

BY-LAWS OF CONGREGATION KNESETH ISRAEL OF ELGIN

AMENDED NOVEMBER 6, 2018

ARTICLE I – NAME

Congregation Kneseth Israel of Elgin, a religious corporation incorporated under the laws of the State of Illinois, is referred to herein as the “Congregation.”

ARTICLE II – PURPOSES

Section 1. The purposes of the Congregation are to hold Jewish religious services and provide religious instruction.

Section 2. The building in which the Congregation meets shall be known as the Synagogue. The Synagogue should be the center of all Jewish activities within our community

Section 3. The Congregation is organized exclusively for charitable, religious, educational and/or scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal code.

Section 4. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be entrusted with the administrative control, policy making, and executive business decisions of the Congregation. The Board of Directors shall have, but not be limited to, the following authority and duties:

- a. To approve the annual budget and monitor anticipated revenues and expenses;
- b. To approve all emergency expenditures, including Synagogue repairs or improvements;
- c. To determine the financial obligations for membership in the Congregation including annual dues and, as may be necessary, any special assessments;
- d. To approve the hiring, and where appropriate, retention of every employee and independent contractor retained to perform services of whatever nature for the Congregation, and in the case of the Spiritual Leader, to approve any contract of appointment or re-appointment in accordance with the procedures established by these Bylaws;
- e. To take action necessary to execute any authorized transaction; and
- f. To promulgate rules necessary for the proper conduct of its meetings and business.

Section 2. The Board of Directors shall maintain possession of the title documents to all property, both real and personal, of the Congregation. It shall keep all titles, deeds, documents, by-laws, and all financial records belonging to the Congregation.

Section 3. Except as to the ordinary business of the Congregation, the Board of Directors shall not have any power to do any act whereby the property of the Congregation is mortgaged or conveyed or the interest of the members of the Congregation in said property is affected without first having obtained the approval of the members in good standing of the Congregation at a special meeting called for that purpose. Such approval shall be obtained by the affirmative vote of a majority of the members present at said meeting. Each member of the Congregation must be given ten days advance written notice by mail specifying the purpose of the meeting.

Section 4. The Board of Directors shall consist of the elected officers, the appointed officers, and twelve at-large directors. The at-large directors shall be elected by the Congregation and serve staggered three year terms.

Section 5. To be a member of the Board of Directors, the person must have been a member of the Congregation for a period of at least one year prior to joining the Board and be in good standing with the Congregation. If any member of the Board of Directors shall cease to be in good standing during his or her tenure on the Board, then he or she shall forfeit both membership on the Board of Directors and any office held.

ARTICLE IV – OFFICERS

Section 1. The Congregation shall have the following elected officers: President, Executive Vice-President, Secretary, Treasurer, and Financial Secretary. The persons serving as President and Executive Vice-President must be of the Jewish faith, as determined by the Congregation’s spiritual leader. Each of these offices shall be elected by the Congregation.

Section 2. The Congregation shall have the following appointed officers: Vice-President in Charge of Education, and Vice-President of Ritual, who shall be the Chairperson of the Ritual Committee. Each of these offices shall be appointed by the President.

Section 3. The Congregation shall have the following additional elected officers: Vice-President/Sisterhood Liaison, who shall be the President of the Congregation Sisterhood; and Vice-President/Men’s Club Liaison, who shall be the President of the Congregation Men’s Club. Each of these offices shall be elected by the respective members of the Sisterhood and Men’s Club.

Section 4. The term of the Vice-President of Education shall be two years. In the event of a vacancy in the office of the Vice-President of Education, the President shall appoint a person to that office for the balance of the unexpired term. The terms of the Vice-President/Sisterhood Liaison and the Vice-President/Men’s Club Liaison shall be co-terminus with their respective terms as President of the Congregation Sisterhood and President of the Congregation Men’s Club.

