

**Bylaws of Skokie Valley Agudath Jacob Synagogue**  
**Ratified on 6/26/2018**

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## Preamble

We, the Members of the Skokie Valley Agudath Jacob Synagogue, endeavor: to perpetuate the faith and peoplehood of our forebears; to foster learning; to act as a center for advancement of Jewish activities; to protect and strengthen the good name and cause of the State of Israel; to promote harmony, peace and good will toward all; to instill and inspire in our children a love, a better understanding and a keener appreciation of Jewish ideals and traditions; and to better discharge our individual duties to God and country. Thus we do hereby constitute a Jewish congregation, the principal aim and purpose of which shall be to embody, in all of its general activities, the study of Torah, service of God (Avodah), and the practice of charity and good fellowship toward all (Gemilut Hasadim).

## Article I - Name

**Section 1. Official Name.** The name of this congregation shall be “Skokie Valley Agudath Jacob Synagogue” (the “Synagogue”).

**Section 2. Assumed Name.** The Synagogue may from time to time do business under an assumed corporate name, subject to registration with the State of Illinois, upon approval by a vote of two-thirds ( $\frac{2}{3}$ ) of the total number of the Board of Directors.

## Article II - Religious Observance

**Section 1.** The practices, rituals and observances of this Synagogue shall be in accordance with the principles of Orthodox Jewish Law (“Halacha”) as interpreted by the rabbi of the Synagogue (the “Rabbi”).

**Section 2.** We gratefully acknowledge our origin as a Traditional Jewish congregation and recognize the generous contributions of those who founded, built, and sustained the Synagogue. The Synagogue aims to meet the religious needs of both Orthodox and Traditional Members.

**Section 3.** The Rabbi and any other clergy hired by the Synagogue shall perform the duties incumbent upon them in accordance with their respective contracts.

## Article III - Membership and Dues

**Section 1. Eligibility for Membership.** Any Jewish person at least eighteen (18) years of age shall be eligible for membership in the Synagogue upon payment of annual dues and subject to review by the Rabbi. In the event that the Synagogue does not have a Rabbi, eligibility shall be subject to review by the Ritual Committee.

**Section 2. Full and Associate Membership.** The Synagogue shall have two classes of Members with respect to voting rights and eligibility to serve on the Board of Directors (the “Board”): (a) Full Membership and (b) Associate Membership.

- (a) Full Membership is open to all Members (such Members, “Full Members”). Full Members who are in Good Standing shall have voting rights and the eligibility to serve on the Board. For family or household membership units, the right to vote includes two adult Members, as listed in the Synagogue’s membership records. Seating at High Holiday services is included as a benefit of Full Membership.
- (b) Associate Membership is open only to individuals who have and maintain full membership (or similar status of like meaning and effect) in a Jewish congregation other than the Synagogue (such Members, “Associate Members”). Associate Members shall not have voting rights and are not eligible to serve as Directors or to chair Board Committees. An Associate Member may, however, serve as a committee member, unless otherwise specified in these Bylaws. Seating at High Holiday services is available to Associate Members for an additional fee.

**Section 3. Setting of Dues.** The Executive Committee may from time to time establish various billing categories with respect to dues and assessments, such as individual and family or household units, by means of a Board Governance Policy, pursuant to Article XIV of these Bylaws. The Executive Committee shall from time to time set membership dues and assessments for each of these various billing categories by means of a resolution, with the approval of the Board. The Executive Committee shall also from time to time set due dates and reasonable grace periods for payment of such dues and assessments.

**Section 4. Adjustment of Dues in Cases of Financial Need.** The Synagogue’s President shall have the authority to consider and approve adjustment of dues and/or due dates, based on financial need, on a case-by-case and year-by-year basis. The President shall communicate such decisions to the Treasurer. The President and Treasurer shall maintain the confidentiality of such decisions to the fullest extent practicable.

**Section 5. Membership in Good Standing.** A Full Member or Associate Member shall be in good standing (“Good Standing”) if such Member’s financial obligations are not delinquent. The Treasurer shall advise the President of any Member’s unfulfilled financial obligations. The Treasurer, in consultation with the President, shall have the authority to determine a Member’s Good Standing Status. A Member whose financial obligations have been adjusted, and who complies with terms thus adjusted, shall be considered to be in Good Standing.

