a. No member of the Nominating Committee, nor the spouse, parent, child or sibling of such member may be nominated to serve as a Board Member. Resignation from the Nominating Committee shall not render a Member of the Committee, or his or her spouse, parent, child or sibling eligible for nomination.
- b. A Nominating Committee member who is nominated as an Officer (except for President-elect) must resign from the Nominating Committee prior to its consideration of such nomination. No member of the Nominating Committee may be nominated for the office of President-elect.

Section 3. Nomination of Board members

The Nominating Committee shall nominate the Board Members to be voted on at the Annual Meeting.

Section 4. Nomination procedures

- a. The Nominating Committee shall create a process to solicit names of candidates to consider for Board Member.
- b. Any Member in Good Standing, including Officers and Board members, may nominate any person (including himself or herself) for any Board position or office other than President.
- c. The Nominating Committee shall give full and fair consideration to all eligible nominees.
- d. Thereupon, the Nominating Committee shall nominate one candidate for each office other than President, and as many candidates for the Board as will make the total number of elected Trustees equal to the number specified in these Bylaws.
- e. The incoming President Elect shall nominate the slate of Officers including the President Elect, who shall first seek to nominate an individual currently serving as a Board Member. If the incoming President Elect cannot identify an appropriate candidate from among current Board members, he or she may select a Member in Good Standing of the Congregation for any Officer position other than President Elect.
- f. The Officers slate and President Elect shall be approved by the Board within the timeline required under Article 7, Section 4(f) and (g).
- g. Not less than 60 days before the Annual Meeting of the Congregation, (i) the chair of the Nominating Committee shall certify to the Secretary the names of the nominees, along with the name of the current President-elect, who shall succeed as President pursuant to Article 6, Section 5(c), and (ii) the President shall certify the names of the Officers slate and President Elect to the

Secretary (collectively the “Certified Nominees”).

- h. Not less than 30 days before the Annual Meeting, the names of the Certified Nominees shall be distributed to each Member Unit of the Congregation or included in any Temple publication that is sent to each Member Unit within the time frame required.

Section 5. Nomination procedures to fill a vacancy

- a. Upon the occurrence of a vacancy in any Board membership or Officer position other than President, the Nominating Committee shall recommend to the President a candidate to fill such vacancy.
- b. Such nomination shall be subject to Board approval at the next regularly scheduled Board meeting following the Nominating Committee’s recommendation, or upon a special Board meeting called for such purpose.
- c. The Board Member or Officer so approved shall begin service immediately.

Section 6. Vacancies after certification

- a. If, after certifying the Nominees, but prior to the Annual Meeting, a vacancy occurs by reason of the death, incapacity or withdrawal of the candidate, the Nominating Committee may nominate, at the Annual Meeting, another candidate for such position.
- b. If the Nominating Committee fails to so nominate another candidate at the Annual meeting, and if there is no other candidate for such office nominated by Members of the Congregation by petition, a vacancy shall be declared, and filled in such manner as prescribed by Article 7, Section 4(a)-(d).

Article 8

Meetings

Section 1. Annual Meeting

The Annual Meeting of Members of the Congregation shall be held each year within the period from May 1 to June 30 inclusive shall be held at the Congregation at such time and as the Board may designate.

Section 2. Special Meetings

- a. Special Meetings of the Members of the Congregation will be held at the Congregation at the call of the President, a quorum of the Board, or by written petition signed by not less than fifty (50) Members in Good Standing delivered to the President or the Secretary not less than twenty (20) days

- before the day specified for the Special Meeting.
- b. Notice of Special Meetings shall state the purpose of the meeting.

Section 3. Notice to Members

Notice of the Annual Meeting and of any Special Meeting shall be mailed or sent by email by the Congregation at its expense to each Member of the Congregation not less than fourteen (14) days prior to the date of the Annual Meeting or Special Meeting, or such other period as may be required by law.

