

**SECOND AMENDED AND RESTATED BYLAWS**  
**FOR**  
**NER TAMID EZRA HABONIM EGALITARIAN MINYAN**

**As Duly Adopted by the Congregation on June 8, 2025**

## Table of Contents

	<u>Page</u>
ARTICLE I. CORPORATE OFFICES5ARTICLE II. CONGREGATION HISTORY, PURPOSES, AND AFFILIATION	
5Section A: History	5
Section B: Corporate Purpose	6
Section C: Affiliation	6
Section D: Powers and Limitations	6
Section E: Governance Guidelines	7
ARTICLE III. MEMBERSHIP	7
Section A: Classes of Members	7
Section B: Regular Members	7
Section C: Associate Members	7
Section D: Children of Regular Members	7
Section E: Family members and Guests of Regular Members	8
Section F: Qualifications for Members	8
Section G: Membership Procedure	8
Section H: Voting Rights	8
Section I: Right to Hold Office	8
Section J: Termination of Membership	9
Section K: Resignation	9
Section L: Reinstatement	9
Section M: Transfer of Membership	9
Section N: Membership Certificates	9
Section O: Certain Waivers	9
ARTICLE IV. MEETINGS OF MEMBERS	9
Section A: Annual Meeting	9

Section B:	Special Meetings	10
Section C:	Notice of Meetings	10
Section D:	Record Date	10
Section E:	Quorum	10
Section F:	Manner of Acting	10
Section G:	Action Without Meeting	10
ARTICLE V. OFFICERS		11
Section A:	Officers	11
Section B:	Qualifications for Officers	11
Section C:	Election	11
Section D:	Compensation	12
Section E:	Term of Office For Officers; Term Limits	12
Section F:	Resignation and Removal	12
Section G:	Vacancies	12
Section H:	Transitional Provisions	12
ARTICLE VI. LIST OF OFFICERS AND THEIR DUTIES		12
Section A:	Officers	12
Section B:	Chairperson	13
Section C:	Secretary	13
Section D:	Treasurer	13
Section E:	Program Coordinator	14
Section F:	Operations Coordinator	14
ARTICLE VII. BOARD OF DIRECTORS		14
Section A:	General Powers	14
Section B:	Certain Expenditures	14

Section C:	Number and Tenure	15
Section D:	Qualifications	15
Section E:	Resignation and Removal	15
Section F:	Compensation	15
ARTICLE VIII. MEETINGS OF THE BOARD		15
Section A:	Annual Meeting	15
Section B:	Special Meetings	15
Section C:	Notice	16
Section D:	Quorum	16
Section E:	Manner of Acting	16
Section F:	Telephone Meeting	16
Section G:	Informal Action by Directors	16
Section H:	Frequency of Meetings	17
ARTICLE IX. COMMITTEES		17
Section A:	Standing and Special Committees	17
Section B:	Appointment and Term	17
Section C:	No Corporate Authority	17
Section D:	Membership Committee	18
Section E:	Ritual Committee	18
Section F:	House Committee	18
Section G:	Social Action/Tzedakah Committee	18
Section H:	Committee Meetings	18
Section I:	Resignation and Removal	18
Section J:	Quorum	19
Section K:	Manner of Acting	19

Section L:	Rules	19
ARTICLE X. JEWISH RITUAL & LAW; RABBI AND CANTOR; RABBINIC RESOURCE		19
Section A:	Clergy	19
Section B:	Rabbinic Resource	19
Section C:	Ritual Decisions	20
ARTICLE XI. FINANCIAL POLICIES		20
Section A:	Fiscal Year	20
Section B:	Sale of Assets	20
Section C:	Contracts	21
Section D:	Loans	21
Section E:	Checks, Drafts, etc.	21
Section F:	Deposits	21
ARTICLE XII. INDEMNIFICATION OF DIRECTORS AND OFFICERS		21
Section A: Indemnification in Actions Other Than By or in the Right of The Congregation.		21
Section B:	Indemnification in Actions by or in the Right of the Congregation.	22
Section C:	Right to Payment of Expenses.	22
Section D:	Determination of Conduct	22
Section E:	Payment of Expenses in Advance.	22
Section F:	Indemnification not Exclusive	23
Section G:	Insurance	23
Section H:	Notice to Members	23
Section I:	References to the Congregation or Corporation	23
Section J:	Other References	23
Section K:	Severability.	24

ARTICLE XIII. MISCELLANEOUS	24
Section A: Waiver of Notice of Meetings	24
Section B: Seal	24
Section C: Books and Records	24
Section D: Amendments	24
Section E: Resolution of Disputes	25
Section F: Director Conflict of Interest	25
Section G: Assumed Name	25

**SECOND AMENDED AND RESTATED BYLAWS OF  
NER TAMID EZRA HABONIM EGALITARIAN MINYAN**

**ARTICLE I. CORPORATE OFFICES**

Ner Tamid Ezra Habonim Egalitarian Minyan d/b/a Mah Tovv (referred to hereafter as the “Congregation” or “Corporation”) shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Congregation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

**ARTICLE II. CONGREGATION HISTORY, PURPOSES, AND AFFILIATION**

**Section A: HISTORY**

The Congregation is the successor of the former Ner Tamid Ezra Habonim Congregation of Northtown (“NTEH”) and the former Egalitarian Minyan of Rogers Park (“EMRP”), which merged in 2007 (the “Merger”). Ner Tamid Ezra Habonim Congregation was incorporated as an Illinois not-for-profit corporation known as “Ner Tamid Congregation of Northtown” on December 31, 1992. In 2002, the Congregation merged with Congregation Ezra Habonim and changed its name to “Ner Tamid Ezra Habonim Congregation of Northtown.” The Egalitarian Minyan of Rogers Park was incorporated as an Illinois not-for-profit corporation on April 9, 1992. Although this represents the brief corporate history of the Congregation, the Congregation has maintained a presence in Chicago as a congregation and house of worship since the 1930s and has served to meet the spiritual needs of the surrounding Jewish communities ever since.

Section B: CORPORATE PURPOSE

The Congregation shall have such purposes as are now or may hereafter be set forth in the Articles of Incorporation and shall be stated more specifically as follows:

The purposes of the Congregation are to conduct Jewish religious services, to educate its members regarding the Jewish religion, its philosophy and practices, to encourage members to live a lifestyle consistent with Jewish philosophy and practices. and to otherwise engage in religious, charitable, cultural and social activities consistent with the foregoing.

Section C: AFFILIATION

The Congregation shall be affiliated with the United Synagogue of Conservative Judaism.