ARTICLE V - POWERS AND DUTIES OF OFFICERS

Section 1. President - The President is the Executive Officer of the Congregation, and in that capacity shall manage the day-to-day operation of the Congregation's business. The President shall

- a. enforce the By-laws and other governing documents;
- b. sign all checks and vouchers upon the Treasury, or designate a member of the Board of Directors to do so;

- c. sign all official documents;
- d. appoint persons to fill vacancies in other officer positions consistent with these By-laws;
- e. appoint persons to serve on each committee of the Congregation and designate the chairs therefor, except for the chairs and membership on committees as are otherwise provided for in these By-laws;
- f. serve as a non-voting ex-officio member of each committee;
- g. preside at all meetings of the Congregation, the Executive Committee, and the Board of Directors;
- h. appoint a parliamentarian who shall be responsible for announcing proper procedures of order and maintaining civility at meetings;
- i. perform all other acts mandated by or authorized elsewhere in these By-laws. Additionally, the President may call meetings of the Congregation consistent with the notice requirements of these By-laws, the Executive Committee, the Board of Directors or of any committee of the Congregation whenever the President deems it necessary. On the written request of any 25 members in good standing of the Congregation, the President shall call a Congregation meeting to be held within 60 days of the receipt of said request.

Section 2. Executive Vice-President - The Executive Vice- President shall:

- a. serve as liaison to all the Congregation committees;
- b. perform such other duties as assigned by the President;
- c. chair all meetings in the President's absence; and
- d. perform the duties of the President during the latter's temporary absence or incapacity.

Section 3. Secretary - The Secretary shall:

- a. keep a register containing the names of all the members of the Congregation containing data as may be of value to the Congregation;
- b. provide each Congregant written notices required in these By-laws;
- c. attend all meetings of the Congregation and keep a record of the proceedings;
- d. maintain in the Synagogue a permanent file of the records of proceedings;
- e. provide any Congregation member in good standing access to the records of proceedings within five business days of a request to review them; and
- f. perform such other duties as assigned by the President.

Section 4. Treasurer - The Treasurer shall:

- a. oversee the collection of all Congregation funds and ensure their proper deposit in financial institutions approved by the Board of Directors;

- b. be a signatory on all Congregation accounts at financial institutions;
- c. make a financial report including information on all Congregation accounts under his or her control, at monthly meeting of the Board of Directors;
- d. make current financial reports available to Congregation members in good standing;
- e. chair the Finance Committee; and
- f. perform such other duties as assigned by the President.

Section 5. Financial Secretary - The Financial Secretary shall:

- a. be responsible for making reasonable efforts to collect all unpaid dues, pledges, and other receivables; and
- b. serve on the Finance Committee.

Section 6. Vice-President in Charge of Education - The Vice-President in Charge of Education shall:

- a. chair the Education Committee; and
- b. oversee all education directors and education activities.

Section 7. Vice-President/Sisterhood Liaison - The Vice-President/Sisterhood Liaison shall maintain the linkage between the activities of the Sisterhood and the Board of Directors.

Section 8. Vice-President/Men's Club Liaison – The Vice-President/Men's Club Liaison shall maintain the linkage between the activities of the Men's Club and the Board of Directors.

Section 9. Vice-President of Ritual – The Vice-President of Ritual shall:

- a. Chair the Ritual Committee; and
- b. With the advice and counsel of the Spiritual Leader, formulate and implement rules and regulations for CKI religious services.

Section 10. Each officer, member of the Board of Directors, and Congregation committee member shall discharge every duty pertaining to his or her position faithfully and as a fiduciary, and is subject to the provisions of any present or future statute of the State of Illinois or the United States of America.

ARTICLE VI - ELECTION OF OFFICERS AND AT-LARGE DIRECTORS

Section 1. The elected officers and at-large directors shall be elected at the annual meeting of the Congregation held in the month of May.

Section 2. At least four weeks prior to the election, the Board of Directors shall appoint a Nominating Committee of three members. The Committee shall nominate the candidates for officers and at-large directors to replace those whose terms are ending. A list of the nominations shall be mailed to all members of the Congregation at least ten days prior to the date of the annual meeting. No candidate shall be nominated whose consent has not been obtained. Any written mailed notice required herein can be made by electronic means at the direction of the President, but a member may in advance demand the receipt of written mailed notice. The day the notice is sent shall constitute the first day of the ten day period.

