



AN ILLINOIS NOT FOR PROFIT CORPORATION

(Written 2009-2010, approved at a special meeting of the congregation on April 8, 2010 further revised 2013, approved at the Annual Meeting on May 30, 2013, further revised 2017, approved at the annual meeting on July 6, 2017)

ARTICLE I: Name

This corporation shall be known as Temple Chai.

ARTICLE II: Purpose

Temple Chai offers an environment of ongoing welcome to all who desire to become part of our congregation. Within this environment of inclusion and welcome, Temple Chai will promote the enduring principles and evolving tenets of Reform Judaism. We do so to continually aid our members and the community in applying the ideals of Reform Judaism, including those of justice, righteousness and compassion, in their everyday lives. To fulfill our purpose, Temple Chai provides opportunities for *Torah*, lifelong Jewish learning, *Avodah*, worship of God, and *G'milut Chasidim*, acts of loving kindness. Except for any restrictions in Temple Chai's Articles of Incorporation, Temple Chai may participate fully in any lawful activity consistent with its tax exempt status and the laws of Illinois for not for profit corporations.

ARTICLE III: National Affiliation

Temple Chai will be a member of the Union for Reform Judaism (URJ), abide by the URJ's Constitution and bylaws, and pay dues required by those bylaws.

ARTICLE IV: Guidance for Religious Practice

SECTION A: The Role of the Rabbi, the URJ and the CCAR

Temple Chai shall be guided in its religious practices by its Senior Rabbi, within the framework of the interpretations of the Central Conference of American Rabbis (CCAR); and in its congregational programs by resolutions adopted at the URJ Biennial Assemblies.

SECTION B: Seating at Worship

As it was of central importance to the founding members of Temple Chai, except for worship service participants or special guests, seats in the place of worship shall be unassigned.

ARTICLE V: Membership

SECTION A: Eligibility

Persons of the Jewish faith, or any family with at least one Jewish person may apply for membership in accordance with such rules and regulations as the Board of Trustees, from time to time, may promulgate. A family is defined as one or more adults, and all children living at home or away at school.

SECTION B: Members in Good Standing

A member in good standing is defined as an adult (age 18 or older) current in his or her financial obligation to the congregation, or an adult member of a family that is current in their financial obligation to the congregation. Members in good standing shall be entitled to those privileges of membership included in these bylaws or established by a majority vote of the Board of Trustees.

SECTION C: Membership Privileges

Members in good standing are entitled to participate in all of the activities, religious and secular, that the congregation shall sponsor, subject to any rules and regulations established by the Board of Trustees. This includes the right to vote on all matters coming before meetings of the congregation, except that a maximum of two (2) adult members may vote from any individual family. Members who have received a complimentary membership shall not have voting privileges at congregational meetings.

SECTION D: Non-Jewish Parent

In the case of a family membership where only one of the parents is Jewish and where the Jewish parent dies or otherwise absents him/herself from the family, the family may maintain its membership.

SECTION E: Membership Financial Commitment

Members shall pay such annual dues, assessments, school fees and other charges ("Membership Financial Commitment"), as determined by the Board of Trustees and approved at the Annual Meeting, as defined in Article VI below, or at a special meeting called for the purpose of considering the Membership Financial Commitment. The Membership Financial Commitment shall be assessed on an annual basis and is due in full on the first day of the congregation's fiscal year. The Board of Trustees recognizes that not all members can pay full dues and will work with any member seeking assistance within our ability and defined process to accommodate and welcome members to Temple Chai.

- 1. Payment Schedules and Prorating:** The Board of Trustees shall establish procedures for payment of the Membership Financial Commitment, which provide members with options of annual, quarterly or monthly payment plans. The Board shall also establish policy for prorating the Membership Financial Commitment of members who join after the beginning of the membership/fiscal year.
- 2. Adjustments:** The Board of Trustees shall establish procedures to provide for adjustment in the Membership Financial Commitment. All matters related to such adjustments and documentation shall be handled in such a manner

as to preserve dignity and maintain strict confidentiality.

SECTION F: Revocation of Membership

- 1. Resignation from Membership:** Any member of the congregation may resign at any time. Resignation from the congregation shall be submitted in writing to the Executive Director or Vice President of Membership, or such alternative staff or officers as appropriate. Resignation shall not relieve a member from financial obligations to the congregation, unless an adjustment is made in accordance with Article V, Section E, Part 2.