If a Member remains not in Good Standing continuously for over twelve (12) months and does not respond to inquiries from the Treasurer and President to their satisfaction, then they may deem said Member to have resigned from membership. Such a Member may be reinstated upon fulfilling his or her previously unmet financial obligations.

**Section 6. Communication of Bylaws to Members.** The Synagogue shall provide each Member with online access to these Bylaws and, upon request from a Member, shall also provide a printed copy. The Synagogue shall communicate to its Members such amendments to these Bylaws as may from time to time be ratified.

**Section 7. Membership Suspension or Expulsion.**

- (a) A Membership may be suspended or ended for egregious conduct, provided

that the following procedural requirements are met:

- (i) a report has been issued recommending suspension or expulsion of such Member to the Executive Committee by an ad-hoc committee consisting of three Members in Good Standing: one to be appointed by the President, one to be appointed by the Rabbi, and one to be selected jointly by the President and the Rabbi;
  - (ii) the Member has been notified by electronic mail with receipt acknowledged, or by registered or certified mail, at least thirty (30) days in advance of the date when the proposed suspension or expulsion shall be on the agenda of a meeting of the Board;
  - (iii) the Member and/or such Member's representative is afforded time to present evidence and arguments in the Member's defense, equal to that afforded to members presenting evidence and arguments against such Member;
  - (iv) the Executive Committee approves suspension or expulsion by a two-thirds ( $\frac{2}{3}$ ) vote of the total number of Executive Committee members; and
  - (v) the Board, following approval by the Executive Committee, approves the suspension or expulsion of such Member by a two-thirds ( $\frac{2}{3}$ ) vote of the total number of the Board.
- (b) The Board may reinstate a Member previously suspended or expelled by a vote of two-thirds ( $\frac{2}{3}$ ) of Directors casting votes.

**Section 8. Recalcitrant Spouse.** Notwithstanding any other provision of these Bylaws, a Member who withholds issuance or receipt of a Jewish bill of divorce (Get) shall be subject to sanctions, such sanctions to be specified by the Board in a Board Governance Policy created pursuant to Article XIV of these Bylaws. The actual or potential application of this Section to a Member shall not prevent such Member from being suspended or expelled by the Board pursuant to procedures for such action elsewhere in these Bylaws.

## **Article IV - Annual Meetings**

**Section 1. Annual Meeting of Members.** The Members of the Synagogue shall meet at least once a year (such meeting, the "Annual Meeting") at such place and on such day and hour as designated by the Board.

**Section 2. Notice of Annual Meeting.** Notice of the Annual Meeting shall be communicated by the Secretary to all Members by either electronic mail or US Mail, at least fifteen (15) days, but not more than forty-five (45) days, prior to the Annual Meeting. The method of notice need not be the same for each Member. The electronic or postal address used shall be that listed in the synagogue's membership records. If sent electronically, such notice shall be deemed to be given when sent. If sent by postal service, such notice shall be deemed to be given two business days after deposit in the US Mail so addressed, with postage thereon prepaid. Attendance at any meeting shall constitute waiver of notice thereof.

**Section 3. Chair for Annual Meeting.** The Annual Meeting will be chaired by the President or, in his or her absence, by the immediately preceding president (the "Immediate Past President").

**Section 4. Conduct of Business at Annual Meeting.** At the Annual Meeting each Committee Chair, the Treasurer and the President shall each present a brief report of Synagogue affairs under his or her purview. Following these reports, the election of Officers and other members of the Board shall be conducted pursuant to the procedures in Article VI, Section 5 of these Bylaws.

**Section 5. Quorum at Annual Meeting.** A quorum at the Annual Meeting shall consist of not less than ten percent (10%) of Full Members in Good Standing.

**Section 6. Special Meeting of Members.** The President may call special meetings of the members of the Synagogue from time to time as he or she deems necessary, or upon demand submitted in writing and signed by at least eighteen (18) Full Members in Good Standing. The quorum at such a meeting shall be the same as for the Annual Meeting. Notice of any special meeting of the members of the Synagogue shall be communicated to Members in like manner to the procedure for Annual Meetings.

## **Article V - Officers and Governing Body**

**Section 1. Officers.** The Officers of this Synagogue shall be Full Members in Good Standing and shall consist of a President, Executive Vice President, Secretary, Treasurer, and Financial Secretary (each an “Officer”, and collectively, “Officers”). Each Officer shall also be a Director.

