



ק"ק עדת - ישראל

**NORTH SHORE CONGREGATION ISRAEL
AMENDED AND RESTATED BY-LAWS
Amended and Restated January 24, 2017**

**Article I
Name and Purpose**

Section 1.1. Name. The name of this Congregation, duly organized under the Illinois Religious Corporation Act, is "North Shore Congregation Israel" (in Hebrew: Adat Yisrael) (hereinafter "NSCI" or "the Congregation").

Section 1.2. Purpose. NSCI is established, in the spirit of Reform Judaism, in the service of God, of Torah, and of the People Israel. NSCI is committed to expressing Jewish values by promoting active participation in all areas of Congregational life and by reclaiming spirituality in an evolving Jewish tradition. NSCI is affiliated with the Union for Reform Judaism ("URJ").

Section 1.3. Limitations. The following rules shall conclusively bind the Congregation and all persons acting for or on behalf of it:

- (a) No part of the net earnings of the Congregation shall inure to the benefit of or be distributable to its trustees, officers, or other private person, except that the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
- (b) Notwithstanding any other provision of these Bylaws, the Congregation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC").
- (c) In the event of the dissolution of the Congregation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Congregation, dispose of all of the assets of the Congregation (except any assets held by the Congregation upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Congregation in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(3) of the IRC (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Congregation, as the Board of Trustees shall determine).

Article II Congregants

Section 2.1. Eligibility. Any person who (i) supports the Congregation's purpose; (ii) abides by these Bylaws and such other rules and regulations as the Congregation may establish; and (iii) meets such other criteria as the Board of Trustees may from time to time establish is eligible to be a Congregant. Persons who elect to become active participants in the Congregation (as active participation may be defined by the Board of Trustees), individually or through a Family Connection (as defined below), shall be considered Congregants. A Family Connection means and is intended to include a Congregant's spouse, domestic partner or recognized equivalent (hereinafter collectively referred to as "Spouse") (whether or not of the Jewish faith) and a Congregant's children through the age of twenty-nine (29).

Section 2.2. Privileges of Congregants. All Congregants in good standing shall be entitled to such rights and privileges as the Board of Trustees may from time to time establish. Such rights and privileges include, but are not limited to, attendance at all Congregational worship services, use of Congregational facilities, pastoral services of the Clergy and professional staff of the Congregation for Jewish life cycle events, attendance in the Religious School, and burial in cemetery grounds designated for the Congregation. Congregants are entitled to seats for themselves and their Family Connections for all religious services, subject to such policies, for example, regarding the ages of children attending services, as the Board of Trustees may adopt from time to time.

Section 2.3. Voting. Congregants in good standing have the right to vote, in person or by proxy, on all matters coming before the Annual Meeting or any special meeting of the Congregation. For purposes of this section, Congregants, and their Family Connections over the age of eighteen (18), shall each have one vote. The rules for proxies and proxy voting shall be established by the Board of Trustees.

Section 2.4. Suspension or Removal. The rights and privileges of any Congregant who has not met their financial or other obligations to the Congregation, or who has acted in a manner significantly contrary to the purposes of the Congregation, may be suspended or removed upon the majority vote of the Board of Trustees, or according to policies and procedures determined in advance by the Board of Trustees. Written notice of the intention to suspend or terminate privileges shall be given to the Congregant in writing at least fifteen (15) days before such action is taken, and the Congregant shall have the opportunity to respond to the Board of Trustees in person or in writing.

Section 2.5. Fees.

- (a) Amount. The Board of Trustees shall determine all fees, costs, charges, or assessments associated with being a Congregant, and with the programs and services provided by the Congregation to Congregants and others, including categories of fees, if any, as it may determine to be reasonable, based, for example, on age, family status, residency and ability to pay. Any amounts due shall be payable as determined by the Board of Trustees.

- (b) Waiver of Fees. The Executive Director, under the guidance of an NSCI trustee appointed by the President, shall have the authority to reduce, defer or waive, in whole or in part, any fees or other obligations of any Congregant or prospective Congregant for good cause shown. NSCI's policy is that the rights and privileges of Congregants shall not be denied or abridged because of financial hardship.

Section 2.6. List of Congregants. NSCI shall maintain a list of Congregants to be used only for Congregational purposes. Such list shall not be published, nor shall any person be permitted to disclose or make copies of or use such list for any other purpose; provided, however, that the Board of Trustees may permit such list to be used, for what it determines to be proper purposes, on terms and conditions established by the Board of Trustees.