Section 3. Additional nominations for any elected position may be made at the election meeting by any member in good standing of the Congregation in attendance. The nominee must either be present at the meeting to accept the nomination or have a signed statement, to be made available at the meeting, indicating acceptance of the nomination.

Section 4. The election shall be by either written ballot or oral vote at the direction of the President. When more than one candidate is nominated for an office, the one receiving a majority of votes cast shall be declared the winner. In the event more than two candidates are nominated for an office and no candidate receives a majority of the votes cast, there shall be a run-off election among the two candidates receiving the greatest number of votes, and the candidate receiving the most in the run-off election shall be declared the winner. The President, or if the President is not present, the officer presiding over the meeting shall not vote in the election, but shall cast the deciding vote in the event of a tie.

Section 5. Any person who at the time of the election has been a member of the Congregation for at least one year and is in good standing may be eligible to hold an elective or appointed office.

Section 6. Only members in good standing and who are present at the meeting shall be eligible to vote.

Section 7. The President, Executive Vice-President, Secretary, Financial Secretary and Treasurer shall each be elected for a two-year term.

Section 8. If the office of the President becomes vacant, then the Executive-Vice President shall become the President. If for any reason the Executive Vice-President does not assume the Presidency, then the office shall be filled as follows: if there are more than six months remaining in the term, the Congregation shall elect a President using the election procedure set out in this Article; if there only six months or less remaining in the term, the Board of Directors shall appoint a President.

Section 9. If for any reason the office of Executive Vice-President becomes vacant, then the office shall be filled as follows: if there are more than six months remaining in the term, the Congregation shall elect an Executive Vice-President using the election procedure set out in this Article; if there are only six months or less remaining in the term, the Board of Directors shall appoint an Executive Vice-President.

Section 10. Except with respect to the President and Executive Vice-President, in the event of a vacancy in any other elected officer or at-large director position, the President, with the consent of the Board of Directors, shall appoint a person to that position for the balance of the unexpired term. If after an election for any office (including a special election to fill a vacancy in the Presidency or Executive Vice-Presidency as required in these By-laws) no person is elected, then the Board of Directors shall appoint a person to fill the office.

Section 11. Notwithstanding any other provision in these By-laws, a person may not hold the same elected position for more than two consecutive terms. A person may, however, be elected to a different position that results in that person's serving on the Board of Directors for more than two consecutive terms.

Section 12. In the event two or more persons share a position on the Board of Directors, that position shall be entitled to only one vote, and the persons sharing the position shall determine which of them may cast it.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of all elected and appointed officers and the Immediate Past President. The President shall serve as Chair.

Section 2. The Executive Committee shall have the power to act in matters of emergency and in other matters that the President determines require confidentiality. These matters include, but are not limited to:

- a. performance evaluations of any Congregation employee, including the Spiritual Leader as required in Article IX; and

- b. grievances by any Congregant or employee, including the Spiritual Leader.

Section 3. Nothing in these By-laws authorizes any officer, member of the Board of Directors, or the Executive Committee to overturn or disregard a resolution passed by either the Board of Directors or the entire Congregation.

ARTICLE VIII – COMMITTEES

Section 1. The standing committees of the Congregation are, in alphabetical order:

1. Adult Education
2. Bikur Cholim (Caring Committee)
3. Bulletin
4. By-laws
5. Cemetery
6. Decorating
7. Education
8. Finance
9. Fund-Raising
10. House
11. Library
12. Membership and Publicity
13. Ritual
14. Social Activities
15. Tikun Olam (Social Action)
16. Vision
17. Youth Activities

Section 2. The Finance Committee shall be comprised of the Treasurer (who shall serve as Chair), the Financial Secretary, the President, and the Executive Vice-President.

ARTICLE IX - SPIRITUAL LEADER

Section 1. The Spiritual Leader of this Congregation shall be ordained from a recognized Jewish seminary or be a member of a recognized Jewish professional clergy organization.

Section 2. The Spiritual Leader of the Congregation shall, with the advice of the Ritual Committee, conduct all services of the Congregation.