- 2. Revocation of Membership:** Membership in Temple Chai is a privilege that may be revoked. The power to revoke membership shall lie with the Executive Committee, in consultation with the Senior Rabbi and Executive Director. Any revocation of membership shall require the vote of at least three-fourths (3/4) of the members of the Executive Committee. Notice of possible revocation of membership must be provided to the member at least twenty (20) days prior to any scheduled vote on revocation. The revocation of a membership applies to the entire family, as defined in Article V, Section A, unless the Executive Committee specifically determines otherwise
 - i. In cases where revocation of membership is due to non-payment of the Membership Financial Commitment, membership can be revoked 90 days after the due date of the invoice. Unless the member brings their account current or establishes a payment plan that is agreed upon by the Executive Director, the member's name may be brought before the Executive Committee for revocation after written notice pursuant to this section. If membership is revoked the member will be notified within ten (10) days. If the former member either brings their account current, or makes arrangements on an agreed payment plan with the Executive Director and makes an initial payment in accordance with such plan, the member will be reinstated and will be afforded all privileges of temple membership.

 - ii. In cases of revocation of membership for any reason other than non-payment of the Membership Financial Commitment, membership shall not be terminated until the member is given a reasonable opportunity to appear before the Executive Committee. If a vote is scheduled, notice will be provided pursuant to this section. If the Executive Committee votes to revoke membership, the Executive Director shall notify the member within ten (10) days. That member may appeal a revocation of membership to the Board of Trustees. Such appeal shall be made in writing to the Executive Director or President within thirty (30) days of the written notice of revocation. The written appeal shall include the member's reasons and basis for appeal. The Board of Trustees shall consider this appeal within sixty (60) days after receipt of the appeal. The action of a majority of the Board of Trustees shall control, and said action of the Board of Trustees shall be final.

A member whose membership is revoked under this section may

apply for reinstatement as a member and the determination to reinstate may only be made by the Board of Trustees, which shall be made at its next regularly scheduled meeting.

3. **Suspension of Membership Privileges:** Pending a decision to revoke a membership pursuant to Article V, Section F, Paragraph 2, the Executive Director, in consultation with the Senior Rabbi and Temple President, shall have the authority to suspend some or all privileges of that member. When any such suspension has taken place, the Executive Committee shall consider revocation of membership no later than the next regularly scheduled Executive Committee meeting following the expiration of the twenty (20) day notice period described in Article V, Section F, Paragraph 2, provided that the Executive Committee may continue the suspension if appropriate for such period of time as reasonably necessary to make a final decision on whether or not membership is to be terminated. If the suspension of membership is not continued, or membership is not terminated, membership privileges shall be immediately and fully restored, and the member shall be welcome at all congregational activities.

SECTION G: The Right to Hold Office

The privilege of being slated, elected or appointed as an officer or trustee of Temple Chai is reserved for Jewish members in good standing as defined in Article V, Section B. Any member in good standing may be appointed to serve on standing or ad hoc committees or task forces of the Temple.

ARTICLE VI: Meetings

SECTION A: Annual Meeting

The Annual Meeting of the congregation shall be convened by the President during the month of May. At this meeting, reports shall be submitted by the President, the clergy, the Executive Director, and any officers, officials, auxiliaries, staff and committees as may be requested to do so by the President or the Board of Trustees. A summary budget, including a schedule of the Membership Financial Commitment for the coming fiscal year shall be approved, and trustees and officers as necessary shall be elected.

SECTION B: Special Meetings

1. The President may call a special meeting of the congregation as the President deems necessary.
2. The President shall call a special meeting at the request of a majority of the Board of Trustees.
3. The President shall call a special meeting upon written petition signed by at least 25% of the voting members of the congregation and submitted to the President or the Executive Director.
4. The notification for a special meeting shall set forth the purpose of the meeting, and only matters related to that purpose shall be transacted at this meeting.
5. A special meeting shall be convened within one month of its call.

SECTION C: Quorum

The quorum for a meeting of the congregation shall be the lesser of six percent (6%) of all voting members of the congregation, or fifty (50) voting members. In the absence of a quorum, the voting members present shall have the power to adjourn the meeting to another time.

SECTION D: Manner of Acting

The act of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the membership of the congregation, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation.

SECTION E: Proxies

Only members in good standing present at an annual or special meeting will be entitled to vote, except as hereafter provided. Proxy votes will be accepted only if the member in good standing submits a written notice, signed by the member and received by the Temple at least two (2) days in advance of the scheduled meeting, which asserts the reason that prevents the member from attending despite the member's desire to be present for the meeting. The written notice shall include a copy of the proxy, which must also be in writing. No specific form of proxy is required. No more than two (2) proxies can be assigned to any voting member attending the meeting.