**Section 2. Term for Officers.** Officers shall serve terms of two (2) years. The President, the Executive Vice President, and the Secretary shall not be eligible for a third (3rd) consecutive term in the same Office after having served two (2) complete and consecutive regular terms in their respective offices. A Member who previously served in one of these Offices may be eligible for re-election to that same Office after a period of one (1) year has elapsed from the last date of service in that Office.

**Section 3. Succession in the Event of Incapacity or Resignation.**

- (a) If the President is unable to perform his or her duties, or resigns from office, then the Executive Vice President will act as temporary President for a period not to exceed sixty (60) days. Within thirty (30) days, the Immediate Past President will conduct a special meeting of the Executive Committee to select a new President, subject to approval by the Board. If the new President is currently an Officer, the Executive Committee will also select a replacement for such Officer, which replacement must also be approved by the Board. Such appointment(s) shall be effective for the duration of the unexpired term.
- (b) If the Immediate Past President is unable to perform his or her duties for a period exceeding sixty (60) days, or requests to be excused from such duties, the President will conduct a special meeting of the Executive Committee to select, from among the other past Presidents of the Synagogue, another past President (the “Interim Immediate Past President”) to perform the duties of Immediate Past President, subject to approval by the Board. The Interim Immediate Past President will serve in the role of the Immediate Past President until the earlier of either (i) the Immediate Past President returns with the capability and willingness to resume his or her responsibilities, or (ii) the President then in office completes his or her term.

**Section 4. Composition of the Board of Directors.** The Board of Directors shall be the governing body of the Synagogue. The Board shall consist of not less than 30 and not more than 35 Full Members in Good Standing, the specific number of which shall be determined from time to time by resolution of the Board, provided that no reduction in size of the Board shall shorten the term of any then-current Director.

The Board shall include the following Directors (each a “Director,” and collectively, “Directors”):

- (a) Officers;
- (b) the Immediate Past President;
- (c) Chairs and Co-Chairs of such Board Committees as are established by these Bylaws or by a Board Governance Policy, each Chair of a Board Committee to have the title of Vice President for the aspect of Synagogue operations that his or her committee addresses;
- (d) four (4) Gabbaim (each a “Gabbai”), of whom two (2) shall be males assigned to the men’s section and two (2) shall be females assigned to the women’s section (“Gabbaiot”);
- (e) the presidents of the affiliated Men’s Club and the Sisterhood, or of their successor organizations, if active; and
- (f) other Directors. Each Director who is not an Officer, a Committee Chair or Co-Chair, or a Gabbai shall have the title of “Trustee”.

**Section 5. Term for Directors.** The members of the Board shall serve staggered two (2) year terms. The Board shall be divided into two groups, as nearly equal in number as possible, so that the terms of one-half of the total number (or as near thereto as practicable) shall expire in even-numbered years and the balance in odd-numbered years.

**Section 6. Vacancies.** When any vacancy occurs in any Office or in the Board, the President shall have the power and authority to fill the vacancy by appointment. Such appointment shall be effective for the duration of the unexpired term of such Officer or Director.

**Section 7. Absence From Board Meetings.** In the event any Director, including any Officer, shall be absent for three consecutive regular meetings of the Board without just cause to be shown for such absences, he or she shall be provided written notice by the Secretary and President and must respond with the reason for such absences within thirty (30) days. If such Director does not respond to the satisfaction of the Secretary and President within such thirty (30) day period, then he or she shall be deemed to have resigned his or her position as a Director and, if applicable, as Officer.

**Section 8. Conflict of Interest Policy.** The Board shall adopt a Board Governance Policy, pursuant to Article XIV of these Bylaws, designed to prevent conflict of interest and the appearance of conflict of interest on the part of Directors. The Synagogue’s conflict of interest policy will apply when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or might result in a possible excess benefit transaction.

## Article VI - Election of Officers and Other Directors

**Section 1. Board Development Committee.** The Board shall elect a Board Development Committee (the “Board Development Committee”) each year, not later than six months before the Annual Meeting. The Board Development Committee shall submit nominations for Officers and other Directors to the Board in writing, not later than forty-five (45) days before the date of the Annual Meeting in any given year. The Board Development Committee shall indicate which candidates for the positions on the Board have been slated, if elected, to serve as Officers, as Chair or Co-Chair of specific Board Committees, as Gabbaim, or as Trustees. Following elections at the Annual Meeting, the Board Development Committee shall orient new Directors to their role on the Board.