Article III Board of Trustees

Section 3.1. Authority and Responsibility. NSCI's affairs shall be managed by the Board of Trustees, which shall have supervision, control and direction of the affairs of the Congregation, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of funds. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it considers necessary.

Section 3.2. Composition. The Board of Trustees shall consist of Elected Members, the officers of the Congregation and the Auxiliary Members, as set forth below.

- (a) Elected Members. The number of Elected Members of the Board of Trustees, exclusive of officers of the Congregation, shall be not fewer than 20 or more than 30 as from time to time determined by the Board of Trustees. Each Elected Member shall serve a term of two (2) years unless elected or appointed to fill a vacancy for the balance of an unexpired term. The Elected Members of the Board of Trustees shall be divided into two approximately equal groups to be elected in alternate years so that the terms of approximately one-half of the Elected Members shall expire each year. Any reduction in the number of Elected Members shall not have the effect of shortening the term of any Elected Member then serving and shall be implemented over a two-year period in such manner as to cause the number of members to be elected each year to remain equal or nearly equal. Elected Members of the Board of Trustees shall hold office until their successors have been elected and qualified. The election of members of the Board of Trustees shall be held each year at NSCI's Annual Meeting.
- (b) Officer Members. Each officer of the Congregation shall be a member of the Board of Trustees during his or her term of office. The Immediate Past President of the Congregation shall be a member of the Board of Trustees for a period of two (2) years following completion of his or her term of office as President.

- (c) Auxiliary Members. The respective senior most president or chair of the Congregation's Brotherhood, Women of NSCI and such other authorized auxiliary organizations as the Board of Trustees may from time to time designate, shall be Auxiliary Members of the Board of Trustees during their incumbency. During their incumbency, Auxiliary Members may not simultaneously serve as officers, Members or Elected Members of the Board of Trustees. In such case, the Auxiliary Member shall be deemed to have resigned from their separate Board of Trustees position.

Section 3.3. Resignation or Removal. Any trustee may resign at any time by giving written notice to the President. The Board of Trustees may, by a vote of two-thirds of the trustees present at a meeting of the Board at which there is a quorum, remove a trustee and declare a vacancy when a trustee fails, without good cause, to attend three (3) consecutive regular meetings of the Board of Trustees or for such other good reason as the Board of Trustees shall determine.

Section 3.4. Vacancies. Any vacancy in the Board of Trustees, caused by death, resignation, removal, increase in the number of elected trustees, or otherwise, shall be filled by a vote of the trustees present at a meeting of the Board at which a quorum is present, except that a vacancy occurring in an Auxiliary Member shall be filled by the auxiliary organization whose representative has ceased to serve. Before filling any vacancy, the Board of Trustees may ask the Nominating Committee to make recommendations with respect to candidates to fill such vacancy. A trustee elected to fill a vacancy shall hold office for the balance of the term they are filling and until his or her successor shall have been elected and qualified.

Section 3.5. Tenure. No person may serve as an Elected Member of the Board of Trustees for more than three (3) consecutive terms, not including any term served to fill a vacancy. No person shall be eligible to serve in any capacity on the Board of Trustees, including as an Officer Member or an Auxiliary Member, other than as an Honorary Trustee or as the immediate past president of the Congregation, for more than five (5) terms consecutively (or six (6) terms consecutively in the case of a person elected President), not including any term served to fill a vacancy. A Congregant who has served for the maximum number of permitted consecutive terms and who is then elected as the president or chair of an auxiliary organization may serve on the Board of Trustees in such capacity. After a break in service of one year or more, a Congregant may serve again on the Board of Trustees. Service as the Immediate Past President of the Congregation does not constitute a break in service. A person serving a term as an Elected Member of the Board of Trustees who otherwise is eligible to serve an additional consecutive term may not be nominated for election or elected for a consecutive term if they miss more than 50% of the meetings of the Board of Trustees during their last elected term. This prohibition may be waived by a majority vote of the Executive Committee.

Section 3.6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, provided that, if less than a majority of trustees are present, a majority of the trustees present may adjourn the meeting to another time without further notice.

Section 3.7. Manner of Acting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these Bylaws.