Section D: POWERS AND LIMITATIONS

1. The Congregation, being organized exclusively for religious purposes, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

2. No part of the net earnings of the Congregation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 the purposes set forth in Section B above.

3. No substantial part of the activities of Congregation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Congregation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provision of these articles, the Congregation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

5. Upon dissolution of the Congregation, the Board of Directors shall in its discretion, after paying or making provision for the payment of all of the liabilities of the Congregation, dispose of all of the assets of the Congregation exclusively for the purposes of the Congregation or to such organization or organizations whose purpose or purposes is or are compatible with the purposes of the Congregation, and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the

Congregation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

Section E: GOVERNANCE GUIDELINES

The intent of the Congregation is that its governance generally shall be guided by the “Explanatory Appendix to 2016 Proposed New Board Structure - April/May 2016,” attached to these Bylaws as **Addendum C**. The Explanatory Appendix is meant solely as commentary and explanation of governance changes adopted in these Amended and Restated Bylaws, but contains guidelines only and is not binding.

ARTICLE III. MEMBERSHIP

Section A: CLASSES OF MEMBERS

The Congregation shall have two classes of members, Regular Members and Associate Members. The designation of such classes and the qualifications of the members of such classes are set forth in Sections B and C below.

Section B: REGULAR MEMBERS

Regular Members shall be those members of the Congregation who shall pay annual dues required for Regular Membership as determined by the Board of Directors. Regular Members shall enjoy all privileges of membership including the right to vote, the right to serve in all the elective offices of the Congregation, and the right to one seat during the High Holidays. The Board of Directors may, within its discretion, reduce the annual dues of Regular Members for full-time students.

Section C: ASSOCIATE MEMBERS

Associate Members shall be those members of the Congregation who shall pay annual dues required for Associate Membership as determined by the Board of Directors. Associate Members may actively participate in activities and events of the Congregation, and attend religious services of the Congregation subject to the limitations listed within this Section. Associate Members shall not have a vote on corporate matters, shall not be counted at meetings of members for quorum purposes, shall not serve as a Director, Officer, or Committee person of the Congregation, and shall not be entitled to the use of any seats on the High Holidays.

Section D: CHILDREN OF REGULAR MEMBERS

Children under the age of twenty-one (21) of Regular Members are welcome participants in activities of the Congregation, including worship, and will be entitled to High Holiday seating. The Board of Directors may, in its discretion, from time to time, charge modest annual per-child dues to Regular Members.



#### Section E: FAMILY MEMBERS AND GUESTS OF REGULAR MEMBERS

High Holiday seating will be available to family members and guests of Regular Members, with priority given to family members, subject to any limitations and conditions established by the Board of Directors from time to time, which may include, but are not limited to, requiring the payment of additional fees to help defray the costs, and limiting the number of additional seats which Regular Members may request.

#### Section F: QUALIFICATIONS FOR MEMBERS

Any person seeking to be a member of the Congregation shall be Jewish and at least 18 years old; shall pay annual dues required for said membership; and shall be willing to faithfully participate in the service and activities of the Congregation. To be considered a Regular Member or Associate Member in good standing, such member must have paid at least one-half of the annual dues by the time of the High Holidays, be current on any other financial obligation to the Congregation, and shall have paid the full balance for the annual dues by December 31<sup>st</sup> unless alternate arrangements have been made with the Treasurer of the Congregation.

#### Section G: MEMBERSHIP PROCEDURE

Any person, prepared to satisfy the above membership qualifications, may seek to become a member by submitting a written application to the Membership Committee on a form prescribed by the Board of Directors. The names of all applicants determined to be qualified for membership shall then be submitted to the Board of Directors along with the Membership Committee's recommendation. The Board shall consider each applicant in a manner deemed appropriate. From time to time, the Board shall prepare a list of approved membership applicants to be published and distributed to the Congregation.

#### Section H: VOTING RIGHTS

1. Each Regular Member shall be entitled to vote on (1) the election and/or removal of Officers of the Congregation, (2) the approval of amendments to the Articles of Incorporation and these Bylaws, (3) the approval of mergers and dissolutions of the Congregation, (4) any other matters expressly granted within these Bylaws or subsequently resolved by the Board to submit to the members and (5) any other matters requiring approval of the members under these Bylaws or under applicable law.

2. Associate Members will be considered non-voting members. Although Associate Members will have no vote nor shall they be considered for the purposes of establishing a quorum of any meeting of the Congregation, they may attend such meetings and shall be kept informed of all the activities of the Congregation and are encouraged to actively participate in activities of the Congregation.

#### Section I: RIGHT TO HOLD OFFICE

All Regular Members in good standing shall be eligible to hold office as a Director, Officer or Committee person.

Section J:      TERMINATION OF MEMBERSHIP

The Board by affirmative vote of a majority of those Directors present at any duly convened meeting of the Board may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues.

Section K:      RESIGNATION

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section L:      REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by affirmative vote of majority of the Directors present at any duly convened meeting, may reinstate a former member to membership upon such terms as the Board may deem appropriate.

Section M:      TRANSFER OF MEMBERSHIP

Membership in this Congregation is not transferable or assignable.

Section N:      MEMBERSHIP CERTIFICATES

No membership certificates of the Congregation shall be required.

Section O:      CERTAIN WAIVERS

The Treasurer may in any individual case waive, reduce or defer payment of dues by any member or prospective member, it being the intent that membership shall not be denied or abridged to any person because of such person's economic circumstances. The Treasurer may consult with the Chairperson as and when the Treasurer deems necessary but shall otherwise keep all financial arrangements strictly confidential. Each such waiver, reduction or deferment shall be effective only with respect to a single fiscal year, although similar action may be repeated in subsequent fiscal years if independently warranted.

ARTICLE IV.      MEETINGS OF MEMBERS

Section A:      ANNUAL MEETING

An annual meeting of the members shall be held on the first Sunday during the month of June, or at such other time and at such place as may be fixed by the Board, for the purpose of electing Officers, and for the transaction of such other business as may come before the meeting.

#### Section B: SPECIAL MEETINGS

Special meetings of the members may be called by the Chairperson, the written petition of three Directors, or the written petition of ten Regular Members in good standing. All written petitions for special meetings shall state the purpose for calling the meeting and shall conform to the notice provisions set forth in Section C below.

#### Section C: NOTICE OF MEETINGS

Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than seven (7) nor more than sixty (60) days before the date of such meeting, and shall specify if the meeting shall be conducted in person (and if so the location thereof), or on Zoom (or such other electronic medium) or both. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Congregation, with postage thereon prepaid. Notwithstanding the above provisions of this paragraph, the notice requirements may be satisfied by sending a facsimile or email communication in a timely manner, transmitted to the member at his or her facsimile number or email address as it appears on the records of the Congregation. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the above notice provisions.