The Board Development Committee may from time to time recommend to the Board a change in the number of Directors, within the range specified in Article V, Section 4. In addition to nominating candidates for the Board, the Board Development Committee may recommend candidates to the President with respect to any vacancies that may arise on the Board.

**Section 2. Composition of Board Development Committee.** The Board Development Committee shall consist of thirteen (13) Full Members in Good Standing. The Immediate Past President shall be the Chair of the Board Development Committee and shall vote only to break a tie. Five (5) members of the Board Development Committee shall be Directors who are not Officers or a former President. Seven (7) members of the Board Development Committee shall be Full Members in Good Standing who are not Directors.

**Section 3. Considerations for Nominations.** Only Full Members in Good Standing may be nominated for election as an Officer or as a Director. In formulating its nominations and recommendations, the Board Development Committee shall consider that the Board should:

- (a) include individuals with the particular talents and expertise needed to accomplish the Synagogue’s mission; and
- (b) reflect the demographics of the Synagogue’s membership.

All candidates nominated by the Board Development Committee must have communicated, to the Chair of the Board Development Committee and/or to the President, their willingness to serve if elected.

**Section 4. Nomination by Petition.** Any Full Member in Good Standing may be nominated for any position as an Officer or other Director by the filing of a petition signed by eighteen (18) Full Members in Good Standing. Said petition must be filed in the office of the Synagogue not less than fifteen (15) days prior to the Annual Meeting. Notice of said petition shall be sent by the Synagogue to all Full Members in Good Standing of the Synagogue not less than ten (10) days prior to the Annual Meeting.

**Section 5. Method of Voting.** At the Annual Meeting, the Chair of the Board Development Committee shall conduct the election of Officers and other Directors. He or she shall oversee the counting of votes and shall certify the result of the election. When more than one candidate is in the running, the election of Officers and Board Members shall be by secret ballot and the candidate receiving a majority of all votes cast shall be declared elected. In the event that there are more than two candidates nominated for one position and no one candidate receives a majority of the votes cast,

the two candidates with the highest number of votes shall then be voted upon. Ballots with write-in candidates will not be counted.

**Section 6. Installation of Officers and Board Members.** The Installation of duly elected Officers and Directors shall take place at the conclusion of the Annual Meeting, immediately following their election. Officers and Directors shall hold their respective offices until their successors shall have been duly elected and installed.

**Section 7. Removal of Officers and Directors.** Any Officer or Board Member can be removed from his or her position by a two-thirds ( $\frac{2}{3}$ ) vote of all members of the Executive Committee, which is subsequently ratified at a separate meeting of the Board by a two-thirds vote of the Directors present at such meeting.

### **Article VII - Board of Directors**

**Section 1. Meetings of the Board.** The Board of Directors, duly installed, shall meet at such place and on such day and hour as designated by the president, not more than forty-five (45) days after the Annual Meeting. At its first meeting after the Annual Meeting, the Board of Directors shall determine the frequency and dates of its regular meetings for the year. The Board may later revise the frequency and dates of its meetings for the remainder of the year at any regular meeting of the Board, as needed to conduct its business. The Board shall meet not less than quarterly.

The President shall chair meetings of the Board. A majority of the Board shall constitute a quorum. Actions of the Board shall require a majority of those casting votes, except as otherwise provided in these Bylaws. The Board shall keep accurate minutes of its proceedings.

**Section 2. Notice of Meetings.** The dates of regular meetings of the Board shall be included in the minutes of the Board meeting at which they are determined and shall be posted on the Synagogue's online event calendar. The Secretary shall send a reminder of each upcoming meeting to all Board members by electronic mail, at least seven (7) days, but not more than thirty (30) days, prior to the each regular meeting of the Board. Such notice shall be deemed to be given when sent electronically. Attendance at any meeting shall constitute waiver of notice thereof.

**Section 3. General Powers of the Board.** The Board shall further possess all the various rights, powers, and duties which are ordinarily possessed by directors of corporate bodies vested in them under and by virtue of the laws of the State of Illinois, provided that these powers do not conflict with the powers set forth herein and, in the event of a conflict, these Bylaws shall prevail.