SECTION F: Notification

Every member of the congregation shall be notified at least fourteen (14) days prior to the holding of any congregational meeting or seven (7) days prior to the rescheduling of an adjourned congregational meeting. Notice of a congregational meeting shall include the time and place of the meeting, information concerning proxies, and information on how to obtain the agenda along with other materials to be discussed at the meeting. For the Annual Meeting this notice will include the proposed budget and a nominating committee report, or how to access/obtain these items. Notification information will be sent by first class mail or electronic mail, or by other means based on current, available technology.

ARTICLE VII: A Sacred Partnership

In fulfilling their duties, as outlined in these bylaws, the clergy, staff and Board of Trustees shall work in a sacred partnership to manage, administer and support opportunities for study, worship and acts of loving kindness.

ARTICLE VIII: Clergy

SECTION A: Senior Rabbi

The Senior Rabbi shall be the spiritual and religious leader of Temple Chai. The Senior Rabbi is the supervisor of all other members of the clergy of the congregation. In its relationship with the Senior Rabbi, Temple Chai shall consider the guidelines for Rabbinical Congregation Relationships, as adopted and recommended by the URJ.

1. Selection of Senior Rabbi

The Senior Rabbi shall be selected in the following manner:

- i. a special committee appointed by the President of the congregation shall recommend a candidate to the Board of Trustees.
- ii. upon approval of a majority of the Board of Trustees, notification of the recommendation shall be made to the congregation.
- iii. a two-thirds (2/3) vote of the membership present at a special or Annual Meeting shall be required for approval of the selection of the Senior Rabbi.
- iv. throughout the selection process, Temple Chai shall consider the rules and regulations of the Joint Rabbinic Placement Commission of the URJ, the CCAR and the Hebrew Union College-Jewish Institute of Religion (HUC-JIR).

2. Retention of Senior Rabbi

Consistent with the terms of the Senior Rabbi's contract, the Board of Trustees shall make a recommendation to the congregation as to the Senior Rabbi's retention or non-retention. Every member of the congregation shall be notified of this recommendation within seven (7) days thereafter. Notification shall be sent by first class mail, or electronic mail, or by other means based on current, available technology. This notification shall advise members of their right to respond to the Board's recommendation by requesting a special meeting consistent with the procedures outlined in Article VI, Section B.

If no special meeting is requested within thirty (30) days after notification has been sent, the Board's recommendation shall constitute the final decision on retention or non-retention of the Senior Rabbi. At any duly called special meeting, the sole question will be whether the Senior Rabbi should or should not be retained. A majority vote of the congregation at that special meeting shall constitute the final decision as to retention or non-retention.

3. Duties and Privileges of the Senior Rabbi

The Board of Trustees shall define the duties and privileges of the Senior Rabbi, with consideration of the rules and regulations of the Joint Rabbinic Placement Commission of the URJ, the CCAR and the HUC-JIR.

4. Attendance at Meetings

The Senior Rabbi shall have the right to attend all meetings of the Board of Trustees, committees and task forces of the congregation, without voting privileges, except when requested by the Board of Trustees not to attend or when asked to leave a meeting.

Section B: Cantor

The congregation may, upon an action by the Board of Trustees, engage an invested Cantor.

1. Selection/Retention of the Cantor

The Cantor shall be selected and, at the end of any term of service, may be retained, by the Board of Trustees. For selection of a Cantor, the President shall appoint an ad-hoc committee. This selection committee shall recommend a candidate to the Board of Trustees for approval. Approval

requires a majority vote by the Board of Trustees. Consistent with the Cantor's contract, the Board of Trustees shall decide by a majority vote whether or not to retain the Cantor. The Senior Rabbi shall be a member of any ad-hoc committee appointed for selection or retention of the Cantor. Throughout the selection or retention process, the Board of Trustees shall consider the rules and regulations of the Joint Cantorial Placement Commission of the American Conference of Cantors (ACC), the URJ and the HUC-JIR.

2. Duties and Privileges of the Cantor

The Board of Trustees, in consultation with the Senior Rabbi, shall define the duties and privileges of the Cantor, with consideration of the rules and regulations of the Joint Cantorial Placement Commission of the ACC, the URJ, and the HUC-JIR.

3. Attendance at Meetings

The Cantor shall have the right to attend all meetings of the Board of Trustees of the Congregation, without voting rights, except when requested by the Board of Trustees not to attend or when asked to leave a meeting.

Section C: Other Clergy

The congregation may, upon an action by the Board of Trustees, engage Associate or Assistant Rabbis or Cantors.