Section 4. Quorum

- a. Fifty Members in Good Standing of the Congregation present in person or by proxy at any Annual Meeting or Special Meeting called by the President, the Board, or any Officer acting on the President's behalf shall constitute a quorum.
- b. One hundred (100) Members in Good Standing of the Congregation present in person or by proxy at any Special Meeting called by written petition as provided in Article 8, section 2(a) shall constitute a quorum.

Section 5. Voting

All Members in Good Standing over the age of 21, except for those whose membership is based on Article 4, Section 1(c), shall be entitled to vote at the Annual Meeting or at Special Meetings.

Section 6. Nomination by Petition and Elections

- a. Twenty (20) or more Members in Good Standing of the Congregation may, by signed petition, nominate a candidate for any Board position, or office other than the President, to be filled. Fifty (50) or more Members in Good Standing of the Congregation may by signed petition nominate a candidate for President.
- b. Such petitions shall be delivered to the office of the Congregation, or to the President or Secretary not less than forty-five (45) days before the Annual Meeting.
- c. The names of such additional nominees shall be included in the notice of the Nominating committee's nominees as set forth in Article 7, Section 4(f).
- d. For each office or Board position for which nomination by petition is made, the Secretary shall prepare a ballot which shall list, alphabetically, the names of each candidate for each respective office or Board position.
 - 1. Ballots shall be mailed or emailed to each Member in Good Standing over the age of 21 (except as provided in Article 4, Section 1(c), along with a return envelope deliverable to the office of the Congregation.
 - 2. Ballots must be postmarked or emailed no fewer than seven days prior to the Annual Meeting and received no later than the day before the

- meeting, or they shall not be counted.
3. The President shall appoint three Past Presidents, none of whom shall be the Immediate Past President or the Chair of the Nominating Committee, to serve as election judges who, together, shall count the ballots, and certify the results to the Secretary.
 4. A plurality of the votes cast will elect any Officer or Board Member.
 5. If any candidate nominated by petition receives the same number of votes as the Certified Nominee, the Certified Nominee shall be declared the winner.

Section 7. *Proxies*

- a. A proxy form may be requested from Am Shalom's Director of Operations and shall be limited to a specific meeting or any adjournment thereof, and may be revoked in writing at any time by the person executing it.
- b. Proxies delivered to any member of the Executive Team of the Congregation at least 24 hours prior to such meeting will be voted.

Article 9

The Clergy

Section 1. Responsibilities of the Senior Rabbi

- a. The Senior Rabbi shall be the spiritual leader of the Congregation
- b. The Senior Rabbi shall have the following duties and responsibilities:
 1. Provide for the spiritual welfare of the Congregation.
 2. Officiate at marriages, b'nai mitzvah services, funerals and other life cycle events of Members and their immediate families.
 3. In cooperation with the Board and such committees as may be designated, develop and implement initiatives that advance the Mission of the Congregation.
 4. In cooperation with the Board and such committees as may be designated, establish and direct educational programs and the course of religious instruction.
 5. Attend all meetings of the Board, except when the business of such meeting concerns the appointment, tenure, compensation, removal or activities of the Senior Rabbi or as the Board may decide to exclude (e.g. executive session).
 6. In consultation with the Board, supervise the performance of other members of the Senior Staff.
 7. In consultation with the Board, recommend the hiring and retention of other members of the Senior Staff.
 8. Perform all other functions normally pertaining to the office of the rabbi.

- c. Nothing herein shall preclude the Senior Rabbi from performing life cycle events for non-Members, as long as the request for such services by Members takes priority.

Section 2. Freedom of the Pulpit

Subject only to applicable laws, the Articles of Incorporation of this Temple, and its bylaws, the Rabbi(s) of the Temple shall conduct the religious services with freedom of expression in the pulpit.