#### Section D: RECORD DATE

The record date for any meeting of the members shall be the date on which notice is delivered.

#### Section E: QUORUM

The members holding one-fifth (1/5) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting at any time without further notice.

#### Section F: MANNER OF ACTING

The act of a majority of the members present at a duly convened meeting shall be the act of the membership unless the act of a greater number is required by statute, these Bylaws or the Articles of Incorporation. It shall be the policy of the Congregation that members shall be present at membership meetings in order to vote. However, the Board of Directors may from time to time resolve to allow members to vote by proxy or ballot, or electronically.

#### Section G: ACTION WITHOUT MEETING

Any action required by law to be taken at a meeting of the members, or any action which may be taken at an annual, regular, or special meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either by all of the members

entitled to vote with respect to the subject matter thereof, or by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If a consent is signed by less than all of the members entitled to vote then at least five (5) days prior to the effective date of such consent a notice in writing of the proposed action shall be delivered to all of the members entitled to vote with respect to the action taken. Notice shall also be given, promptly after the effective date of such consent, to all members entitled to vote who have not consented.

## ARTICLE V. OFFICERS

### Section A: OFFICERS

The Congregation shall have Officers. The Officers of the Congregation shall be responsible for the day-to-day management of the corporate and other affairs and activities of the Congregation. Each Officer shall serve *ex officio* as Directors of the Board throughout his/her entire term of office. The specific offices are set forth in Article VI.

### Section B: QUALIFICATIONS FOR OFFICERS

All Officers of the Congregation shall be Regular Members in good standing.

### Section C: ELECTION

1. The Officers of the Congregation whose terms are expiring shall be elected by the members annually at the next annual meeting of the members, by a majority of those members present and eligible to vote at such meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until the first of the following to occur: until his/her successor shall have been duly elected and shall have qualified; or until his/her death, or until he/she shall resign in writing; or until he/she shall have been removed in the manner hereinafter provided.

2. The Board of Directors shall annually solicit candidates to stand for election to those Officer positions whose terms expire on the succeeding June 30th and shall assemble a slate of candidates for such positions. The slate of candidates assembled by the Board shall be submitted to the members at the annual meeting. Notice of such slate shall be sent to the membership at least twenty (20) days prior to the annual meeting, together with notice of the annual meeting. Any other Regular Member in good standing may run for one (and only one) specific Officer position by notifying the Secretary at least ten (10) days prior to the election, and no Member who has not timely so notified the Secretary shall be eligible to run. As soon as is practicable after expiration of this period, the Secretary shall notify the membership as to the final list of candidates.

3. If there are no contested elections, election of Officers shall be by acclamation. If there are contested elections, election of Officers shall be by written ballot, pursuant to procedures established by the Board from time to time.

#### Section D: COMPENSATION

Officers shall not receive any stated salaries for their services as Officers, and Officers shall not be entitled to reimbursement for the expenses of attendance at regular or special meetings of the Board; provided that nothing herein contained shall be construed to preclude any Officers from serving the Congregation in any other capacity and receiving reasonable compensation therefore.

### ARTICLE VI. TERM OF OFFICE FOR OFFICERS; TERM LIMITS

Each Officer shall hold office for a term of two (2) years. Each Officer shall hold office until the first of the following to occur: until his/her successor shall have been duly elected and shall have qualified; or until his/her death, or until he/she shall resign in writing; or until he/she shall have been removed in the manner hereinafter provided. Each Officer may serve no more than two (2) consecutive terms of two (2) years as an Officer, either as to the office to which elected or to another office. After a person has served as an Officer for a total of four (4) consecutive years, that person may not serve again as an Officer until one (1) full year out of office has passed, at which time that person may run for office and would again be subject to new term limits.

#### Section A: RESIGNATION AND REMOVAL

An Officer may resign at any time by giving written notice to the Chairperson of the Board or to the Secretary of the Congregation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. The Board may, at any time, recommend an Officer for removal by a resolution adopted by a majority of the Board. The resolution recommending removal shall become effective upon receiving an affirmative vote of a majority of the Regular Members present at a duly convened membership meeting. Since each Officer serves *ex officio* as a Director, resignation or removal in accordance with this Section shall automatically terminate the corresponding Directorship in accordance with Article VII, Section E below.

#### Section B: VACANCIES

Any vacancy occurring in an Officer position to be filled by reason of any resignation or termination of an Officer shall be filled by the Board as soon as practical. An Officer so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### ARTICLE VII. LIST OF OFFICERS AND THEIR DUTIES

#### Section A: OFFICERS

The Officers of the Congregation shall consist of a Chairperson, a Secretary, a Treasurer, an Operations Coordinator and a Program Coordinator.

#### Section B: CHAIRPERSON

The Chairperson shall be the principal officer of the Congregation, and, subject to the control of the Board, shall preside at all meetings of the Board as chair. He/She may sign with the Treasurer, Operations Coordinator, or any other Officer of the Congregation authorized by the Board, such documents and deeds of the Congregation as necessary or appropriate including, but not limited to, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Congregation, or shall be required by law to be otherwise signed or executed, and, in general, shall discharge all duties incident to the office of Chairperson and such other duties as may be assigned to him/her by the Board from time to time. During the temporary absence or disability of the Chairperson, the Board shall designate another Director to exercise all of the functions of the Chairperson during the term of such absence or until a new Chairperson is elected by the members. The Chairperson shall oversee the Chagim/Ritual Committee, which shall be responsible for overseeing the High Holiday Services, Erev Simchat Torah celebration, Tu B' Shevat celebration, Tikkun Leyl Shavuot, Purim celebration, and the Tisha B' Av service. To this end, the Chairperson shall have the power to appoint additional coordinators to help plan these services and celebrations.

#### Section C: SECRETARY

The Secretary shall: (1) be responsible for the keeping of the minutes of the Board and Committee meetings in one or more books provided for that purpose, and making such minutes of such meetings (including telephone, Zoom or other audio-visual meetings) available to the members; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board. The Secretary shall also be responsible for overseeing the membership process of the Congregation and shall oversee the Membership Committee. The Secretary shall be responsible for maintaining a register containing the names of Regular Members and Associate Members of the Congregation and shall maintain and update the membership list including data such as addresses, phone numbers, e-mail addresses and children's names. The Secretary shall prepare, distribute and collect annual membership forms and related materials, and shall work with the Treasurer to determine if members are in good standing. In addition, the Secretary should advise the Board on implementing plans, procedures and events to attract and retain new members.