Section 3.8. Regular Meetings. The Board of Trustees may provide by resolution the time, date and place for the holding of a regular annual meeting and additional regular meetings of the Board of Trustees without other notice than such resolution.

Section 3.9. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any three (3) officers. Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be delivered at least ten (10) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call may be delivered no less than twenty-four (24) hours prior to the call. Attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 3.10. Invitees. The President may invite staff members and others to attend all or part of any Board of Trustees meeting. The Board of Trustees may approve the regular attendance of any person who is not a member of the professional staff or otherwise entitled by these Bylaws to attend Board of Trustee meetings.

Section 3.11. Honorary Trustees. The Board of Trustees may, by a vote of two-thirds of the trustees present at a meeting of the Board at which there is a quorum, honor one or more members of the Congregation for extraordinary service to the Congregation by bestowing upon them the title "Honorary Trustee." After consultation with the Executive Committee, the President may recommend the election of an Honorary Trustee at any meeting of the Board of Trustees, but the election of such person shall be held over until the next meeting of the Board of Trustees. The term of an Honorary Trustee may be for a specified period or for life. Honorary Trustees shall be entitled to notice of and to attend and participate in meetings of the Board of Trustees, but shall not be counted toward a quorum and shall not have the right to vote.

Section 3.12. Meeting by Conference Call or Other Electronic Means. Any action to be taken at a meeting of the Board of Trustees may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 3.13. Action by Written Consent. Any action requiring a vote of the Board of Trustees may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the Board of Trustees entitled to vote with respect to the subject matter thereof.

Article IV Officers

Section 4.1. Officers. The officers of the Congregation are a President, such number of Vice Presidents not fewer than four (4) nor more than seven (7) as the Board of Trustees may from time to time determine, a Secretary, a Treasurer, and may include a First Vice President.

Section 4.2. Eligibility. Only Congregants are eligible to be elected or appointed as an officer.

Section 4.3. Term. Officers (except for the President) shall be elected for a term of two (2) years and shall hold office until their respective successors shall have been elected and take office. The President shall be elected for a single three (3) year term, and shall not be eligible to serve a second consecutive term as President. The officers shall be divided into two approximately equal groups to be elected in alternate years so that the terms of approximately one-half of the officers shall expire each year. The Treasurer and approximately one-half of the Vice Presidents shall constitute one group, and the Secretary and the remaining Vice Presidents shall constitute the other group. The election of officers shall be held at NSCI's Annual Meeting.

Section 4.4. Tenure. No person may serve as an officer for more than three (3) terms consecutively (or four (4) terms consecutively in the case of a person elected as President), not including any term served to fill a vacancy. No person shall be eligible to serve in the same office (treating, for this purpose, Vice Presidents with separate areas of responsibility as the same office) for more than two (2) consecutive terms, not including any term served to fill a vacancy. After a break in service of one year or more, a Congregant may serve again as an officer of the Congregation.

Section 4.5. Resignation or Removal. Any officer may resign at any time by giving written notice to the President. Any officer may be removed from office for good cause upon a two-thirds vote of a quorum of the Board of Trustees.

Section 4.6. Vacancies. If any office becomes vacant for any reason, or if an additional office is created between NSCI Annual Meetings, the vacancy shall be filled by a vote of two-thirds of a quorum of the Board of Trustees. The Board of Trustees may request that the Nominating Committee make recommendations to fill such vacancy. The person elected to fill a vacancy shall hold office until the next Annual Meeting of the members of the Congregation and until his or her successor shall have been duly elected and qualified.

Section 4.7. President. The President shall be the chief executive officer of the Congregation. The President shall preside at all of the meetings of the Congregation, the Board of Trustees and the Executive Committee, shall appoint all committee chairpersons and shall make all assignments of members of the Board of Trustees to committees unless otherwise provided by these Bylaws or as determined by the Board of Trustees. The President is an ex-officio member of all committees unless otherwise provided in the appointment of any committee. The President shall have such other responsibilities as may from time to time be assigned by the Board of Trustees, and shall report to the Board of Trustees.