1. Selection/Retention of other Clergy

Other Clergy shall be selected and, at the end of any term of service or contract, may be retained by the Board of Trustees. For selection of other Clergy, the President shall appoint an ad-hoc committee. This selection committee shall recommend a candidate to the Board of Trustees for approval. Approval requires a majority vote by the Board of Trustees. Consistent with the terms of the other Clergy's term of service, or contract, if any, the Board of Trustees shall decide by a majority vote whether to retain the other Clergy. The Senior Rabbi shall be a member of any ad-hoc committee appointed for selection or retention of other Clergy. The Cantor shall be a member of any ad-hoc committee appointed for selection or retention of Associate or Assistant Cantors. Throughout the selection or retention process, the Board of Trustees shall consider the rules and regulations of the appropriate professional organizations as indicated in Article VIII Sections A and B.

2. Duties and Privileges of Other Clergy

The Board of Trustees, in consultation with the Senior Rabbi, shall define the duties and privileges of other Clergy, with consideration of the rules and regulations of the appropriate professional organizations as indicated in Article VIII Sections A and B.

3. Attendance at Meetings

Other Clergy shall have the right to attend all meetings of the Board of Trustees of the congregation, without voting rights, except when requested by the Board of Trustees not to attend or when asked to leave a meeting.

ARTICLE IX: Professional Staff

Section A: Executive Director or Administrator

The congregation may, upon an action by the Board of Trustees, engage an Executive Director, Administrator, or equivalent.

1. Selection/Retention of Executive Director or Administrator

The Executive Director or Administrator shall be selected and, at the end of any term of service or contract, may be retained by the Board of Trustees. For selection of an Executive Director or Administrator, the President shall appoint an ad-hoc committee. This selection committee will recommend a candidate to the Board of Trustees for approval. Approval requires a majority vote by the Board of Trustees. Consistent with the terms of the Executive Director's or Administrator's term of service, or contract, if any, the Board of Trustees shall decide by a majority vote whether to retain the Executive Director or Administrator. The Senior Rabbi shall be a member of any ad-hoc committee appointed for selection or retention of the Executive Director or Administrator. Throughout the selection or retention process, the Board of Trustees shall consider the rules and regulations of the URJ and the National Association for Temple Administration (NATA).

2. Duties and Privileges of Executive Director or Administrator

The Board of Trustees shall define the duties and privileges of the Executive Director or Administrator, with consideration of the rules and regulations of the URJ and NATA.

3. Attendance at Meetings

The Executive Director or Administrator shall have the right to attend all meetings of the Board of Trustees, committees and task forces of the congregation, without voting rights, except when requested by the Board of Trustees not to attend or when asked to leave a meeting.

Section B: Director of Education

The Congregation may, upon an action by the Board of Trustees, engage a Director of Education, or equivalent.

1. Selection /Retention of Director of Education

The Director of Education shall be selected and, at the end of any term of service or contract, may be retained by the Board of Trustees. For selection of a Director of Education, the President shall appoint an ad-hoc committee. This selection committee shall recommend a candidate to the Board of Trustees for approval. Approval requires a majority vote by the Board of Trustees. Upon completion of the Director of Education's term of service or contract, the Board of Trustees shall decide by a majority vote whether to retain the Director of Education. The Senior Rabbi shall be a member of any ad-hoc committee appointed for selection or retention of the Director of Education. Throughout the selection or retention process, the Board of Trustees will consider the rules and regulations of the URJ and the National Association of Temple Educators (NATE).

2. Duties and Privileges of Director of Education

The Board of Trustees shall define the duties and privileges of the Director of Education, with consideration of the rules and regulations of the URJ and NATE.

3. Attendance at Meetings

The Director of Education shall have the right to attend all meetings of the Board of Trustees of the congregation, without voting rights, except when requested by the Board of Trustees not to attend or when asked to leave a meeting.

Section C: Other Professional Staff

The congregation may, upon an action by the Board of Trustees, engage other professional staff, including but not limited to a Youth Director, Cantorial Soloist or Program Director.

1. Selection /Retention of Other Professional Staff

Other professional staff shall be selected and, at the end of any term of service or contract, may be retained, by the Board of Trustees. For selection of other professional staff, the President shall appoint an ad-hoc committee. This selection committee shall recommend a candidate to the Board of Trustees for approval. Approval requires a majority vote by the Board of Trustees. Upon completion of the term of service or contract of other professional staff members, the Board of Trustees shall decide by a majority vote whether to retain said professional staff member. The Senior Rabbi and Executive Director/Administrator shall be members of any ad-hoc committee appointed for selection or retention of any other professional staff. The Cantor shall be a member of any ad-hoc committee appointed for selection or retention of a Cantorial Soloist. The Director of Education shall be a member of any ad-hoc committee appointed for selection or retention of a Youth Director. Throughout the selection or retention process, the Board of Trustees will consider the rules and regulations of the URJ and any applicable professional associations.