**Section 4. Budget and Financial Reports.** The Board shall cause to be prepared by the Treasurer a proposed budget for the upcoming fiscal year, which shall be considered by the Executive Committee and approved by the Board. The budget shall be prepared and proposed not less than sixty (60) days before the start of the fiscal year and adopted not less than thirty (30) days before the start of the fiscal year. The Board shall also cause to be prepared a financial report covering income and disbursements of Synagogue funds for the current period. Such report shall be read at each meeting of the Board.



**Section 5. Special Meetings of the Board.** The Board may schedule special meetings in addition to its regular meetings, as needed to conduct its business, by vote of a majority of Directors casting votes at any regular meeting of the Board. The President may additionally call special meetings of the Board from time to time as he or she deems necessary, or upon demand submitted in writing and signed by a majority of members of the Board. Notice of any special meeting of the Board shall be communicated to each Board member in like manner to the procedure for regular meetings of the Board.

**Section 6. Open Meetings.** All meetings of the Board and each of its Standing Committees, other than the Executive Committee and the Board Development Committee, shall be open to all Members in Good Standing who wish to attend, with the exception of segments conducted in closed session. The Board may enter closed session by a vote of a majority of board members present in order to conduct business that reasonably requires greater confidentiality than is available in an open meeting for the discussion of sensitive personnel, financial, or other matters.

Members in Good Standing who wish to speak at Board meetings may be granted the floor solely at the discretion of the meeting chair, this approval not to be unreasonably withheld.

Minutes of meetings of the Board shall be made available to Members on request, except that segments conducted in closed session shall be redacted.

## **Article VIII - Duties and Powers of Officers**

**Section 1. President.** The President shall:

- (a) be responsible to the Synagogue for the executive functions of the Synagogue;
- (b) enforce the Bylaws of the Synagogue and see that they are faithfully observed;
- (c) preside at all meetings of the Synagogue and present an annual summary report at the Annual Meeting of the Synagogue;
- (d) have the right to appoint all the Standing Committees, either at the time of his or her installation or any time thereafter;
- (e) have the right to create and appoint any Special Committee that may be deemed necessary from time to time and to specify the term of such Committee;
- (f) have the right to designate one or more Full Members in Good Standing to serve in a liaison role with another religious organization for collaboration in areas such as youth activities, educational programming, event planning, or other areas of joint interest and shared purpose;
- (g) act as ex-officio, non-voting member of every Standing and Special Committee, other than the Board Development Committee, and further shall have the right to suspend any member from any Standing Committee or Special Committee if, in his or her judgment, it is in the best interest of the Committee that such member be removed;
- (h) have the power to call a special meeting of the Board or the Executive Committee whenever deemed necessary from time to time; and

- (i) in the event of any emergency, be empowered and have the authority to spend a sum of money not to exceed One Thousand and No/100 Dollars (\$1,000.00), in compliance with financial and accounting controls established by the Synagogue; any such expenditures shall be reported at the next meetings of the Executive Committee and the Board.

**Section 2. Executive Vice President.** The Executive Vice President shall report to, advise, and assist the President. In the absence or vacancy of the President, the Executive Vice President shall temporarily assume all the duties, responsibilities, and authority incumbent upon the President, as provided for in Article V, Section 3(a).

**Section 3. Secretary.** The Secretary shall:

- (a) keep a record of all Officers, Directors and Members of the Synagogue;
- (b) notify all members of the Executive Committee and the Board of all regular and special meetings of the Executive Committee and the Board, and notify each and every Member of all regular and special meetings of the Synagogue membership;
- (c) keep a formal and complete record of the minutes of all meetings of the Executive Committee and of the Board and of all regular and special meetings of the Synagogue membership;
- (d) certify and make both print and electronic records of all new or newly modified Board Governance Policies, all amendments to these Bylaws, and all amendments to the Articles of Incorporation, and add these documents to the original copies maintained among the Synagogue's records;
- (e) retain documents listed in (c) and (d) for at least such period of time as is required by statute or, in the absence of pertinent statute, by a document retention policy to be adopted by the Board; and
- (f) perform such other duties as may be prescribed by the Board.

**Section 4. Financial Secretary.** The Financial Secretary shall, in keeping with such financial and accounting controls as may be adopted by the Board:

- (a) supervise and maintain financial records and review bookkeeping records prepared by office personnel;
- (b) report to the Synagogue and Board as to the financial condition of the Synagogue at all regular and special meetings;
- (c) keep a record of all securities and insurance policies belonging to the Synagogue;
- (d) assist the Treasurer in drafting the annual budget for consideration by the Executive Committee and the Board;
- (e) issue timely tax letters to Members and all other eligible recipients each year; and
- (f) perform such other duties as may be prescribed by the Board.