Section 4.8. First Vice President. At the end of the second year of each President's three year term, the Nominating Committee shall nominate a person, who must previously have served on the Board of Trustees and who may, but need not, be a sitting officer or trustee, to a one-year term as First Vice President. The First Vice President shall preside in the absence of the President at meetings of the Congregation, the Board of Trustees and the Executive Committee. The First Vice President shall assist the President in the discharge of his or her responsibilities and shall have such other duties and responsibilities as the President may assign. If a person is elected as First Vice President who is not then serving an unexpired term as an officer or as an Elected Member of the Board of Trustees, then such person's term as First Vice President shall not be counted toward the limitations on consecutive tenure of such person as a member of the Board of Trustees or an officer of the Congregation. The First Vice President

shall automatically be nominated to the office of President at the expiration of his or her term as First Vice President, but shall otherwise stand for election in the same manner as other persons nominated for office. In the event that the First Vice President chooses not to stand for election as President, a Congregant shall be nominated and elected as President in the same manner as other persons nominated for office.

Section 4.9. Vice Presidents. The Vice Presidents shall perform such duties and responsibilities for particular areas or committees as they may be assigned from time to time by the President. In the absence or disability of the President, a Vice President shall be designated by the President, or in the absence of such designation, by the Executive Committee, to perform the duties of the office of the President.

Section 4.10. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Congregation and shall have charge of and be responsible for the maintenance of adequate books of account for the Congregation; shall have charge and custody of all funds and securities of the Congregation, and be responsible therefor, and for the receipt and disbursement thereof; and shall deposit all funds and securities of the Congregation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws. The duties of the Treasurer may be assigned by the Board of Trustees in whole or in part to the Executive Director, or his or her designee(s).

Section 4.11. Secretary. The Secretary shall record the minutes of the NSCI Annual Meeting, any special meetings of the Congregants, and all meetings of the Board of Trustees and the Executive Committee; shall discharge the usual duties of a secretary of a corporation or congregation; and shall perform such other duties as the Board of Trustees may assign. The Secretary shall supervise the preparation and mailing of all notices to the Board of Trustees and to the members of the Congregation provided for under these Bylaws. The duties of the Secretary may be assigned in whole or in part to the Executive Director, or his or her designee(s).

Article V

Youth and Family Community Committee

Section 5.1. Responsibilities of Youth and Family Community Committee. The Youth and Family Community Committee (YFCC) shall oversee all activities and programs focused on the interests of the Congregation's youth and family community. The members of the YFCC shall be proposed by the President in consultation with the Vice President for YFCC and approved by the Board of Trustees and shall report to the Executive Committee and Board of Trustees.

Section 5.2. Composition. The YFCC shall consist of not fewer than seven (7) or more than fifteen (15) Congregants as follows: A Vice President of the Congregation designated as Vice President for YFCC and no less than six (6) or more than fourteen (14) additional members (no more than half of whom may be members of the Board of Trustees). In addition, the Board of Trustees may appoint additional persons, such as Rabbis, Cantors, the Education Director, teachers, or other professional staff to serve as ex-officio, non-voting members of the YFCC.

Section 5.3. Term. The term of members of the YFCC shall be two (2) years and shall be staggered such that approximately one-half the members of the YFCC are appointed each year. Members of the YFCC may serve up to four (4) full consecutive terms.

Section 5.4. Quorum. A majority of the members of the YFCC shall constitute a quorum for the transaction of business. Except as otherwise provided by these Bylaws, the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the YFCC.

Section 5.5. Budget. The YFCC shall work with the Board of Trustees and its appropriate designees to develop a proposed budget for the annual operation of the YFCC and its programs and activities.

Section 5.6. Organization and Proceedings. The YFCC may create subsidiary committees and task forces to assist it in carrying out its purposes and may appoint members thereof. The YFCC shall keep adequate records of its actions and shall keep the Executive Director, Executive Committee and Board of Trustees apprised of its activities on a regular basis.

Section 5.7. Board of Trustees Review and Oversight. The YFCC is a committee of the Board of Trustees and reports to the Board of Trustees through the Executive Committee. The Board of Trustees may adopt such additional rules governing the activities of the YFCC as the Board of Trustees deems necessary or appropriate.

Article VI

Nominating Committee and Elections

Section 6.1. Duties. The Nominating Committee shall identify and nominate Congregants to be elected trustees and officers and may recommend to the Board of Trustees, at its request, persons eligible to fill vacancies in such positions.

