

## Table of Contents

Article I - Name.....	2
Article II - Purposes.....	2
Article III - Offices.....	2
Article IV - Officers.....	2
Article V - Election of Officers - Nominations.....	2
Article VI - Board of Directors.....	3
Article VII - Duties and Responsibilities of Officers.....	4
Article VIII - Committees.....	5
Article IX - Rabbi.....	6
Article X - Meetings of the Congregation.....	6
Article XI - Membership.....	7
Article XII - Expenditures and Fiscal.....	7
Article XIII - Waiver of Notice.....	7
Article XIV - Amendments to the By-Laws.....	8
Article XV - Dissolution.....	8

# **BY-LAWS CONGREGATION AM CHAI**

## **Article I - Name**

This Congregation shall be known as "Congregation Am Chai", a corporation organized under the Illinois General Not-For-Profit Corporation Act.

## **Article II - Purposes**

This Congregation shall maintain a place of worship wherein divine services shall be conducted in accordance with the principles of the Jewish faith, to maintain a school for Jewish education and such other social and recreational activities as will further the cause and objectives of this Congregation and Judaism.

## **Article III - Offices**

This Congregation shall have and continuously maintain a registered office and registered agent, whose office is identical with such registered office.

## **Article IV - Officers**

SECTION 1 -- The Board of Directors shall consist of

- President \*
- First Vice President (Ritual) \*
- Second Vice President (Membership) \*
- Immediate Past President
- Secretary \*
- Financial Secretary \*
- Treasurer \*
- All Committee Chairpersons
- Past Presidents
- Members at Large (up to 4 appointed by President)

*\* indicates elected officers*

SECTION 2 -- The Rabbi of the Congregation shall enjoy all the rights and privileges of Membership on the Board of Directors except the right to vote.

## **Article V - Election of Officers - Nominations**

SECTION 1 -- The President, First Vice-President, Second Vice President, Secretary, Financial Secretary and Treasurer shall be elected at the annual Meeting of the Congregation.

SECTION 2 --

A.) Not less than 30 days prior to the date of the Annual Meeting, the Board of Directors shall appoint a nominating committee of at least three (3) members. Said committee

shall nominate candidates for officers and shall email a list of said nominees to the members of the Congregation at least ten (10) days prior to the day of election.

B.) Anyone wishing to run for office may notify the President at least 30 days prior to the Annual Meeting to be placed on the ballot/proxy.

SECTION 3 – The Nominating Committee will include in its membership at least one of last year's nominating committee members and at least one member who has been a member in good standing for at least three (3) consecutive years.

SECTION 4 -- Election to office shall be by written ballot. If more than one candidate is nominated for a given office, a majority vote of the members in good standing either present at the meeting or by proxy at the meeting shall be necessary to elect a candidate to office. In the event no candidate receives a majority vote on a given ballot, further ballots will be cast, eliminating at the conclusion of each ballot the candidate who received the lowest number of votes on such ballot until a candidate has received a majority.

SECTION 5 -- Any person who has been a member of the Congregation for one (1) year and is in good standing is eligible to hold office.

SECTION 6 -- The annual meeting of the Congregation shall be held on the third Sunday of the month of May of each year.

SECTION 7 -- The President, First Vice-President, Second Vice-President, Secretary, Financial Secretary, and Treasurer shall be elected for a one (1) year term and shall serve until their respective successors in office have been installed.

SECTION 8 --If the election shall not take place at the time prescribed herein, a special meeting shall be convened pursuant to notice as provided herein, within thirty (30) days of the date herein prescribed for such meeting.

SECTION 9 --In the event there is a vacancy among the officers of the Congregation, the Board of Directors shall have the power to appoint a successor to fill remainder of the term of such vacated office.

## **Article VI - Board of Directors**

SECTION 1 -- The affairs of the Congregation shall be managed by the Board of Directors, as hereinabove defined, who shall be entrusted with the administrative policymaking and executive business of the Congregation.

SECTION 2 -- The right to hire the Rabbi and to select and approve the salary of all employees of the Congregation is reserved to the Congregation.

SECTION 3 -- General meetings of the Board of Directors shall be held on a regular basis on ten (10) days notice to all Board members. For purposes of transacting business, a quorum shall consist of a majority of the Board members, and the Board shall act by majority vote of those present and constituting a quorum, except as otherwise provided herein. Special meetings of the Board of Directors may be called by the President or either Vice-President on five (5) days written notice to all Board members, which notice shall set forth the purpose of such special meeting.

SECTION 4 – The President or either Vice-President may call a special meeting of the elected officers in order to address special issues of an emergency nature and will make recommendations to the Board of Directors on actions to address those special issues.