**Section 5. Treasurer.** The Treasurer shall, in keeping with such financial and accounting controls as may be adopted by the Board:

- (a) supervise office personnel and be responsible for assignment of their duties;
- (b) supervise preparation and mailing of statements for monies due and review status of Member accounts;
- (c) review all vouchers and invoices before payment;

- (d) with the assistance of the Financial Secretary, propose the annual budget for consideration by the Executive Committee and the Board;
- (e) make recommendations to the Board regarding any special financial requirements of material importance that may arise;
- (f) review all financial transactions and ascertain that all funds collected be deposited in the name of the Synagogue in such bank or banks insured by the Federal Government; and
- (g) perform such other duties as may be prescribed by the Board.

## **Article IX - Standing Committees**

**Section 1. Standing Committees of the Board.** The following regular standing committees (each a “Standing Committee”) shall be required:

- (a) Executive Committee; and
- (b) Board Development Committee.

In addition, the Board may establish any and all other Standing Committees that it deems necessary from time to time by means of a Board Governance Policy, pursuant to Article XIV of these Bylaws, such Board Governance Policy to list all Standing Committees and to specify the name, charge, and composition of each.

**Section 2. Committee Chair and Co-Chair.** Each standing committee shall have a Chair and a Co-Chair. The Chair and Co-Chair must be Directors. An Officer may simultaneously serve as a Chair or Co-Chair, unless otherwise specified elsewhere in these Bylaws.

## **Article X - Conduct of Business**

**Section 1. Rules of Order.** In all matters not provided for by statute (including, but not limited to, the General Not For Profit Corporation Act of 1986, as revised and amended from time to time), by the Articles of Incorporation, by these Bylaws, or by Board Governance Policies, the deliberations of this Synagogue and its Board shall be conducted by means of a collaborative process facilitated by the meeting chair. If and when the Parliamentarian deems it useful to guide deliberations in a controversial matter, the Parliamentarian may invoke *Robert’s Rules of Order – Newly Revised*, as may be revised from time to time.

**Section 2. Parliamentarian.** The President shall propose and the Board shall approve a Parliamentarian from among the Directors. The Parliamentarian shall assist the President in conducting all regular and special meetings of the Synagogue, the Board, and the Executive Committee, in the proper conduct of business to be transacted as provided for in Section 1 of this Article.

## **Article XI - Political Activities**

With regard to political activities, the Synagogue shall observe limitations set in Article 4 of its Articles of Incorporation. Specifically, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in

opposition to any candidate for public office. The Synagogue shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law.

## **Article XII - Affiliated Groups**

The Synagogue shall encourage the organization of any affiliate group or groups that work for the religious, cultural and/or social betterment of the Synagogue's Members and families. The terms and conditions of such affiliations shall be negotiated by the Executive Committee and approved by the Board. Such affiliates may include gender-specific organizations, such as a Men's Club or a Sisterhood, and age-specific organizations, such as a Youth Group.

## **Article XIII - Executive Committee**

**Section 1. Composition of the Executive Committee.** There shall be an Executive Committee of the Board (the "Executive Committee"), consisting of eleven persons, as follows:

- (a) Four (4) Officers: the President, the Executive Vice President, the Treasurer, and the Secretary;
- (b) The Immediate Past President;
- (c) Three (3) Chairs of Standing Committees, which Standing Committees shall be determined from time to time by the Board based on the importance of these Standing Committees' work to the Synagogue's mission; and
- (d) Three (3) Trustees, two (2) of them to be chosen by vote of the Board, and one (1) to be appointed by the President.

The Parliamentarian, if not among the foregoing persons, shall be added, ex officio, as a non-voting member of the Executive Committee. All other Directors are invited and welcome to attend meetings of the Executive Committee, without voting privileges.

**Section 2. Meetings of the Executive Committee.** The Executive Committee shall meet between meetings of the Board on dates to be designated by the President. The President shall chair meetings of the Executive Committee. A majority of the Executive Committee shall constitute a quorum. Actions of the Executive Committee shall require a majority of those casting votes, except as otherwise provided in these Bylaws.