Section 3. Election of the Rabbi

The Senior Rabbi, upon initial hire, shall be elected by the Members of the Congregation at the Annual Meeting or at a Special Meeting called for that purpose for such term as the Congregation, by a majority vote of the Members in Good Standing present and by proxy determine.

Section 4. Dismissal of the Senior Rabbi

- a. If the Senior Rabbi has an unexpired contract with the Congregation, he/she may not be dismissed or the pulpit declared vacant except at the Annual Meeting or at a Special Meeting of the Members called for that purpose.
- b. In order to effect such a dismissal, a majority of the Members in Good Standing must be present in person or by proxy at such meeting, and a two-thirds majority of such persons must vote affirmatively for such dismissal.
- c. Dismissal of the Senior Rabbi shall be without prejudice to the Rabbi's contract rights, if any, except if due to malfeasance.

Section 5. Hiring of Clergy

- a. The Senior Rabbi shall be selected by the Board following a search conducted in accordance with such methods as the Board may establish, and elected by the Congregation as provided in section 3, above.
- b. Any Assistant or Associate Rabbis and Cantors will be selected by the Board in accordance with such search guidelines as the Board may establish, in partnership with the Senior Rabbi.

Section 6. Discretionary Funds.

- a. The Clergy shall have authority to receive and retain honoraria, and other donations intended by the donor to be used by the respective Clergy member at his or her discretion, as his or her Discretionary Fund to be held by the respective Clergy member as a segregated fund.
- b. The Discretionary Funds shall be deemed to be the Congregation's funds, but the Clergy Member shall have the sole and absolute discretion to make distributions of this fund for any lawful purpose in compliance with the

- Congregation's 501(c)(3) tax-exempt status and in fulfillment of the Mission of the Congregation as set forth in Article 2.
- c. The fund shall not be subject to the oversight other than as set forth in this Section 6.
 - d. The Discretionary Fund shall be subject to an independent auditor's reasonable review to insure compliance with the Congregation's 501(c)(3) tax-exempt status, other applicable laws as well as to insure compliance with the Congregation's books and records.
 - e. Upon the retirement or dismissal of a Clergy Member, the Clergy member's Fund shall be added to the Congregation's general operating funds.

Article 10

Task Forces and Committees

Section 1. Establishment of Task Forces and Committees

The Board shall establish such task forces and committees as it deems necessary to carry out the programs of the Congregation.

Section 2. Appointment of Task Force and Committee Chairs

- a. The President, with the approval of the Board, shall appoint the Chair(s) of each task force and committee, except as provided in Article 5, Section 8 and Article 7, Section 1(a).
- b. Task force and committee chairs and members shall serve in accordance with any policies or procedures established by the Board.

Article 11

Personnel Committee

- a. A Personnel Committee shall be established for the purpose of negotiating the salary and compensation of Clergy and senior staff members of the Congregation.
- b. The Personnel Committee shall be composed of the President, the President-Elect and the Treasurer.
- c. Only the members of the Personnel Committee shall be entitled to information regarding the salary and compensation of Clergy and senior staff members of the Congregation.

Article 12

Fiscal Year

The fiscal year of the Congregation shall commence July 1st of each year and end June 30th of the following year.

Article 13

Conduct of Meetings

- a. Except where otherwise provided in the bylaws, at all meetings of the Board and of the Congregation, *Roberts Rules of Order Newly Revised* shall determine all issues of parliamentary procedure. The President may appoint from among the members of the Board or from the congregation at large a Member in Good Standing well versed in parliamentary procedures in general and *Roberts Rules of Order Newly Revised* in particular to serve as Parliamentarian.
- b. The Parliamentarian's term of appointment will be for one year commencing with the Annual Meeting. The Parliamentarian may be reappointed by the President for subsequent annual terms without limit.
- c. If not a Board Member, the Parliamentarian may not vote on any issues which come before the Board.