2. Duties and Privileges of Other Professional Staff

The Board of Trustees shall define the duties and privileges of any other professional staff, with consideration of the rules and regulations of the URJ and any applicable professional associations.

ARTICLE X: Board of Trustees and Officers

Section A: Board Involvement

The privilege of serving on the Temple Chai Board of Trustees is an honor and responsibility. As the chosen leaders of the congregation, trustees and officers are expected to be visible and accessible to our members by routinely and consistently attending worship services, study sessions, and activities and programs, as well as regularly attending meetings of the Board of Trustees and the congregation.

Section B: Board of Trustees Composition

The Board of Trustees shall consist of up to thirty-one (31) members, which includes the officers of the congregation as described in Section E below, the Immediate Past President of the congregation, one representative each from up to four (4) auxiliaries as defined in Article XII, Section C below, and additional Trustees elected by the congregation, pursuant to Article XIII, or appointed by the Board of Trustees pursuant to Article X, Section K below.

The position of Legal Counsel shall be filled upon recommendation of the President, and approval by a majority of the Board of Trustees. Legal Counsel can be removed upon a majority vote of the Board of Trustees. Legal Counsel shall not be a voting member of the Board of Trustees, shall not count towards a quorum or towards the maximum number of members of the Board of Trustees, and is not subject to term limits.

Section C: Eligibility for Board of Trustees

All Jewish members of the congregation, in good standing and twenty-one (21) years of age or older, are eligible to serve as Trustees of the congregation. Clergy, Professional Staff, as well as their parents, spouses and children are not eligible to serve as Officers or Trustees of the congregation. This restriction shall not apply to religious school teachers, assistants or tutors.

Section D: Terms of Office

Officers and Trustees shall be elected to a two (2) year term in accordance with Article XIII below. However, as necessary to comply with Article XIII, Section A, an Officer or Trustee shall be elected to a one (1) year term in connection with filling a vacant position which became vacant during the first year of a two (2) year term. This one year term shall not count towards term limits for that single position. Each term shall begin on the first day of the fiscal year after election. No person may be elected for more than two (2) consecutive full terms in the same position (officer or trustee) and no person, except those serving in the positions of President, Executive Vice President or Immediate Past President, shall serve more than ten (10) consecutive years on the Board of Trustees.

Section E: Officers of the Congregation

The officers of the congregation shall consist of the President, the Executive Vice President, the Treasurer, the Secretary and up to six (6) additional Vice Presidents. Only Trustees who have served at least one year on the Board of Trustees are eligible to serve as officers of the congregation.

Section F: Duties of Officers

1. The President shall:
 - a. preside as chair at all congregational and Board of Trustees meetings
 - b. appoint special committees and/or task forces
 - c. be an ex-officio member of all committees and task forces except the nominating committee
 - d. call the annual meeting and special meetings of the Congregation
 - e. appoint the chairpersons of committees and task forces unless otherwise provided in these bylaws or unless delegated by the President to other

- appropriate officers
- f. perform such other duties as are incident to the office or specified in these bylaws.
2. The Executive Vice-President shall perform such duties as may be assigned by the President or the Board of Trustees.
 3. The other Vice-Presidents shall perform such duties as may be assigned by the President or the Board of Trustees.
 4. The Treasurer shall:
 - a. serve as custodian of all funds of the Congregation
 - b. serve as the disbursing agent of the Congregation as authorized by the Board of Trustees
 - c. present financial reports to the Board of Trustees, on at least a quarterly basis.
 - d. present a summary financial report at the Congregation's annual meeting and make detailed information available to any member upon request
 - e. serve on any committee directly and centrally involved with financial matters of the congregation, as directed by the President or Board of Trustees.
 5. The Secretary shall:
 - a. Keep accurate and complete minutes of meetings of the Congregation, the Board of Trustees and the Executive Committee
 - b. Maintain the policy manual of Board approved policies
 - c. Send out notices of all meetings
 - d. Attest to all legal documents as required
 - e. Perform such other duties as are incident to the office according to applicable law or as directed by the President or Board of Trustees.

The Board of Trustees may delegate responsibilities as described in sub-sections b and c above to the Executive Director of the Congregation, but the Secretary shall be responsible for the performance of all delegated matters.