## **Article VII - Duties and Responsibilities of Officers**

SECTION 1 -- The President shall be the chief officer of the Congregation. He/She shall see that all resolutions of the Board of Directors are carried out and shall discharge all duties incident to the office of the President. He/She shall preside at all meetings of the Congregation and of the Board of Directors; shall call a meeting of the Congregation or the Board of Directors whenever he/she may deem it appropriate, and, it shall be his/her further duty to call a meeting of the board of Directors on the request of a majority of the members of the Board of Directors. In addition, the President shall sign all agreements, contracts, deeds, and other documents for the Congregation pursuant to appropriate resolutions by the Congregation or the Board of Directors; countersign all notes, together with the appointed Vice-President, Treasurer and Financial Secretary, as may be directed by the Congregation or the Board of Directors; be an ex-officio member of all committees except the Nominating Committee, and shall, when in his/her judgment an emergency situation exists, have those authorities granted to the Board of Directors of this Congregation.

SECTION 2 -- First Vice-President. The First Vice-President shall assume the duties of the President during his/her absence.

SECTION 3 -- Second Vice-President. The Second Vice-President shall assume the duties of the First Vice-President in his/her absence and any other duties that shall be delegated by the President or by the Board of Directors.

SECTION 4 -- Secretary. The Secretary shall attend all meetings of the Congregation and shall keep the minutes as well as the reports and communications which are received by the Congregation. At the expiration of his/her term of office, he/she shall deliver to his/her successor all books and records of the Congregation, which shall otherwise remain in his/her custody and shall keep a record of the names of all members of the Congregation and shall be charged with the further responsibility of preparing and transmitting all notices of meetings of the Congregation Board of Directors within the respective times prescribed herein for such notices.

SECTION 5 -- Financial Secretary. The Financial Secretary shall keep an account of all moneys, credits and property of the Congregation, which shall come into his/her hands and render such accounts, statements and inventories of moneys received; issue notices of financial obligations of the members and shall be responsible for the collection thereof, and shall further generally perform all the duties as the Board of Directors shall direct. The Financial Secretary shall chair the Financial Committee.

SECTION 6 -- Treasurer. The Treasurer shall concern him or herself with the protection of the Congregation's assets, keep all books of account and shall render statements of such accounts as the Board of Directors shall request. The Treasurer shall be responsible for promptly disbursing funds of all duly authorized expenditures presented to him or her for payment. The Treasurer is responsible for preparing a monthly report to present to the Board of Directors and submit a copy to the Secretary to be attached to the records at the Annual Meeting. The Treasurer is also a member of the Financial Committee. Each month the Treasurer shall provide a report to the President of expenditures during the previous month, including amounts and payees.

## **Article VIII - Committees**

SECTION 1 -- The standing committees of the Congregation may include, but are not limited to: Ways & Means, Webmaster, Membership, Tribute Cards, Finance, Publicity & Public Relations, Bulletin, and Education.

SECTION 2 -- The respective committee chairperson shall be appointed by the President, with the exception of the Financial Committee. The committee chairmen shall appoint the members of each committee from among the Congregation members.

SECTION 3 -- The Financial Committee shall consist of the President, Financial Secretary and the Treasurer. The duties of this Committee shall include the formulation of the Congregations budget and the adjustment of members' accounts. The Financial Committee may appoint, at its discretion, Congregation members to assist in formulating the budget. The Financial Committee shall be responsible for the collection of all delinquencies and indebtedness to the Congregation or the Board of Directors.

SECTION 4 --

- A.) Budget -- The Budget Committee shall determine and establish the expenditure requirements and the dues and tuition schedule of the Congregation and shall approve the budget estimates submitted by the standing committees and bodies of the Congregation. It shall establish an annual budget, taking into consideration all sources of revenue.
- B.) Ritual -- The Ritual Committee shall be in charge of all religious services of the Congregation and shall formulate rules and regulations for all such services. It shall offer to the Rabbi, Cantor and choir such advice and guidance as they may require regarding the character and mode of the various services.
- C.) Membership -- The Membership Committee shall plan and supervise the enrollment of new members and the retention of existing members.
- D.) Ways & Means -- The Ways and Means Committee shall develop and promote sources of income for the Congregation.
- E.) Public Relations & Publicity -- The Public Relations and Publicity Committee shall have the responsibility of developing and maintaining liaison between the Congregation and the community. It shall, in cooperation with the Rabbi and any chairman, disseminate information the Congregation, thereby creating recognition of spiritual significance of the Congregation to the public.
- F.) Webmaster - The webmaster is responsible for creating and maintaining the Congregation's web site, including publishing the Newsletter and online calendar.
- G.) Tribute Cards - This committee is responsible for printing and mailing Tribute Cards and reporting revenues to the Financial Secretary.
- H.) Bulletin -- The Bulletin Committee is responsible for gathering articles, typing, duplicating, collating and delivering the Bulletin.

SECTION 5 -- All committee chairpersons shall submit an oral report at each Board meeting and shall submit a written annual report to the Secretary at the annual meeting.

## Article IX - Rabbi

SECTION 1 -- The Rabbi's appointment shall be subject to the approval of the Congregation. Such approval shall be solicited during the annual meeting of the Congregation or at a special meeting called for such purpose. A majority vote of those members present and voting by proxy at a duly convened meeting of the Congregation shall be necessary to approve the appointment of a Rabbi, which approval shall be given for such time as is recommended by the Board of Directors or in the absence of any such recommendation, of one (1) year. The Rabbi shall perform all duties of the Congregation and the community incumbent upon and in accordance with his office.