Article 14

Indemnification

- a. Am Shalom shall indemnify, defend and hold harmless any Officer, Board Member, or task force/committee member, or agent thereof, acting in good faith, in a manner reasonably believed not to be opposed to the best interests of the Congregation and in a manner which does not constitute fraud, gross negligence or willful misconduct, against any losses, costs and expenses, including reasonable attorneys' fees, incurred in connection with or arising out of any action, threatened action, suit or proceeding in which such person may be involved or made a party, and shall obtain insurance in such amounts as may be deemed prudent for this purpose.
- b. The foregoing right of indemnification is adopted for the purpose of inducing competent persons to serve the interests of the Congregation in good faith and therefore shall not be exclusive of any and all other rights to which any such person may be entitled as a matter of law.

Article 15

Status

- a. The affairs of the Temple at all times shall be conducted in such a manner as to assure its status as a tax-exempt organization as defined in Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.
- b. The Temple is organized and operated as a nonprofit corporation under provisions of the General Not for Profit Corporation Act of the State of Illinois, as amended.
- c. No part of the net earnings or assets of the Temple shall inure to the benefit of, or be distributed to, any Member, director, or Officer of the Temple or any other private individual.
- d. The Temple shall not carry on propaganda or otherwise attempt in any substantial way to influence legislation or participate or intervene in any political campaign on behalf of any candidate.

Article 16

Dissolution or Merger

In the event of a dissolution or merger of the synagogue, no Officer, director, employee, Member or other representative of the synagogue shall be entitled to any distribution or division of its remaining property, assets or proceeds. The balance of all money and other assets and property owned, held or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under section 501(c)(3) of said code. Any such use or distribution of the money or property of the synagogue shall be in accordance with the synagogue's mission as set forth in Article 2, and, to the extent possible, shall promote similar or related purposes.

Article 17

Real Estate

A transaction effecting the sale of the Temple building, in its entirety, shall require the affirmative vote of 2/3 of the Members present in person or by proxy, at the Annual Meeting or a Special Meeting held for such purpose.

Article 18

Amendments

- a. These Bylaws may be amended at any meeting of the Board not less than 14 days written notice of the proposed amendment sent to the address(es) on record via U.S. mail or email to each member of the Board and to each Member Unit of the Congregation.
- b. If the amendment made by the Board will limit or prevent the Members of the Congregation from exercising any rights expressly granted to the Members, then the approval of two-thirds of the Members in Good Standing present in person or by proxy at the next Annual Meeting or Special Meeting called for such purpose shall also be required.
- c. Upon petition of fifty or more Members in Good Standing of the Congregation, the bylaws may be amended by a majority of the Members in Good Standing present in person or by proxy at an Annual Meeting or a Special Meeting called for that purpose. No fewer than fourteen days before the meeting, the full text of the proposed amendment, together with the proposers' names, shall be mailed to all Member Units of the Congregation, or published in any publication of the Congregation that is sent to all Member Units.
- d. Notice of the adoption of any amendment under this Article 18 shall be provided to all Member Units, either through mail, email or inclusion in a regular publication of the Temple. The full text of such amendment shall be made available to all Members.

Article 19

Effective Dates

- a. If a Nominating Committee is convened prior to the effective date of these amended and restated bylaws, it shall continue to perform its responsibilities through the period ending at the next Annual Meeting of the Congregation, under the terms of the bylaws in effect at the time the Committee was appointed.
- b. All other provisions shall take effect immediately following approval of these bylaws in accordance with the terms contained herein.

Article 20

Notice

Except as otherwise provided, notice to Members or Member Units shall be deemed effective if sent to the last known permanent address which such Member or Member Unit has provided to the Temple or via email to the last known email address of either Member or Member's spouse on record with the Temple. Notice to Am Shalom shall be deemed effective if sent to its permanent mailing address of 840 Vernon Avenue, Glencoe, IL 60022.

Article 21

Review of Bylaws

These bylaws shall be reviewed periodically at such times and in such manner as determined by the President.