Section 6.2. Composition and Appointment. The Nominating Committee shall consist of no less than ten (10) or more than fourteen (14) members of the Congregation appointed for a one year term. The President and the Board of Trustees shall strive to have the Nominating Committee represent a broad cross-section of the Congregation. Prior to the Nominating Committee's first meeting, the Executive Committee shall provide the Board of Trustees a list of recommended Trustee Members, Officer Members and Congregational Members to serve on the Nominating Committee. No more than half of the members may be trustees and no members may be eligible for election.

Section 6.3. Chair; Secretary. The President shall appoint a present or former member of the Board of Trustees as the Chair of the Nominating Committee from among the members of the Nominating Committee, subject to the Board of Trustees' approval. The Chair of the Nominating Committee may appoint one (1) member of the Nominating Committee to serve as its Secretary.

Section 6.4. Tenure. No person shall serve on the Nominating Committee for more than three (3) consecutive terms. After a break in service of one (1) year or more, a person may serve again on the Nominating Committee.

Section 6.5. Quorum. A majority of the Nominating Committee shall constitute a quorum for the transaction of all business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Nominating Committee.

Section 6.6. Procedures. Immediately following its appointment, the Nominating Committee shall consider and nominate candidates to fill all trustee and officer vacancies. The Nominating Committee may adopt additional procedures for nominations and the conduct of the election as are not inconsistent with these Bylaws.

Section 6.7. Restrictions on Nominations. The Nominating Committee may not nominate one of its members or a relative of one of its members as an Elected Member of the Board of Trustees or as an officer. For purposes of this Section, a "relative" means such member's spouse or partner, parent, child, or sibling.

Section 6.8. Report of the Nominating Committee. The Nominating Committee shall file its report of nominees with the Board of Trustees not less than thirty (30) days prior to the NSCI Annual Meeting. Not less than twenty (20) days prior to the NSCI Annual Meeting, notice shall be mailed to all Congregants setting forth the date, time and place of the NSCI Annual Meeting and the persons nominated as trustees and officers. The notice may also contain such other matters as may properly be presented for consideration and vote at NSCI's Annual Meeting.

Article VII Committees

Section 7.1. Structure. As soon as practicable after each NSCI Annual Meeting, the President, in consultation with the Executive Committee, shall determine the designation and organization of specific committees and subcommittees, including those expressly provided for in these Bylaws, the allocation of their duties and responsibilities and the assignment of supervisory responsibilities for the work of each committee among the officers of the Congregation. In making such determinations the President shall give due regard to the priorities and needs of the Congregation and its members, continuity and efficiency in the administration of the Congregation's affairs and the human and financial resources available to carry out the work, programs and policies of the Congregation. The President also may appoint, as herein provided, such other advisory or ad hoc committees and task forces as the President shall, from time to time, determine to be appropriate, or which the Board of Trustees shall, from time to time, direct the President to appoint.

Section 7.2. Composition. Except as otherwise specifically provided in these Bylaws, each committee or task force shall consist of not fewer than three (3) members, at least one (1) of whom shall be a trustee. Committee chairs shall be appointed by the President no later than September 1 of each year. Chairs shall be selected taking into account the skills and experience required to lead each committee. The President shall make all assignments of trustees to committees. Subject to any specific requirements set forth in these Bylaws, the chair of each committee or task force may, with the approval of the President appoint additional Congregants to their respective committees or task forces and shall so inform the President and the Executive Director. The term of each member of a committee or task force, appointed as herein provided, shall expire annually or upon the date of the appointment of a new committee.

Section 7.3. Budgets and Expenditures. Each committee whose duties require the expenditure of funds of the Congregation shall, within the time prescribed from time to time by the Finance Committee, prepare and submit to the Finance Committee a written proposed budget of the contemplated expenditures of such committee for the coming fiscal year. No committee shall incur, on behalf of the Congregation, any charge or expend any sum without first obtaining the approval of the President or the Chair of the Finance Committee or their respective designee(s), unless such item is expressly included in and covered in full by a line item on a committee budget approved by the Board of Trustees. Other than as set forth in the Budget, no committee shall enter into any contract or other commitment or undertake any fundraising without the prior written approval of the Executive Committee.

Section 7.4. Policies and Procedures. The Executive Committee shall develop and approve general policies and procedures for the operation of all committees and task forces.

Section 7.5. Standing Committees of the Board of Trustees.