#### Section D: TREASURER

The Treasurer shall: (1) monitor the financial books of the Congregation; (2) keep regular books of account and furnish statements of said accounts quarterly to the Board; (3) render to the Board an account of the financial condition of the Congregation at least quarterly; (4) be responsible for determining which Regular Members and Associate Members are in good standing; and (5) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned to him/her by the Chairperson or by the Board. The Treasurer shall oversee the Tzedakah/Social Action Committee.

#### Section E: PROGRAM COORDINATOR

The Program Coordinator (i) shall be responsible for preparing coordination and Kiddush Rotation lists for worship services for all *Shabbatot* and the three *Regalim*, and shall also notify individuals on the lists of the date and extent of their responsibilities, (ii) shall be responsible for appointing and administering an Education Committee and/or Coordinator; be responsible for the Kristallnacht memorial service to be held on the 9th day of November of each year, miscellaneous social activities (e.g., Chanukah Party, Break-Fast, Shabbat Dinners, etc.), and all other events not overseen by the Chairperson and (iii) be shall responsible for overseeing the Gan Shabbat activities including preparing the Gan Shabbat rotation list, purchasing juice, crackers, and other supplies necessary for the Gan, and continually ensuring that the Gan room is kept orderly. The Program Coordinator shall consult with the Ritual Committee and other committees regarding the integration of the Gan program with Chagim and other events. He or she shall also be responsible for hiring and supervising babysitters in accord with policies set by the Board of Directors. To this end, the Program Coordinator shall have the power to appoint additional coordinators to help plan, administer and carry out the various events and activities within the purview of the Program Coordinator.

#### Section F: OPERATIONS COORDINATOR

The Operations Coordinator shall serve as the chair of the House Committee and shall be generally responsible for matters falling within that Committee's purview.

### ARTICLE VIII. BOARD OF DIRECTORS

#### Section A: GENERAL POWERS

Except as otherwise provided in the Articles of Incorporation or in these Bylaws, the affairs, business and all legal matters of the Congregation shall be managed by its Board of Directors.

#### Section B: CERTAIN EXPENDITURES

The Board may not authorize any unbudgeted expenditure in excess of \$10,000.00 (except in the case of funds being provided through a donor, rather than using Corporation funds) without convening a special meeting of the members to obtain the authorization of the membership; provided, however, that in an emergency the Board may authorize unbudgeted expenditures as it deems necessary and prudent up to \$20,000.00. In addition, the Board may not authorize the donation of the Corporation's funds (other than the Tzedakah/Social Action Committee expenditures which are contributions made by individuals to the Corporation with the express purpose of being aggregated and donated to an intended Tzedaka recipient and provided that no Corporation funds are utilized) in an amount exceeding \$2,500.00 without authorization of the

membership or through the regular procedures of an established Fund – such as Berele Fund or Chesed Fund.

Section C: NUMBER AND TENURE

The number of Directors on the Board shall be five (5), unless varied from time to time by amendment of these Bylaws. Each of the five (5) Officers of the Corporation shall serve *ex officio* as Director so long as he/she remains an Officer in good standing.

Section D: QUALIFICATIONS

All Directors shall, at all times, be Regular Members and Officers of the Congregation in good standing.

Section E: RESIGNATION AND REMOVAL

Any Officer who resigns, or is removed from, his or her position, shall cease to be a Director upon the effective date of such resignation or removal.

Section F: COMPENSATION

Directors shall not receive any stated salaries for their services as Directors, and Directors shall not be entitled to reimbursement for the expenses of attendance at regular or special meetings of the Board; provided that nothing herein contained shall be construed to preclude any Directors from serving the Congregation in any other capacity and receiving reasonable compensation therefore.

ARTICLE IX. MEETINGS OF THE BOARD

Section A: ANNUAL MEETING

An annual meeting of the Board shall be held immediately following the annual meeting of the members each year, or at such other time and place as may be designated by the Chairperson or Secretary in accordance with the notice provisions hereinbelow, for the transaction of any business as may come before the meeting. After the meeting has been called, but prior to the commencement of any business, all *ex officio* Directors whose Officer terms have expired or are resigning will be replaced by the new Officers elected by the Regular Members, to serve also as *ex officio* Directors.

Section B: SPECIAL MEETINGS

Special Meetings of the Board may be called by or at the request of the Chairperson or by written petition of three Directors. The person or persons authorized to call Special Meetings of the Board may fix any place for holding any Special Meeting of the Board called by them and determine and notify that the meeting is in person, on Zoom or by any other medium available to all.



#### Section C: NOTICE

Notice of any meeting of the Board shall be delivered not less than three (3) days nor more than sixty (60) days prior to the date of the scheduled meeting. Written notice shall be delivered to each Director of the Board at his or her address as shown by the records of the Congregation. If mailed, such notice shall be deemed to be delivered when deposited in the mail of the country of residence of the Director as appears in the records of the Congregation in a sealed envelope so addressed, with postage thereon prepaid. Notice of any Special Meeting of the Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws. Notwithstanding the above provisions of this paragraph, the notice requirements may be satisfied by sending a facsimile or email communication in a timely manner and shall then be deemed delivered upon sending. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the above notice provisions. At any duly convened meeting of the Board, a resolution may be approved concerning future meetings of the Board. Timely mailing of the Board minutes to each member of the Board may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set-forth and concise in its composition.

#### Section D: QUORUM

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

#### Section E: MANNER OF ACTING

The act of a majority of the Directors present at a duly convened meeting shall be the act of the Congregation unless the act of a greater number is required by statute, these Bylaws or the Articles of Incorporation. Directors may not vote by proxy nor under any other power of attorney.

#### Section F: TELEPHONE MEETING

Directors or nondirector committee members may participate in and act at any meeting of such Board or committee through the use of a conference telephone, Zoom, or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### Section G: INFORMAL ACTION BY DIRECTORS

Any action required by the Illinois Not for Profit Act, to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board or a committee thereof, may be

taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and all of any nondirector committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors or committee members. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the Directors or all the committee members as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State.

#### Section H: FREQUENCY OF MEETINGS

Including the annual meeting, the Board shall meet not less six (6) times per fiscal year.

### ARTICLE X. COMMITTEES

#### Section A: STANDING AND SPECIAL COMMITTEES

The Board of Directors shall establish the following standing committees, whose purposes are detailed in this Article IX: Membership, Ritual, House, Education and Social Action/Tzedakah. The Board of Directors shall also have the power to appoint special committees for the purpose of conducting certain aspects of the corporate business not otherwise delegated. Committees may not act on behalf of the Congregation unless such authority is specifically delegated to the committee, and if such corporate authority is so delegated, it shall be valid only as to a single issue and not in general terms.