**Section 3. Minutes of the Executive Committee.** The Secretary shall keep accurate minutes of proceedings of the Executive Committee and shall distribute said minutes to all Directors within fifteen (15) days after each meeting of the Executive Committee.

**Section 4. Responsibilities of the Executive Committee.** The Executive Committee shall have responsibility to:

- (a) Draft the Synagogue's strategic plan from time to time, for consideration by the Board;

- (b) Draft Board Governance Policies from time to time, for consideration by the Board;
- (c) Propose the annual budget for consideration by the Board, based on recommendations from the Treasurer;
- (d) Plan the work of the Board, including setting the agenda for meetings of the Board; and
- (e) Provide guidance for the Synagogue between meetings of the Board.

**Section 5. Authority of the Executive Committee.** The Executive Committee shall have authority to:

- (a) Select and hire such employees as may be necessary for custodial, secretarial, and administrative functions of the Synagogue, not to include clergy and programmatic personnel; to fix their duties and compensation; and to remove such employees, unless otherwise prescribed by these Bylaws;
- (b) Negotiate with tenants or prospective tenants of the Synagogue and draft and negotiate lease agreements for consideration and approval by the Board;
- (c) Authorize expenditure of funds, provided that such funds have been allocated in the annual budget as approved by the Board, and provided that such expenditures do not exceed the amount of Twenty Five Thousand and No/100 Dollars (\$25,000.00);
- (d) In unforeseen and urgent circumstances when funds are needed but have not been budgeted, authorize allocation of funds not exceeding Twenty Five Thousand and No/100 Dollars (\$25,000.00), with prompt notification to the Board;
- (e) Enter into financing arrangements on behalf of the Synagogue, following authorization by the Board to incur debt up to an amount specified by the Board, and authorize expenditures of monies from the funds of the Synagogue in payment of any debts lawfully incurred on behalf of and for the Synagogue; and
- (f) Take other actions for which the Board has delegated authority to the Executive Committee.

#### **Article XIV - Board Governance Policies**

**Section 1. Board Governance Policies.** The Board may from time to time approve or revise, based on recommendation from its Executive Committee and as deemed necessary, certain policies (each a “Board Governance Policy”), provided that such Board Governance Policies shall be subordinate to and consistent with the Articles of Incorporation and with these Bylaws. Board Governance Policies may address topics including, but not limited to, the following:

- (a) Membership units;
- (b) Measures regarding a recalcitrant spouse;
- (c) Standing committees;
- (d) Conflict of interest;
- (e) Respectful workplace; and
- (f) Child protection.

**Section 2. Notice of Proposal.** Any proposal to create or revise a Board Governance Policy shall be set for debate at the next regularly scheduled meeting of the Board, or at

a special meeting called for that purpose, provided that notice of such meeting and a written copy of the proposed amendment be sent to all Directors at least ten (10) days prior to said meeting.

**Section 3. Approval and Dissemination of Board Governance Policies.** Upon approval of a Board Governance Policy by a majority of Directors present, such Board Governance Policy shall be distributed in writing to all Members and maintained on file by the Secretary together with these Bylaws and the Articles of Incorporation.

## **Article XV - Additional Provisions on Meetings and Voting**

**Section 1. Remote Meeting Participation.** A Member entitled to vote at a meeting of the membership at large, the Board, or any Standing or Special Committee may participate in, and vote at, the meeting through the use of a conference telephone or other interactive audio or audiovisual electronic link, provided that all persons in the meeting can communicate with each other. Such participation in the meeting shall constitute attendance and such participant shall count towards the calculation of a quorum. The President or a Board Committee Chair may arrange to convene a meeting of the Board or of a Board Committee, respectively, using video or audio conference technology, provided that participants are given the option to attend in person.

**Section 2. Voting Without a Meeting.** Any action that may be taken at a meeting of the membership at large, or by the Board, or by any Standing or Special Committee, may be taken without a meeting by means of a ballot conducted by US mail, electronic mail, online voting system, or any other means through which Members entitled to vote are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the Members casting votes, or by such larger number as may be required by these Bylaws, provided also that the number of Members casting votes would constitute a quorum if such action had been taken at a meeting. The electronic or postal address used shall be that listed in the synagogue's membership records. The method of ballot delivery need not be the same for all Members. If sent electronically, such a ballot shall be deemed to be delivered when sent. If sent by postal service, such a ballot shall be deemed to be delivered two business days after deposit in the US Mail so addressed, with postage thereon prepaid.