- (a) Executive Committee. The Executive Committee shall consist of the officers and the senior president or chair of each auxiliary organization.
 - (i) Authority. The Executive Committee may exercise the powers and authority of the Board in the management of the business and affairs of the Congregation between meetings of the Board of Trustees, except as may otherwise be provided by law, the Articles of Incorporation or these Bylaws.
 - (ii) Quorum and Manner of Acting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority of members present and voting at a meeting at which a quorum is present shall be required for any action.
- (b) Youth and Family Community Committee. See Article V.
- (c) Nominating Committee. See Article VI.
- (d) Budget and Finance Committee. The Finance Committee shall have general supervision of the financial affairs of the Congregation; shall periodically submit, as the Board of Trustees may from time to time request, budgets of income and expenditures and statements pertaining to the financial operations, assets, liabilities and investments of the Congregation; and shall oversee the preparation of annual financial statements of the Congregation, which statements shall be audited or reviewed by an independent certified public accountant. The responsibilities of the Finance Committee may, with the approval of the Board of Trustees, be assigned in whole or in part to one or more audit, budget or investment committees similarly constituted. The Treasurer shall serve as Chair of the Finance Committee.

- (e) Other Standing Committees. The Congregation may have such other standing committees as may be established by the President or Board of Trustees to support NSCI's purposes. The action establishing standing committees shall set forth the committee's purpose and composition, manner of appointment to the committee, and required qualifications for membership on the committee.
 - (i) Quorum and Manner of Acting. At all meetings of any standing committee, a majority of the members shall constitute a quorum for the transaction of business. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
 - (ii) Committee Vacancies. Vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 7.6. Advisory/Ad Hoc Committees and Task Forces. The President or Board of Trustees may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate to support the purposes of the Congregation. All such committees and task forces shall terminate after one (1) year from the date of their creation, unless renewed by the President or Board of Trustees. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

- (a) Quorum and Manner of Acting. At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- (b) Advisory/Ad Hoc Committee and Task Force Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 7.7. Proceedings. Meetings of any committee or task force may be called by the President or by the chair of such committee or task force, or by any two members thereof, upon not less than one day's notice to the members of such committee. Each committee or task force shall keep a written record of its actions and decisions and shall provide a copy of such record to the Executive Director. No committee shall engage in fundraising or make any public statement on behalf of the Congregation or commit the credit of the Congregation to any organization, project or cause without the prior written approval of the Executive Committee. The chair of each committee or task force shall be responsible for scheduling all proposed uses of Congregational facilities by or under the auspices of such committee with the Executive Director or his or her designee(s).

Article VIII Auxiliary Organizations

Section 8.1. Authorized Auxiliary Organizations. The Congregation shall have such auxiliary organizations as shall from time to time be authorized by the Board of Trustees. Such auxiliary organizations must at all times maintain their policies and conduct their activities in such manner as will foster and promote the welfare and policies of the Congregation. In addition, such Auxiliary Organizations must obtain prior written approval of the Board of Trustees for all major fundraising events. The expenditure of funds raised by the auxiliary organizations shall be within the expenditure control of the governing board of such auxiliary organization, but such funds shall not inure to the private benefit of any member of such auxiliary organization. Such funds shall be subject to audit or review under the auspices of the Budget and Finance Committee and shall revert to the general funds of the Congregation in the event of the dissolution of any such auxiliary organization. Until further action of the Board of Trustees, the authorized auxiliary organizations of the Congregation are Brotherhood and Women of NSCI.

Article IX Clergy and Professional Staff

Section 9.1. Senior Rabbi.

- (a) Selection. The Congregation may consider, in its selection of and relationship with the Senior Rabbi: (i) the rules and regulations of the Joint Rabbinic Placement Commission of the URJ, the Central Conference of American Rabbis (CCAR), and the Hebrew Union College-Jewish Institute of Religion (HUC-JIR); and (ii) the guidelines for Rabbinical Congregation Relationships (as adopted and recommended by the URJ Board and the CCAR).