Section 3. The Spiritual Leader shall serve the educational needs of the Congregation as directed by the Board of Directors and the Education Committee.

Section 4. The Spiritual Leader both reports to and is responsible to the Board of Directors or its designee, and is subject to performance evaluations to be performed by the Executive Committee at least once a year.

Section 5. The Spiritual Leader shall be hired by the Board of Directors. The Board of Directors shall appoint a Search Committee. The Search Committee shall identify and screen interested candidates, and invite qualified candidates to meet the Congregation. The Search Committee may recommend a candidate who has met the Congregation for its approval on appointment. If the candidate receives a majority of the votes cast in favor of appointment at the Congregation meeting called for the purpose of said vote, then the Board of Directors shall discuss contract terms with that candidate. The Board of Directors shall have the discretion to establish the terms and conditions of the contract, and proceed with the discussions as it deems best. If a contract acceptable to both sides cannot be reached, then the Search Committee may recommend other candidates whom the Congregation has met for a vote on appointment. If one of these recommended candidates receives a majority of the votes cast in favor of appointment at the Congregation meeting called for the purpose of said vote, then contract discussions shall proceed with that candidate.

If every candidate recommended by the Search Committee has either declined to enter into a contract or failed to receive a majority vote of the Congregation for appointment, then the Board of Directors shall institute a new search. The Board of Directors shall have the discretion to determine when commencing a new search will best serve the interests of the Congregation.

Section 6. The Board of Directors shall be responsible for determining whether or not the Spiritual Leader shall be re-appointed, and establish the terms and conditions of any re-appointment.

Unless otherwise required by an existing contract, the Board of Directors shall hold a closed meeting to consider the Spiritual Leader's re-appointment no later than March 1 of the year of re-appointment. At least 45 days prior to its closed meeting, the Board of Directors shall appoint a three-person re-appointment team ("Team"). The Team shall consist of an officer other than the President and two members of the Board of Directors who are not officers. Within 30 days of the closed meeting, the Team shall solicit input from the Congregants regarding their assessment of the Spiritual Leader's performance. The Team shall inform

Congregants that they may provide their input to any member of the Board of Directors, and that requests for anonymity will be honored.

At its closed meeting, the Board of Directors shall consider the Congregants' input, the Spiritual Leader's performance evaluations, and other information it deems appropriate regarding re-appointment. The Board of Directors then shall vote on whether or not it should enter into contract negotiations with the Spiritual Leader for re-appointment. The President shall share the decision of the Board of Directors with the Spiritual Leader promptly after the meeting. The President shall then report the decision to the Congregation. All materials considered by and deliberations of the Board of Directors at the closed meeting should be kept confidential.

If the Board of Directors votes not to enter into re-appointment contract negotiations with the Spiritual Leader, or the Spiritual Leader decides not to participate in contract negotiations, then the Board of Directors shall convene a Search Committee to find a new Spiritual Leader.

If the Board of Directors votes to enter into re-appointment contract negotiations with the Spiritual Leader, then the Team shall discuss re-appointment terms and conditions with the Spiritual Leader. During these discussions, at least one member of the Team shall consult with the President and the Treasurer to determine the financial constraints, if any, that will impact the terms of the contract.

If the Team and the Spiritual Leader agree upon a proposed contract, then it shall be presented to the Board of Directors for approval. If the Board of Directors approves the proposed contract, then it shall be executed. If for any reason a new contract is not executed, then the Board of Directors shall convene a Search Committee to find a new Spiritual Leader.

Section 7. Any employment agreement with a Spiritual Leader governed by this Article must be executed within forty-five days of the date the Board of Directors notifies the candidate of its decision to begin negotiations, provided however, the Board of Directors, in its discretion, may extend this time limit if it deems such action appropriate.

ARTICLE X – MEETINGS

Section 1. The annual meeting of the Congregation shall be held in May. All members present in good standing may vote on any issue.

Section 2. Board of Directors meetings shall be held no less frequently than once every two months.

Section 3. The presence of ten board members shall constitute a quorum for a properly called meeting of the Board of Directors. The presence of twenty congregant members in good standing shall constitute a quorum for a properly called meeting of the Congregation.