Section G: Board of Trustees Responsibilities

The Board of Trustees shall be responsible for:

1. The general management of the affairs, funds, records and property of the congregation
2. establishing policies, guidelines and direction with respect to matters within its management and control
3. acting on all matters of policy, or designating persons to take such action
4. performing other duties as the members of the Congregation in regular or special meetings may prescribe.

Section H: Board of Trustees Meetings

The Board of Trustees shall meet in open session a minimum of nine (9) times per year, on a monthly basis. In addition, the Board of Trustees shall meet at the call of the President or by written petition of one half (1/2) of the members of the Board of Trustees. The board's schedule of meetings shall be communicated to allow members of the Congregation to attend. Notice or a schedule of meetings will be sent by first class mail, or electronic mail, or by other means based on current, available technology.

Section I: Board Quorum

A majority of the members of the Board of Trustees shall constitute a quorum. The position of Legal Counsel does not count towards quorum.

Section J: Manner of Acting

The act of the majority of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation. The position of Legal Counsel is a non-voting member.

Section K: Filling Non-President Vacancies

The President may recommend individuals to fill vacancies on the Board of Trustees, including Officers. The Board of Trustees shall vote on any such recommendation. These individuals shall serve only until the end of the fiscal year.

Section L: Filling Vacancy – President

In the event the President is unable to perform the duties of office or the position otherwise becomes vacant, the Executive Vice President shall succeed to the position of President. As soon as reasonably practical thereafter, a successor to the position of Executive Vice President shall be filled pursuant to Section K above. In the event the Executive Vice President refuses or is otherwise unable or unwilling to act as President, the Board of Trustees shall elect a President. Until such time as the board can meet, and a president is elected by the board, the Immediate Past president shall serve as interim president. In either case, the person who succeeds to the position of President shall serve only until the next Annual Meeting of the Congregation, at which time an election shall be held for the position, even if an election for the position of President would not otherwise have taken place at that next Annual Meeting.

Section M: Removal from Office

1. Removal of a member of the Board of Trustees shall be initiated by recommendation of the Executive Committee or by a written petition signed by two-thirds (2/3) of the members of the Board of Trustees submitted to the President. If the President is being considered for removal, the procedure shall be initiated by a written petition signed by two-thirds (2/3) of the members of the Board of Trustees submitted to the Executive Vice President.
2. The President (or the Executive Vice President if the President is being considered for removal, or any other officer if both the President and the Executive Vice President are being considered for removal) shall call a special meeting of the congregation to consider the proposed removal, to be held within thirty (30) days of the recommendation.
3. The Trustee being considered for removal shall be given at least fourteen (14) day notice of the special meeting and shall be allowed to bring witnesses to speak at the meeting on his or her behalf.
4. Removal of the trustee shall require a vote of two-thirds (2/3) of the members of the congregation present at a special meeting called for that purpose.

ARTICLE XI: Committees

Article XI, Section A

Section A: Executive Committee

1. The Executive Committee shall include the President, Executive Vice President, Secretary, Treasure and Immediate Past President.
2. The Legal Counsel, if said position then exists under Article X, Section B, may be requested by the Executive Committee to serve as an advisor to, and non-voting member of, the Executive Committee.
3. Meetings of the Executive Committee will be called by the President.
4. The Executive Committee shall advise and assist the President, Professional Staff and Clergy of the congregation.
5. The Executive Committee shall have no other decision making authority except as provided in these bylaws.

Section B: Other Committees or Task Forces

1. A Nominating Committee shall be appointed, meet and function as described in Article XIII, Section B of these bylaws.
2. Other committees and task forces may be formed, and the responsibilities of those committees or task forces may be established by the President, the officers of the congregation or the Board of Trustees. The chairpersons of committees or task forces may be appointed by the President, the officer creating the committee, or the committee or task force itself.
3. The creation of all committees and task forces shall be reported to the Executive Committee to help prevent duplication or conflict of authority among committees or task forces.
4. The Executive Committee shall designate an officer of the congregation to be responsible for overseeing the activities of each committee and task force. This shall include assuring that, when appropriate, committee or task force decisions are brought to the Board of Trustees for approval.

Section C: Membership on a Committee or Task Force

1. Except where restricted in these bylaws, any member in good standing as defined in Article V, Section B may serve on any committee and task force of the congregation.

ARTICLE XII: Auxiliaries

Section A: Temple Auxiliaries

Organizations to serve the needs and interests of the congregation, components of its membership and the community may be created and approved by the Board of Trustees as Temple auxiliaries. The establishment of local units of affiliates of URJ is encouraged, including, without limitation the Women of Reform Judaism, and Men of Reform Judaism.