- (b) Appointment. The Senior Rabbi of the Congregation shall be elected by the Congregation in the following manner: (i) a special committee appointed by the President with the approval of the Board of Trustees shall recommend a candidate to be elected; (ii) the Executive Committee or their designee(s), shall determine the initial length of term and compensation; (iii) upon approval of the candidate by the Board of Trustees, the name of the recommended candidate shall be submitted to the Congregation at a regular or special meeting; and (iv) a two-thirds vote of the Congregants present and voting shall be required for the initial election of the Senior Rabbi. The Senior Rabbi's agreement may be renewed for such additional terms and upon such conditions as the Board of Trustees shall determine; provided, however, that the first and second terms together shall not exceed ten (10) years in the aggregate; and, provided further, that when the Senior Rabbi has served the Congregation for at least eight (8) consecutive years, the Senior Rabbi may be re-appointed for a term in excess of five (5) years.

Section 9.2. The Cantor.

- (a) Selection. The Congregation may consider, in its selection and relationship with a Cantor, the guidelines, rules and regulations of the Joint Cantorial Placement Commission of American Conference of Cantors (ACC), the URJ and the Hebrew Union College-Jewish Institute of Religion School of Sacred Music.
- (b) Appointment. A special committee appointed by the President with the approval of the Board of Trustees, in consultation with the Senior Rabbi, shall select a candidate for recommendation to the Board of Trustees, which may approve such recommendation by majority vote. The Cantor shall be engaged for an initial term, not exceeding five (5) years, and upon such conditions as the Executive Committee or their designee(s) shall determine. The Cantor may be engaged for such additional terms, not exceeding five (5) years, and upon such conditions as the Executive Committee shall determine; provided, however, that when the Cantor has served the congregation for at least ten (10) consecutive years, the Cantor may be re-engaged for a term in excess of five (5) years.

Section 9.3. Associate and Assistant Rabbis and Cantors. The Board of Trustees may elect to engage one or more associate rabbis and cantors and assistant rabbis and cantors. A special committee appointed by the President, with the approval of the Board of Trustees, shall recommend a candidate, in consultation with the Senior Rabbi, for approval. The process for approval of the initial engagement shall be determined by the Board of Trustees or their designee(s) and the process for any re-engagement shall be determined by the Executive Committee or their designee(s). An associate or assistant rabbi's or cantor's term may not exceed five (5) years in duration unless such rabbi or cantor has previously served the Congregation for an aggregate of fifteen (15) years.

Section 9.4. Executive Director. The Board of Trustees shall engage a person to serve as Executive Director of the Congregation. A special committee, appointed by the President, with the approval of the Board of Trustees, shall recommend a candidate for approval by the Board of Trustees. The Congregation may utilize the placement services of the National Association for Temple Administration (NATA). In defining the Executive Director's duties, the Congregation should consider the guidelines of practice formulated by NATA and the URJ.

Section 9.5. Education Director. The Board of Trustees shall engage a person to serve as Education Director. A special committee appointed by the President in consultation with the Senior Rabbi shall recommend an Education Director for approval by the Board of Trustees. In the selection of the Education Director, the Congregation may utilize the placement service of the Association of Reform Jewish Educators (ARJE). In defining the Education Director's duties, the Congregation should consider the guidelines of practice formulated by ARJE and the URJ.

Section 9.6. Other Professional Staff. Upon approval of the Board of Trustees or their designee(s), the Congregation may hire other professional staff including, but not limited to, an assistant executive director, youth director, program director, director of development, controller, and such additional staff as may be required to carry out the responsibilities of the synagogue.

Section 9.7. Attendance. The Clergy and those Professional Staff designated by the President may attend all regular and special meetings of the Board of Trustees, the Executive Committee, and of the Congregants, except when any such meeting shall convene in executive session.

Section 9.8. Dismissal. If any Clergy has an unexpired contract with the Congregation, they may only be dismissed upon a two-thirds vote of the Board of Trustees. If any Professional Staff has an unexpired contract, they may only be dismissed by vote of the Executive Committee. Such action shall be without prejudice to the contract rights, if any, of the person so removed.

Article X

Annual Meetings; Special Meetings; Quorum; Fiscal Year

Section 10.1. Annual Meeting. The NSCI Annual Meeting shall be held in the second quarter of each year at such time and at such place as the Board of Trustees may determine. At NSCI's Annual Meeting, reports may be submitted by the President, the Senior Rabbi, and such other officers, officials, auxiliary organizations and committees as may be requested to do so by the President or the Board of Trustees; an election shall be held for officers and trustees as provided in these Bylaws; and such other business as may properly come before such Annual Meeting shall be transacted. Notice of the NSCI Annual Meeting may be delivered to Congregants electronically or otherwise not more than fifty (50) or less than ten (10) days in advance of the date set for such meeting.