**Section 3. Period for Voting Without a Meeting.** Voting, if done without a meeting, must remain open for not less than five (5) days from the date when the ballot is delivered, provided, however, that voting must remain open for not less than twenty (20) days for either of the following purposes:

- (a) Amendment of these Bylaws; or
- (b) Removal of an Officer or other Director;

provided, however, that voting may be closed earlier than the foregoing periods once the number of affirmative or negative votes required to pass or to defeat the measure has been exceeded.

**Section 4. Voting on Fundamental Changes.** Notwithstanding the foregoing and notwithstanding anything to the contrary in these Bylaws, voting for any of the following actions must be conducted in attendance, whether in person or via remote participation in real time, as they are considered fundamental changes:

- (a) amendment of Article II of these Bylaws;

- (b) merger of the Synagogue with another congregation;
- (c) sale, lease, or exchange of Synagogue assets outside of the ordinary course of business; or
- (d) dissolution of the Synagogue.

## **Article XVI - Amendments**

**Section 1. Proposal of Amendments.** These Bylaws may be amended by a proposal in writing, signed by at least eighteen (18) Full Members in Good Standing, which is to be submitted to any meeting of the Board. Alternately, the proposed amendment may be distributed to the Board at least twenty (20) days prior to a scheduled meeting of the Board. The proposed amendment shall be set for debate at the next regularly scheduled meeting of the Board, or at a special meeting of the Board called for that purpose, provided that notice of such meeting, together with a written copy of the proposed amendment, be sent to all Directors at least ten (10) days prior to said meeting.

**Section 2. Notice of Membership Vote.** Upon approval of a proposed amendment to these Bylaws by two-thirds ( $\frac{2}{3}$ ) of the Directors casting votes, such amendment shall be distributed to the entire membership of the Synagogue not less than fifteen (15) days, nor more than forty-five (45) days, prior to the date said proposed amendment is to be voted upon. Distribution of the proposed amendment to membership may be done by electronic mail or US mail.

**Section 3. Supermajority Required for Ratification.** To become effective, a proposed amendment to these Bylaws must be ratified by two-thirds ( $\frac{2}{3}$ ) of the Full Members in Good Standing who cast votes, either by voting at the Annual Meeting or a special meeting called for that purpose, or by voting without a meeting, provided that ratification without a meeting shall be subject to the provisions of Article XV, Sections 2, 3 and 4 of these Bylaws.

## **Article XVII - Effective Date and Transition Plan**

**Section 1. Effective Date.** These Bylaws shall amend and replace in their entirety the previous Constitution of the Synagogue, effective immediately upon ratification by two-thirds ( $\frac{2}{3}$ ) of the Full Members in Good Standing casting votes at a meeting of the Synagogue membership called for that purpose. These Bylaws shall be disseminated to all Members currently enrolled.

**Section 2. Transition for Officers and Directors.** The Officers and Directors who are in place at the time of ratification of these revised Bylaws shall remain in place until new Officers and Directors are elected and installed in accordance with the provisions set forth herein. The newly created position of Executive Vice President shall remain vacant until the election scheduled to occur in December, 2018.

**Section 3. Tenure of Previous Past Presidents.** Any Full Member in Good Standing who qualified in the past as a Director by virtue of being a past President, under the version of the Constitution extant at the time of his or her election to the presidency, shall continue to hold a position on the Board, provided that he or she remains a Full Member in Good Standing, and subject also to provisions contained these Bylaws in Article V, Section 7, and Article VI, Section 7.

**Section 4. Interim Arrangements.** Following ratification of these Bylaws, the President shall schedule a special meeting of the Board to consider matters of transition, including but not limited to:

- (a) introduction of staggered terms for members of the Board
- (b) composition of the Executive Committee;
- (c) composition of the Board Development Committee; and
- (d) content of Board Governance Policies.

During the period between ratification of these Bylaws and finalization of items (a) through (d) above, the status quo prior to ratification shall remain in force.

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*Approved by Board of Directors: June 6, 2018*

*Ratified by Synagogue Members: June 26, 2018*

*Certified: /s/ Joel L. Rubin, Secretary*

*Skokie Valley Agudath Jacob Synagogue*