Section B: Approval Process

To be approved as a Temple Chai auxiliary, the applicants must submit a letter of intent and include its bylaws to the Board of Trustees describing its purpose and membership. The Board of Trustees must consider, and if appropriate, approve the proposed auxiliary's bylaws within sixty (60) days of submittal.

Section C: Auxiliary Membership and Officers

An auxiliary may define its own membership eligibility. The officers of the auxiliary must be Temple Chai members, and the president (or equivalent position) of the auxiliary must be Jewish and satisfy other requirements set forth in these bylaws, in order to serve as the auxiliary representative on the Board of Trustees. If an auxiliary has co-presidents (or equivalent positions), the auxiliary shall designate one of those persons to serve as its representative on the Board of Trustees for that entire fiscal year.

Section D: Books and Records

The books and records of any auxiliary are subject to review by the Board of Trustees, appropriate Officers and Professional Staff of Temple Chai, to insure compliance with Temple policies, applicable laws, and any other reasonable purpose.

ARTICLE XIII: Elections/Nominating Committee

Section A: Schedule of Elections

To maintain continuity on the Board of Trustees, certain positions shall serve staggered terms. The following officers shall be elected in odd number years: Treasurer and Secretary. The following officers shall be elected in even number years: President and Executive Vice President. Exception may be made to comply with Article X, Section D in connection with filling a vacancy. Other Vice Presidents shall be elected in odd or even years in accordance with Section C below to achieve the goal of continuity, and to avoid the election of more than three (3) Vice Presidents in any year.

Section B: Nominating Committee

1. A Nominating Committee, appointed by the President, shall nominate a slate of officers and trustees to the Temple Chai Board of Trustees to be presented to the members of the congregation at the Annual Meeting. The Nominating Committee shall consist of at least nine (9), and no more than thirteen (13) members including four (4) board members, the balance to be filled by members of the congregation at large.
2. Persons seeking nomination to the Board of Trustees may not serve on the Nominating Committee. In addition, no person other than the immediate past president may serve on the Nominating Committee for three (3) consecutive years.
3. The Chairman of the Nominating Committee shall be the Immediate Past President. In the event that the Immediate Past President cannot serve or chooses not to serve, then the President shall appoint the Chair of the Nominating Committee. The Chairperson shall be a Past President of Temple Chai, or a member who has previously served as a member of the Nominating Committee. A quorum for the conduct of business of the Nominating Committee at all meetings shall be two-thirds (2/3) of the committee members.

Section C: Slate of Officers

The President, in consultation with the officers of the congregation, shall inform the Nominating Committee as to which board positions are to be slated. If a committee that is slated to be represented on the board has co-chairpersons, the nominating committee shall designate one of the co-chairpersons to serve as a member of the Board of Trustees.

Section D: Report to Board and Notice to Congregation

The slate of nominees as determined by the Nominating Committee shall be reported to the Board of Trustees no later than thirty (30) days prior to the Annual Meeting, and notice of said slate of nominees shall be provided to the members of the Congregation at least twenty-five (25) days prior to the Annual Meeting. The notification shall comply with Article VI, Section F of these bylaws.

Section E: Nomination by Petition

In addition to nomination for office by the Nominating Committee, nominations may be made by written petition. Nomination for any elective office shall be made by petition signed by at least thirty (30) voting members of the Congregation. Said nominations must be filed with the Executive Director, Secretary, or President at least fourteen (14) days prior to the election.

Section F: Notice of Nomination by Petition

Notice of nominations by petition must be provided by the Temple, at no charge to the petitioner, to all members of the Congregation at least seven (7) days before the election. The notification shall comply with Article VI, Section F of these bylaws.

Section G: Election Procedure

Elections shall be conducted at the Annual Meeting, in accordance with the terms of Article VI of these bylaws.

ARTICLE XIV: Fiscal and Legal Matters

Section A: Fiscal Year

The Board of Trustees shall establish the fiscal year of the congregation.

Section B: Financial Controls and Reporting

The Board of Trustees shall take responsible measures to allow for the preparation of materially accurate financial reports.

Section C: Approval for Financial Transactions

1. All disbursement of Temple funds require two (2) signatures of appropriate officers or professional staff, not more than one of which is a member of the professional staff.
2. The annual budget, or a summary thereof, for the Temple shall be submitted for approval at the Annual Meeting of the congregation.
3. Any loan or line of credit (whether or not secured) in excess of \$500,000 must be approved by a majority of votes cast by voting members at a congregational meeting.