#### Section B: APPOINTMENT AND TERM

Committee members, unless otherwise provided herein, shall be appointed by the Board of Directors. All Committee members shall be Regular Members of the Congregation in good standing. The term of office for committee members shall be one (1) year beginning each year at the annual meeting of the Board unless the Board, in its discretion, specifically designates otherwise in the resolution appointing the committee member.

#### Section C: NO CORPORATE AUTHORITY

The Committees shall have no legal authority to act on behalf of the Congregation, except by express authority of the Board. The Committees shall be responsible for completing certain tasks for the Board, expending resources expressly approved by the Board through the budget, advising the Board on specific areas of the Congregation's activities and/or programs, and recommending specific courses of action. However, the Committees shall not have the authority to commit the Congregation to any legal contracts or agreements whether or not related to the business of the Congregation.

#### Section D: MEMBERSHIP COMMITTEE

The Membership Committee shall be responsible for aiding the Secretary in performing the tasks falling within his or her purview and any other matters as may be from time to time delegated to the Committee by the Secretary or the Board of Directors. The Secretary and Chairperson shall be responsible for appointing members to the Membership Committee.

#### Section E: RITUAL COMMITTEE

The Ritual Committee shall be responsible for (1) establishing ceremonial procedures for all religious services and activities of the Congregation; (2) the physical administration of the *sifrei torah*, *siddurim*, *machzorim*, *chumashim*, *talitot*, and any and all other religious articles of the Congregation; (3) working to house and equip the Congregation for the High Holiday Services; and (4) making recommendations to the Board of Directors regarding the selection of *siddurim*, *machzorim*, and *chumashim* for use by the Congregation. The Chairperson shall be responsible for appointing members to the Ritual Committee.

#### Section F: HOUSE COMMITTEE

The House Committee shall be responsible for maintenance, repairs and cleanup of any Congregation-owned or leased buildings and grounds, and for employment and supervision of any personnel hired in connection therewith. The Committee shall be responsible for overseeing and advising the Board on capital improvements, utilities, parking, projected improvements, and security measures. In addition, the Committee shall work with the Ritual Committee to prepare the Congregation's facilities for the High Holiday Services. The Operations Coordinator shall be the chair of the Committee and all of the Committee's members shall be appointed by the Operations Coordinator and the Chairperson.

#### Section G: SOCIAL ACTION/TZEDAKAH COMMITTEE

The Social Action/Tzedakah Committee or Education Committee (1) shall develop and maintain liaison with Jewish and other organizations in the community; (2) study community problems which may arise from time to time and make recommendations for appropriate action to the Board; and (3) develop projects in consonance with the principles of *Tikkun Olam*, *Darchei Shalom*, and *Tzedek u' Mishpat*. The Treasurer shall oversee the Committee and the Committee's members shall be appointed by the Treasurer and the Chairperson.

#### Section H: COMMITTEE MEETINGS

Meeting of a committee may be called by the Chairperson, the chair of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting.

#### Section I: RESIGNATION AND REMOVAL

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Congregation. Such resignation, which

may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board.

Section J: QUORUM

A quorum of a committee shall consist of a majority of the committee members then in office or a minimum of three committee members, whichever number is greater. If less than a quorum is present at said meeting, a majority of the committee members present may adjourn the meeting to another time without further notice.

Section K: MANNER OF ACTING

Unless otherwise provided in the resolution of the Board designating a committee, the act of a majority of any committee, but no less than three persons, shall be the act of the committee. All decisions of any Committee are subject to approval by the Board of Directors.

Section L: RULES

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE XI. JEWISH RITUAL & LAW; RABBI AND CANTOR; RABBINIC RESOURCE

Section A: CLERGY

Except as provided herein, the Congregation shall not have any Rabbi or Cantor, paid or otherwise. The Congregation shall have no *mara d'atra*, that is, a rabbi whose decisions on matters of Jewish law shall be binding on the Congregation.

Section B: RABBINIC RESOURCE

The Board of Directors may from time to time engage the services of a rabbi to act as "Rabbinic Resource" to the Congregation, on terms and conditions acceptable to the Board and consistent with the Congregation's current budget. The duties of the Rabbinic Resource shall be limited to (1) responding to questions and requests for information from Regular Members, (2) officiating or consulting with respect to life cycle events for Regular Members (e.g., weddings, funerals), pursuant to procedures to be agreed upon by the Board and the Rabbinic Resource, and at the expense of the Regular Member requesting services, and (3) responding to requests from the Ritual Committee, approved by the Board, for information and study materials on specific questions of Jewish ritual and law. The request to the Rabbinic Resource may, but need not, include a request that the Rabbinic Resource give an opinion as to a particular issue of Jewish ritual or law. The opinion or determination of the Rabbinic Resource shall be given due respect but shall not be binding on the Congregation. The Rabbinic Resource shall not be expected to conduct services, but may be invited to speak, teach or serve as scholar in residence.

## Section C: RITUAL DECISIONS

Ritual decisions shall be guided by Jewish law and custom and shall be made in accordance with the following principles:

1. All matters of ritual shall be considered by the Ritual Committee. Decisions on matters considered by the Ritual Committee to be routine or non-controversial, when so acknowledged by the Chairperson of the Congregation, shall be made by the Ritual Committee.

2. Decisions on matters considered by the Ritual Committee or the Chairperson of the Congregation to be non-routine or controversial shall be determined by the Regular Members. The Ritual Committee shall assign one or more volunteer members to perform research and analysis on the issue in question, using primary and secondary sources.<sup>1</sup> The Ritual Committee may, but shall not be required to, request information, study materials and/or an opinion from the Rabbinic Resource. After opportunity for full study, discussion and reflection, the matter shall be decided by a majority vote of the members at an annual meeting or at a special meeting called for that purpose.

3. In all matters of Jewish law and ritual, the Congregation shall not engage in any practice which may subject the Congregation to suspension or expulsion from the United Synagogue of Conservative Judaism.

## ARTICLE XII. FINANCIAL POLICIES

### Section A: FISCAL YEAR

The fiscal year of the Congregation shall begin on the first day of July each year.

### Section B: SALE OF ASSETS

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Congregation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of the Congregation shall be authorized only upon receiving the vote of two-thirds of the Regular Members at an annual meeting or at a special meeting called for that purpose.