Section 10.2. Special Meetings. Special Meetings of the Congregants may be held at any time at the call of the Board of Trustees. Notice of a Special Meeting, stating the purpose thereof, shall be delivered to the Congregants not less than ten (10) days in advance. A Special Meeting of the members for any lawful purpose may also be requested by a written petition to the Board of Trustees, signed by not fewer than two hundred members in good standing of the Congregation. The petition for a Special Meeting shall state the purpose, which shall be set forth in the notice to the Congregants, delivered not more than thirty (30) days after receipt of such petition by the Board of Trustees and not less than ten (10) days in advance of the date set for such meeting.

Section 10.3. Quorum. Except as otherwise provided in these Bylaws, a quorum at the Annual Meeting shall consist of those Congregants present in person or by proxy. The act of a majority of the members present in person or by proxy at an Annual Meeting or any special meeting at which a quorum is present shall be the act of the Congregants, except that dismissal of the Senior Rabbi or a proposal to sell or mortgage the Congregation's real estate shall require a two-thirds vote of the Congregants.

Article XI Indemnification

Section 11.1. Indemnification. The Congregation shall indemnify, defend and hold harmless, to the full extent permitted by law, its current and past officers, trustees, committee members, and other Congregants providing services to or for the Congregation without compensation (other than reimbursement for actual expenses), unless their acts or omissions involved willful, wanton or intentional misconduct. The Congregation may, but shall not be required to, purchase and maintain insurance for such indemnification.

Article XII Finance

Section 12.1. Contracts. In addition to the persons authorized by these Bylaws, the Board of Trustees may authorize any officer, or agent of the Congregation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Congregation, and such authority may be general or confined to specific instances. Except for contracts or commitments for normal operating expenses included in the annual budget approved by the Board of Trustees, and except as these Bylaws or the Board of Trustees may otherwise provide, all contracts or other commitments for expenditures in excess of \$25,000 must be approved by the Board of Trustees. The Board of Trustees may not sell or mortgage the Congregation's real estate unless such sale or mortgage is first approved by the Congregants.

Section 12.2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Congregation shall be signed by such officer or officers, agent or agents of the Congregation and in such manner as shall be determined by action of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the Executive Director (if such position exists). If the Executive Director position is unfilled, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 12.3. Deposits. All funds of the Congregation shall be deposited to the credit of the Congregation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 12.4. Bonding. The Board of Trustees may provide for the bonding of such officers and agents of the Congregation as it may determine is necessary and/or appropriate.

Section 12.5. Gifts. The Board of Trustees may accept on behalf of the Congregation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Congregation.

Section 12.6. Books and Records. The Congregation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Annual Meeting and any Special Meeting of the Congregants, the Board of Trustees, and any committees having the authority of the Board of Trustees.

Section 12.7. Annual Audit. The Board of Trustees shall provide for an annual audit or outside review of the financial records of the Congregation by a certified public accountant.

Section 12.8. Fiscal Year. The fiscal year of the Congregation shall be July 1 through June 30.

Article XIII Electronic Meetings & Communication

Section 13.1. Electronic Meetings. Any action to be taken at meetings of the Congregants, Board of Trustees, committees and task forces may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of such an electronic meeting may be delivered no less than twenty-four (24) hours prior to the meeting.

Section 13.2. Electronic Communication. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Article XIV Waiver of Notice

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV Amendments

Section 15.1. Amendments by Board of Trustees. Excepting those provisions of the Bylaws referring to the mortgage of the Congregation's real estate (Section 12.1) and to the election of the Senior Rabbi (Section 9.1(b)), which require Congregational approval, an amendment to the Bylaws may be proposed in writing at any meeting of the Board of Trustees, but shall be held over for action until the next regular or special meeting of the Board of Trustees. The notice of the next regular or special meeting of the Board of Trustees shall include a statement of the proposed amendment. An affirmative vote of at least two-thirds of a quorum of the Board of Trustees shall be required for the adoption of an amendment to these Bylaws.

Section 15.2. Amendments by Congregants. Amendments to the last sentence of Section 12.1 and 9.1(b) require the approval of the Congregants at an annual or special meeting. Such amendments may be proposed by the Board of Trustees or by written petition signed by at least two hundred (200) Congregants.