Section D: Real Estate and Other Contracts

1. All deeds, contracts and other documents obligating the Congregation shall require the approval of the Board of Trustees and, if approved, must be signed by the President or other duly authorized officer of the Congregation. The Board of Trustees may establish policies for the approval of certain contracts other than those provided for in paragraphs 2 and 3 of this section.
2. Any contract for the purchase, sale, or transfer, of real estate by or for the Congregation, must be approved by a majority vote of voting members at a

Congregational meeting.

3. The Board of Trustees shall have the authority, without Congregational approval, to accept a gift of real estate and to dispose of any real estate acquired by gift within twenty four (24) months from the date it so acquires said real estate. Once real estate received by gift has been held by the Congregation for more than twenty four months, paragraph 2 above would apply.

Section E: Indemnification

1. The Congregation shall indemnify any person, including but not limited to its past and present clergy, professional staff, officers, and trustees (to the extent permitted by the Illinois General Not-For-Profit Corporation Act of 1986) against expenses (including attorney's fees), judgments, fines and amounts paid in settlement (if such settlement is approved in advance by the Board of Trustees) actually and reasonably incurred by that person in connection with any civil or criminal action, suit or proceedings, if that person reasonably believed that he was acting in the best interests of the congregation and, in addition, with respect to any criminal action or proceeding, if that person had no reasonable cause to believe he or she was acting unlawfully.
2. Any indemnification under paragraph 1 of this section (unless ordered by a court) shall be made by the congregation only as authorized in a specific case, upon determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph 1 above. Such determination shall be made: (1) by the Board of Trustees, without counting the vote of any member of the Board or Trustees who is or was a party to such action, suit or proceeding; or, (2) by the affirmative vote of a majority of votes cast by voting members, excluding those who are or were parties to the action, at a Congregational meeting.
3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of a guarantee (with sufficient security, if required) by or on behalf of the person to be indemnified, to repay those advanced expenses if it shall ultimately be determined that he or she is not entitled to be indemnified by the Congregation as authorized in this Section.
4. The Temple shall purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, agent or other person entitled to be indemnified under this Article against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such whether or not the Temple would have the power to indemnify such person against such liability.

Section F: Fidelity Bond

Upon assuming the office, all officers or trustees who can sign disbursements shall be covered by a blanket position fidelity bond, the cost of which shall be borne by the Congregation.

Section G: Parliamentary Authority

The rules of procedure at Congregational, Board and Committee meetings shall be guided by "Roberts Rules of Order" latest revised edition, except where these bylaws state otherwise.

Section H: Applicable Law

These bylaws shall be construed under the laws of the State of Illinois as now in effect

or as hereinafter amended. Each and every one of the sections of these bylaws shall be several and a declaration of invalidity, unenforceability, modification or removal of one or more shall effect no other section.

Section I: Construction

Whenever the singular number is used in these bylaws and when required by the context, the same shall include the plural and vice versa, and the masculine gender shall include the feminine and vice versa.

ARTICLE XV: Amendments

Section A: Proposing Amendments

Amendments to these bylaws may be proposed by a majority of those voting at a Board of Trustees meeting, or by written petition of at least 25% of the voting members of the Congregation, submitted to the President or Executive Director of the Congregation. The President shall thereafter call a special meeting in accordance with Article VI, Section B of these bylaws to take place within thirty (30) days of the vote of the Board of Trustees or submission of petition as described above. However, if specified by the Board of Trustees or petition, a Congregational vote on the proposed amendments may be delayed until the next Annual Meeting of the congregation. All quorum and notice requirements in Article VI of these bylaws shall apply to any meeting of the members of the congregation called for the purpose of approving amendments to these bylaws.

Section B: Adoption of Amendments

An affirmative vote of two-thirds (2/3) of the votes cast at a meeting of the members of the congregation shall be necessary to adopt any amendments to these bylaws.

ARTICLE XVI: Transition Provisions

Section A: Automatic Repeal

The terms of this Article XVI shall automatically expire and be deleted as of June 30, 2017, without further action.

Chair Person

Marc Schwartz, Secretary

Committee

Laurie Azriel-Prager, President
Loren Elliot, Immediate Past President
Rob Feldgraber, Member at Large
Deborah Greenswag, Executive Director (ex-officio)
Jeff Kallis, Member at Large
Barry Mortge, Executive Vice President
Ed Nickow, Life Long Jewish Learning Chair
Mitchell Weinstein, Legal Counsel
Susan Zoot, Member at Large

Adopted July 6, 2017