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<sup>1</sup> Only four issues considered at the Egalitarian Minyan in the last 25 years would likely meet this standard: (i) inclusion of the *imahot* in the Reader's Repetition of the *Amidah*, (ii) adopting the practice of *dukhening* (delivery of the Priestly Blessing by *kohanim* during *Musaf* of High Holidays and/or Festivals), (iii) alternate Torah reading at *mincha* of Yom Kippur, and (iv) Use of Zoom technology during the pandemic (which remains in effect).

#### Section C:     CONTRACTS

The Board may authorize the Chairperson, or in the event of the Chairperson's unavailability, some other designated Board member to enter into any contracts 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. The Chairperson and/or Treasurer are authorized hereby to negotiate contracts for the purchase of goods or services in furtherance of the corporate objectives up to \$10,000.00 per item.

#### Section D:     LOANS

No loans shall be contracted on behalf of the Congregation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

#### Section E:     CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Congregation, shall be signed (or electronically approved) by any two of the Board members provided that one is either the Treasurer or the Chairperson or such other officer or officers as shall be designated from time to time by resolution of the Board. Should any method of electronic payment NOT permit a second approval, then that method for payments shall be limited to \$500.00 per use.

#### Section F:     DEPOSITS

All funds of the Congregation not otherwise employed shall be deposited from time to time to the credit of the Congregation in such banks, trust companies or other depositories as the Board may select.

### ARTICLE XIII.       INDEMNIFICATION OF DIRECTORS AND OFFICERS

#### Section A:     INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CONGREGATION.

The Congregation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Congregation) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Congregation, or who is or was serving at the request of the Congregation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Congregation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo

contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Congregation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section B: INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CONGREGATION.

The Congregation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Congregation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Congregation, or is or was serving at the request of the Congregation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Congregation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Congregation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section C: RIGHT TO PAYMENT OF EXPENSES.

To the extent that a Director, officer, employee or agent of the Congregation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section D: DETERMINATION OF CONDUCT

Any indemnification under Sections (A) and (B) of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections (A) and (B) of this Article. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such faction, suit or proceeding; or (2) if such a quorum is not obtainable, or, even if attainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section E: PAYMENT OF EXPENSES IN ADVANCE.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Congregation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the

Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Congregation as authorized in this Article.

Section F: INDEMNIFICATION NOT EXCLUSIVE

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section G: INSURANCE

The Congregation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Congregation, or who is or was serving at the request of the Congregation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 Congregation would have the power to indemnify such person against such liability under the provisions of this Article.

Section H: NOTICE TO MEMBERS

If the Congregation has paid indemnity or has advanced expenses under this Article to a Director, officer, employee or agent, the Congregation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

Section I: REFERENCES TO THE CONGREGATION OR CORPORATION

For purposes of this Article, references to “the Congregation” or “the Corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, and employees or agents, so that any person who is or was a Director, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

Section J: OTHER REFERENCES

For purposes of this Article, references to “other enterprises” shall include employee benefit plans; reference to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall



include any service as a director, officer, employee or agent of the corporation which imposes duties on or involves services by such Director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article.

Section K: SEVERABILITY.

The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE XIV. MISCELLANEOUS

Section A: WAIVER OF NOTICE OF MEETINGS

Whenever any notice is required to be given to any Director of the Congregation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not For Profit Corporation Act, a 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.

Section B: SEAL

The Congregation shall not maintain a corporate seal.

Section C: BOOKS AND RECORDS

The Congregation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Congregation may be inspected by a Director, or his agent or attorney, and by any Regular Member, for any proper purpose at any reasonable time.

Section D: AMENDMENTS

In the event it becomes necessary to alter, amend, or repeal these Bylaws and/or the Articles of Incorporation, the suggested revision or amendment shall be submitted in a written petition to the Secretary of the Congregation at least thirty (30) days prior to any regular or special meeting of the Board. The petition to amend or revise shall be signed by at least ten (10) Regular Members in good standing or three Officers in good standing. Upon receipt of the petition, the Secretary shall distribute the proposed revision or amendment to all Directors at least fifteen days prior to the meeting of the Board. The Board of Directors shall consider the language of such proposed changes and may recommend additional revisions to the same. Upon affirmation of a two-thirds majority vote, the Board shall make a written recommendation including the language of such alteration, amendment, or repeal to the Regular Members for approval. The alteration,

amendment, or repeal of the Bylaws and/or the Articles of Incorporation shall be effective upon being approved by an affirmative vote of two-thirds (2/3) of the Regular Members present at a duly convened regular or special meeting of the membership.

Section E: RESOLUTION OF DISPUTES

Being a Congregation committed to promoting and practicing Conservative Judaism, it shall be the policy of the Board to seek amicable resolution of disputes that arise within the legal context of this Congregation, its directors, officers, coordinators, employees and agents. It is in the best interest of the Congregation that disputes be resolved in a manner that will avoid civil litigation. Attached to these bylaws as Addendum A, Resolution of Disputes Policy, which shall be the policy of the Congregation.

Section F: DIRECTOR CONFLICT OF INTEREST

Directors should scrupulously avoid transactions in which the Director has a personal or material financial interest, or with entities of which the Director is an officer, director, or general partner. Therefore, the policy of the Congregation concerning conflict of interest and matters involved with compensation of employees has been set forth and attached hereto as Addendum B to these bylaws.

Section G: ASSUMED NAME

The Congregation has previously duly adopted the assumed name of "Mah Tovv." Any further use of an assumed name must be approved by an affirmative vote of a majority of the Regular Members present at a duly convened regular or special meeting of the membership, and must comply with the requirements of the Illinois Not for Profit Act.

### **CERTIFICATION OF ADOPTION OF BYLAWS**

The undersigned, being the duly elected Secretary of Ner Tamid Ezra Habonim Egalitarian Minyan, an Illinois Not-For-Profit Corporation d/b/a Mah Tovv, does hereby certify that the attached Amended and Restated Bylaws of said Congregation were adopted by the official act of the Members at a properly-noticed Annual meeting of the Corporation on June 8, 2025 \_\_\_\_\_ and the same do now constitute the Bylaws of the Congregation, replacing in their entirety all Bylaws adopted by the Congregation previously, last amended 2016.

Dated this \_\_\_\_\_ day of July\_\_\_\_, 2025.