SECTION 2 -- The pulpit of this Congregation shall be occupied by an ordained Rabbi whenever possible.

SECTION 3 -- No contract or agreement for the engagement of a Rabbi or any renewal of the same shall have any validity until ratified by a majority of the members of the Congregation, voting at a regular meeting or special meeting called for said purpose.

SECTION 4 -- The Rabbi shall be the spiritual leader of the Congregation and shall have the overall responsibility of leading the Congregation in reaching its aims and objectives. The Rabbi shall enjoy complete freedom of the pulpit, but shall seek the advice and guidance of the Board of Directors to determine the views of the Congregation as to the best ways to discharge his duties. At the same time, he shall serve as an advisor to the Board of Directors and any and all committees and bodies serving under the authority and direction of the Board of Directors and any and all auxiliary organizations, thereby insuring the highest degree of understanding and cooperation between pulpit and Congregation.

SECTION 5 -- The following steps shall be followed in offering a contract to a Rabbi. A committee of three (3) Board members shall meet with the Rabbi one hundred twenty (120) days prior to the notice on his contract. The Committee would will make recommendation to the full Board of Directors. The Board of Directors will then vote on his/her contract terms to be brought forth to the general Congregation at a special Congregational meeting or Annual Meeting.

## Article X - Meetings of the Congregation

SECTION 1 -- The annual meeting of the Congregation shall be held as is set forth in Article V, Section 6 herein above.

SECTION 2 -- Special meetings of the Congregation may be called by the President or the Vice-Presidents at their discretion and shall be called by the President as set forth in Article VII, Section 1 herein above. All special meetings shall require at least five (5) days notice to all members entitled to vote at such meetings, which notice shall clearly designate the time, place and purpose of such a meeting.

SECTION 3 -- At any regular or special meeting of the Congregation, including the annual meeting, at least 20% of the members in good standing shall be present in person or by proxy in order for a quorum to be constituted. A quorum shall be necessary to the conduct of any business or election at any such meeting.

## **Article XI - Membership**

SECTION 1 -- Any person of the Jewish faith shall be entitled to become a member of the Congregation.

SECTION 2 -- No person shall be refused membership in the Congregation solely because of his inability to meet the financial obligations imposed on him by the Congregation.

SECTION 3 -- For the purposes of voting at any meeting of the Congregation and defining financial obligations, a family membership shall confer membership status on the husband and wife of the family only.

SECTION 4 -- Family members age 25 or more are considered independent members from their parents. Family members who marry prior to age 25 are considered independent members from their parents.

SECTION 5 -- A member may be terminated upon recommendation of the Financial Committee for failure to pay a prior year's dues and/or tuition in full, in conjunction with the Financial Committee.

SECTION 6 -- A member who has failed to pay his prior year's dues or tuition at the commencement of the next fiscal year shall not have his name brought before the Board of Directors by the Membership or Financial Committee for expulsion unless the Financial Committee has exhausted all means of collections and feels that no special consideration is warranted. The Financial Committee will review all delinquent accounts and make a membership determination before the beginning of the next fiscal year.

## **Article XII - Expenditures and Fiscal**

SECTION 1 -- No expenditure shall be incurred in the name of the Congregation other than expenditures duly authorized in advance by the Board of Directors or by the vote of a majority present at any regular or special meetings of the Congregation pursuant to the annual budget. Funds of the Congregation shall be withdrawn from deposit only by the signatures of the Treasurer, the President, or Financial Secretary.

SECTION 2 -- The Board of Directors may accept on behalf of the Congregation any contribution, gift, bequest or device for any general or specific purpose of the Congregation.

SECTION 3 -- The fiscal years of the Congregation shall begin on August 1 of each year. The Board of Directors shall take office on June 1 of each year.

SECTION 4 -- The annual budget for the forthcoming year shall be presented for approval of the Congregation at the annual meeting of the Congregation and such approval shall be necessary to the proposed budget's efficacy as the annual budget of the Congregation.

## **Article XIII - Waiver of Notice**

Whenever any notice is required by any provision of these By-laws, the Articles of Incorporation, or the Illinois Not-for-Profit Corporation Act, said notice may be effectively waived by the written waiver of each and all the persons entitled thereto.

## **Article XIV - Amendments to the By-Laws**

SECTION 1 -- These By-laws may be altered, amended or repealed by a majority vote of the members present or voting by proxy, and constituting a quorum at any regular or special meeting of the Congregation.

SECTION 2 -- Proposed amendments to these By-laws shall be presented to the Board of Directors for endorsement prior to presentation to the Congregation, and the endorsement or rejection of said Board shall be announced at the Congregation meeting.

## **Article XV - Dissolution**

The Congregation may be dissolved in any manner prescribed by the Illinois General Not-for-Profit Corporation Act. In the event of dissolution, all assets remaining after satisfaction of all just debts and liabilities shall be distributed to an organization then exempt under section 501 (c) (3) of the Internal Revenue Code, as then in effect or any amendment or successor statute, thereto.