Section 4. Any member of the Congregation may attend any open meeting of the Board of Directors. Members may participate in discussion, but only the members of the Board of Directors may vote at Board of Director meetings. Congregants are precluded from attending closed meetings of the Board of Directors. Closed meetings include any meeting specifically identified as such in the By-laws and those in which confidential matters, as determined in the President's discretion, are addressed.

Section 5. Meetings of the Congregation shall be conducted in accordance with Robert's Rules of Parliamentary Procedure, pursuant to an agenda provided by the presiding officer. The agenda shall include an opportunity for the Congregation to hear any reports from officers and committees as well as consider any old or new business. The agenda for the annual meeting shall include the nomination and election of officers.

Section 6. Special meetings may be called pursuant to these By-laws, but only the matter or matters specifically indicated in the written notice provided to the Congregants for the special meeting may be acted upon at the meeting.

ARTICLE XI – MEMBERSHIP

Section 1. Membership is open to anyone of the Jewish faith, as determined by the Congregation's spiritual leader, 18 years of age or older ("adult"). Any family of at least one Jewish spouse or any household with at least one Jewish person may apply for membership. Each adult member of that family permanently residing in the household shall become an individual voting member of the Congregation so long as they are members in good standing.

Section 2. Membership entitles each family, household, or individual the right to participate in the activities, religious or secular, that the Congregation shall sponsor, subject to the rules and regulations established by the Board of Directors.

Section 3. As used in these By-laws, the term "member in good standing" shall mean a member who has paid all dues and other financial obligations to the Congregation as of the end of the preceding year, providing that any person whose account is in arrears at that time may be considered in "good standing" if he or she has reached an agreement with either the President or Financial Secretary regarding the payment of past due amounts. The President or Financial Secretary may withdraw the "good standing" status if the member fails to fulfill the terms of the agreement.

ARTICLE XII - FINANCIAL OBLIGATIONS

Section 1. The minimum financial obligations of membership shall be set at the discretion of the Board of Directors.

Section 2. The Board shall determine by majority vote whether to require tickets for High Holiday Services. If they so vote, only members in good standing will be issued tickets for High Holiday services, provided, however, a ticket will not be required for anyone to attend the Yizkor service on Yom Kippur.

ARTICLE XIII - FISCAL YEAR

Section 1. The fiscal year of the Congregation shall commence on the first day of July and terminate on the last day of June.

ARTICLE XIV – NOTICE

Section 1. Each Congregant shall be given at least ten days written notice of every regular and special Congregation meeting and every open Board of Directors meeting.

Section 2. Any written notice herein can be made by electronic means at the direction of the President, but a member may in advance demand the receipt of written mailed notice. The day the notice is sent shall constitute the first day of the ten day period.

ARTICLE XV - ADOPTION OF BY-LAWS AND AMENDMENTS THEREOF

Section 1. These By-laws shall be deemed to have been adopted by the Congregation and shall become effective when approved by a vote of two-thirds of the members in good standing present and qualified to vote at the meeting of the Congregation at which these By-laws are presented, provided, however, that the Secretary shall give notice in writing of the time and place of the meeting and of the fact that one of the subjects of said meeting is the adoption of By-laws of the Congregation.

Section 2. Amendments to these By-laws may be proposed by the Board of Directors or by any ten members of the Congregation. Such amendments shall be submitted in the form of a resolution in writing and notice of any such proposed amendments to the By-laws shall be given to the Congregation prior to any meeting to consider the same, in accordance with Section 1 of this Article.

Section 3. These By-laws may be amended by a vote of two-thirds of the members present and qualified to vote at a properly convened meeting. Each member of the Congregation must be given ten days advance written notice by mail or by electronic means at the direction of the President specifying the purpose of the meeting. A member may in advance demand the receipt of written mailed notice. A copy of all proposed amendments shall be included in the notice.

Section 4 - These By-laws shall supersede all prior by-laws of this Congregation.

ARTICLE XVI

Upon the dissolution of the congregation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Congregation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.