\_\_\_\_\_  
Secretary

**ADDENDUM A TO BYLAWS OF  
NER TAMID EZRA HABONIM EGALITARIAN MINYAN  
RESOLUTION OF DISPUTES POLICY**

In the event a dispute may arise between two or more persons operating under the authority of these Bylaws, the parties to the dispute shall submit the circumstances and issues in dispute for mediation or arbitration as follows:

Mediation

1. Each party to the dispute shall select a representative, who may be an attorney or other agent or other trusted person, and the parties shall select a mediator who is an impartial and disinterested person to mediate the matter in a fair and impartial manner.
2. The goal of the mediation process and the mediator is to bring about an amicable, voluntary resolution of the dispute, and the parties shall make a good faith effort to work with one another and the mediator to effect such a resolution of their dispute.
3. The mediator may hold joint and separate conferences with the parties. Such conferences shall be private and all communications therein confidential unless the parties otherwise agree.
4. Information disclosed by a party to a mediator in the performance of mediation functions shall not be disclosed voluntarily or by compulsion. All files, records, reports, documents, or other papers prepared by a mediator shall be considered confidential. The mediator shall not produce any such confidential records of, or testify in regard to, any mediation conducted by him, on behalf of any party to any cause pending in any type of proceeding.
5. Compensation for the mediator, if any, shall be paid equally by the parties in dispute.
6. The mediator shall have sole discretion to make the determination that the parties have reached an impasse and no voluntary resolution will be forthcoming.

Arbitration or *Beth Din*

1. If the parties cannot come to a voluntary agreement as a result of the mediation and the mediator makes the determination that the parties have reached an impasse and no voluntary resolution will be forthcoming, the parties shall submit the matter for arbitration or for resolution by the Chicago Conservative *Beth Din*. If the parties agree to submit the matter to the *Beth Din*, the rules and procedures of the *Beth Din* shall govern. If the parties agree to submit the matter to arbitration, or, in the event that they are unable to agree, the matter shall be submitted to arbitration pursuant to the following paragraphs.
2. Each party to the dispute shall select an impartial, disinterested person to be part of the arbitration panel.

3. The persons so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered arbitration panel and such additional person(s) shall be similarly qualified as to all of the parties in conflict.

4. When the arbitration panel is assembled the parties in conflict shall be permitted to present evidence and arguments in support of their position and the panel shall deliberate as necessary to resolve the problems. In all matters the panel shall first seek to reconcile the conflicting parties. If reconciliation is not possible then the panel shall arbitrate a solution and such solution shall be binding upon all parties.

5. Compensation for the arbitration shall be paid equally by the parties.

No person shall bring any dispute under these Bylaws to any court of law or chancery without first proceeding under the above conflict resolution procedure. Unless the determination of the arbitration panel or *Beth Din* is clearly in conflict with the laws of the State of Illinois or in such venue as is appropriate no court shall reverse or otherwise amend the determination except as may be necessary to correct a minor discrepancy.

**ADDENDUM B TO BYLAWS OF  
NER TAMID EZRA HABONIM EGALITARIAN MINYAN  
CONFLICT OF INTEREST POLICY**

1. Directors should scrupulously avoid transactions in which the Director has a personal or material financial interest, or with entities of which the Director is an officer, director, or general partner. However, if a transaction is approved in accordance with this provision and is fair to the Corporation at the time it is authorized, approved or ratified, the fact that a Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
2. In the event that a Director or member of a Director's immediate family has an actual or potential conflict of interest, including but not limited to proposed transactions directly or indirectly between the organization and a Director, the Director shall promptly disclose the material facts of such conflict or transaction in writing to the Board of Directors as a matter of record.
3. The Director shall briefly state the nature of the conflict and answer pertinent questions of other Directors when such Director's knowledge of the subject will assist the Board or any of its committees. After such disclosure is made and the Board has had the opportunity to ask pertinent questions of such Director, the Director shall be excused so that the disinterested Directors may discuss the matter and take such action as may be deemed appropriate. An affirmative vote of a majority of disinterested Directors shall be required to carry the action. The presence of the interested Director may not be counted for purposes of declaring a quorum, nor may that person vote on the matter.
4. Minutes of the meeting shall reflect that such disclosure was made, the matter was fully discussed, that a quorum (excluding the interested Director) was present, and that such Director abstained from discussion and voting on the issue.

**ADDENDUM C TO BYLAWS OF  
NER TAMID EZRA HABONIM EGALITARIAN MINYAN  
GOVERNANCE GUIDELINES**

**Explanatory Appendix to 2016 Proposed New Board Structure - April/May 2016**

There are five Voting Officers, with a quorum of three: **President/Chair, Communications, Finance, Operations, Program.**

The Governance Committee recommends that there be a number of individuals or committees under each Board position, with the goal of involving as many members as possible in the functioning of the congregation. These committees should operate with autonomy to do their assigned tasks and report their activities to their Board member leader who will in turn bring any necessary information, communication, requests for clarification, policy issues, etc. to the Board as needed.

This proposed governance system is designed to encourage autonomy, accountability, and broad participation. The board member under whose auspices a particular activity lies is not expected to perform each activity, but to recruit individuals/committees to carry out the responsibilities. Board members are expected to provide consultation with the committees under their domain and to serve as a liaison to the board for them. Decision-making authority lies with the committees. Board members monitor completion of responsibilities of activities, and have collaborative input, but not final decision-making authority.

Substantial and irresolvable disagreements between a board member and a committee regarding policy or decisions will go first to the president, then to the board, and then (in rare cases, and following the Constitution and By-Laws) to the membership.

Responsibilities:

**CHAIRPERSON/PRESIDENT**

1. Board Operations:
  - Create agendas and distribute to appropriate members prior to meetings
  - Run Board and Annual meetings
  - Call for special meetings as needed
  - Oversee work of all Board Members
  - All action should be done in compliance with By-Laws
2. Landlord/Lease: Conduct all communications with landlord including:
  - Work needing to be done.

- Lease
- Other

3. Health and Welfare: Communications may send out notices, but there needs to be sub-chairs to take responsibility for tasks. This involves far more than just notifications; it involves a great deal of coordination:

- Shiva Coordinator: Coordinates needs for mourners.
  - Contacts family after the death of a loved one to find out funeral and shiva information and passes it on to Communications to send out.
  - Makes sure items are delivered to the shiva home (chairs, paper goods, books, Kipot, tallit, Torah).
  - Makes sure there are enough people to minyanim.
  - Coordinates (or assigns another to coordinate) meals for the mourners.
- Bikur Cholim Coordinator: Coordinates needs of those who are ill or frail.
  - Makes sure those who are usual attendees are called when they do not come to shul
  - Finds out if there are unmet needs (meals, rides, visits)
  - Arranges for meals those who are sick or who have not come to shul in
  - Arranges for visits for those who would like them
  - Arranges rides to shul for those who need them

Yahrzeits: Assigns someone to track and send out Yahrzeit reminders with donation envelopes 4. Ritual Committee (combining former Chagim and Ritual):

- Arranges for lulovim/Etrogim, Arravot and Schach (and Sukkah if necessary)
- Rolls Torahs to correct locations
- Oversees Torah maintenance
- Arranges for selling of Chametz for individuals and the congregation
- Oversees supply and cleaning of talitot and kipot
- Oversees supply and storage of all siddurim, machzorim, prayer materials, and booklets
- At request of the Board, convenes Ad Hoc workgroup to make ritual decision
- Oversees Daily Minyan Coordination: Keep track of who is captain for each day and recruit minyan participants as well. Oversees Torah reading for daily minyan and Shabbat Mincha.



5. Oversees Space Committee: Committee searching for new space. Ad hoc committee that will go out of business once we have a permanent space. Committee makes recommendations to the Board.

## **COMMUNICATIONS/SECRETARY**

1. Recording meeting minutes and keeping official record thereof.

2. Communications to Congregation and Marketing to Community:

- Regular Newsletter, special announcements and other communication as needed
  - Electronic and
  - snail mail for those who need it
- Gatekeeper of email communications of other Board members and committee chairs
- On-Line Presence - creation and maintenance of:
  - Website
  - Social Media

3. Correspondences

- Creating official letters as needed
- Sending of donation acknowledgements

4. Membership

- Conduct annual membership renewal drive each summer
- Reach out to potential new members
  - Create materials to have at shul to give potential members
  - Plan new member events or other ways to help new members integrate well into the congregation.
- Keep, update, and publicize new Congregational Directory of Members, Associate Members and Honorary Members. Distribute updated list by January 1 of each year.
- Keep an accurate list of who actually is a member (for purposes of determining a quorum at meetings and for determining USCJ dues)

## **FINANCE/TREASURER**

### 1. Accounts Payable and Receivable:

- Pay reimbursements and bills, manage accounts, receive and reconcile bank statements, receive checks and make deposits.
- Set up and maintenance of on-line banking and automatic bill paying and electronic payment systems.
- Check post office box regularly.
- Enter all expenses, income and deposits accurately into software.

### 2. Budget and Financial Reports:

- Create a budget for the Board to approve yearly
- Create financial reports of actual revenue and expenses to the Board monthly.

### 4. Researches and renews liability insurance as needed in consultation with Board

### 5. Tzdakah/Social Action Committee: Oversee activities of the Tzdakah Committee and Social Action Activities.

### 6. Development: Oversee any fund raising activities/events and “asks” for donations.

### 7. Renews incorporation documents and tax exempt documents as needed in consultation with Congregation's attorney.

## **OPERATIONS**

1. House: Oversee, perform or hire appropriate persons to handle maintenance and repair in relation to comfort and safety, including HVAC, lighting, entry, moving of furniture, etc. Supervision of maintenance worker (Jesse now) and arranging for regular heavy cleaning (using a cleaning service). Decisions regarding décor and design of space will fall under the Décor/Physical Space Committee. (see below).

2. Shamas: Opens and closes building for services and programs. Manages who has keys and copy keys as needed.

### 3. Kitchen

- Oversee the design, content, cleanliness, and safety of the kitchen. Includes overseeing food and cleaning supplies, supervising all packages to make sure they bear designation of kashrut, maintaining an allergy-aware environment, disposing of spoiled and long-unused food, condition of fridge and freezer (including periodic defrosting), and laundering of towels, table cloths and aprons.
- Decide whether Kitchen is cleaned and closed for Passover, or if it is heavily cleaned and chametz stored so kitchen can be used for Passover.
- Supplies: Supply overseer, including wine and grape juice, for Kiddush, events, lunches, brunches, etc. Also for all paper goods, toilet paper, paper towels, etc.
- Rules and Regulations, if any: for Kiddush, special celebrations using kitchen, 3-pot Shabbat, etc. Assist families in planning outside events, such as B'nai Mitzvah and Auf Ruf celebrations, whether in the shul or in another location (if it is an official congregational service). Referrals to Kosher Caterers as needed.

4. Decor/ Physical Space: Oversee the purchase, placement and arrangement of items such as chairs, shtenders, shelving and other furniture, artwork, plants, flowers, etc., to create an atmosphere of comfort and beauty which is respectful and uplifting and will help create an environment which will enhance the davening experience. The Decor Committee will create room designs for seating, and will be consulted by the Board and Space Committees as to the size and shape of any rooms in a new or remodeled space.

## **PROGRAM**

### 1. Special Events:

- Appoint a High Holiday Coordinator (traditionally Sam Fox has always done it)
- Appoint a Sukkot program coordinator (Sukkah walk, Sukkah hop or meal in Shul Sukkah) if congregation desires a program
- Appoint Simchat Torah coordinators for both evening and morning services (this can also be done by the Ongoing Scheduling person)
- Arrange for Chanukah Party
- Appoint a Purim coordinator
- Appoint Shabbaton Committee
- Appoint Coordinator for Tisha B'av services
- Arrange for special social events and outings

- Create appropriate flyers and work with Communications to publicize all of the above

## 2. On-Going Scheduling:

- Create Coordinator and Kiddush/3-Pot Shabbat lists for Shabbatot and Chagim
- Update Kiddush and Coordinating Guidelines yearly (should also be on website).
- Communicate coordinating and kiddush lists at least quarterly to Communications so that they are distributed electronically and by snail mail to the membership. Post lists at shul on bulletin board and in sanctuary.
- Remind coordinators at least 3 weeks before their coordination date and supply them with link to HEB CAL to find out readings, including special readings, and send coordinating form.
- Remind Kiddush bringers at least 2 weeks before their kiddush date, and send them Kiddush guidelines and information about how to access the building to drop off Kiddush.

## 3. Learning/Education:

- Coordinate and publicize classes offered by members
- Survey membership about subjects they would like to learn
- Appoint coordinator for Leil Tikkun Shavuot

## 4. Gan/Youth:

- Design, content, cleanliness/hygiene, safety of Gan space. Can request donations, raise money for new supplies, etc.
- Supervision of child care staff. (Mary now for Saturday mornings, additional staff or volunteers for special occasions or in the event of Mary's absence)
- Deciding on and supplying snacks, in consultation with other parents
- Set guidelines for behavior and Jewish content
- Bar/Bat Mitzvah Coordination
  - Bnai Mitzvah guidelines
  - Assist family in making arrangements for use of shul space
  - Assist family with resources for arranging meals with proper attention to kashrut
  - Coordinate with JUF for Bnai Mitzvah trip to Israel Certificates
    - Complete yearly spread sheet

- Receive certificates and give them to President/Chair to sign and present at Bnai Mitzvah (this is a requirement of the program)

