

**AMENDED AND RESTATED BYLAWS
OF CONGREGATION OR CHADASH
OAK PARK, MI**

(AS OF JUNE 28, 2016)

ARTICLE I. - NAME AND PURPOSE

1.1 Name. This organization shall be known as Congregation Or Chadash (the “*Congregation*”).

1.2 Purpose. The purpose of the Congregation shall be to provide a place of worship in accordance with the laws of halakhic Judaism and to provide such additional religious, educational and social programming as will meet the needs of its membership consonant with the functioning of a Torah-true synagogue.

1.3 Fiscal Year. The fiscal year of the Congregation shall begin on January 1 of each year and end on December 31 of such year.

1.4 Word Usage. The use of the word “*his*” will be deemed to mean his or her. The use of the word “*Rabbi*” will be deemed to mean, collectively or individually, one or more persons serving the Congregation in a clerical role.

ARTICLE II. - MEMBERSHIP AND DUES

2.1 Qualifications.

(a) Any person who has reached the age of eighteen (18) and who supports the aims of the Congregation as set forth in Article I shall be eligible for membership in the Congregation.

(b) Any such person may become a member of the Congregation through the completion and submission to the Board of a letter of membership, and the approval by the Board of such letter of membership in the Board’s reasonable discretion. The form of the letter of membership shall be prepared by the Recording Secretary, approved by the Board, and made available on the Congregation’s website or via email or hard copy upon request.

(c) A member shall continue to be a member in good standing if such person demonstrates his interest in and support of the Congregation’s purposes as set forth in Article I, including (but not limited to) by his attendance, as determined by the Rabbi or the Board in his or its reasonable discretion.

2.2 Dues.

(a) The Congregation shall not charge mandatory dues as a condition of membership. Notwithstanding anything stated herein, the Board of Directors may, in its discretion and after consultation with the Rabbi, recommend to the members of the Congregation a suggested minimum monthly and/or annual donation; engage in fundraising efforts; and charge members and/or non-members for attendance at specific events; *provided, however*, that there shall be no charge for any person to attend any prayer services, including on the Yamim Noraim.

(b) In the discretion of the Board, the Congregation may accept donations earmarked for specific purposes not inconsistent with the purpose of the Congregation. Any donation not expressly earmarked and accepted for some other purpose shall be deemed to be an unrestricted donation and shall be used by the Congregation in the discretion of the Board in a sensible and reasonable manner. Any person who makes a donation to the Congregation, in cash or in kind, shall be entitled to receive a letter from the Congregation acknowledging such donation for tax purposes, regardless of the amount of the donation.

2.3 Benefits. A member in good standing is entitled to the following:

- (i) Free use of the Congregation facilities under such conditions as shall be established by the Board of Directors;
- (ii) One vote in any synagogue election; and
- (iii) Receipt of all Congregation mailings, either by mail or e-mail.

2.4 Meetings. The Congregation will meet regularly at an annual meeting once a year during the month of May. The Recording Secretary shall prepare a notice of all matters to be voted upon at the annual meeting. The Corresponding Secretary shall distribute such notice to all members in good standing at least twenty (20) days prior to the annual meeting.

2.5 Special Meetings. The President or a majority of the Board of Directors may call special meetings of the Congregation from time to time. It shall also be the duty of the President to call a special meeting of the Congregation whenever requested to do so in writing by three (3) members of the Congregation in good standing. Reasonable notice of such meetings in writing shall be given to the members by the Corresponding Secretary. The purpose of the special meeting must be specified in the notice and no other business may be transacted at the meeting.

2.6 Quorum. Ten (10) members of the congregation shall constitute a quorum for the conduct of business, but a lesser number may adjourn the meeting to a specified time and place.

ARTICLE III. - OFFICERS

3.1 Offices. The officers of the congregation shall consist of a President, a Treasurer, a Recording Secretary and a Corresponding Secretary.

3.2 Term. The term of office for each officer shall be two (2) years or until his or her successor shall have been elected. No individual shall be eligible to serve more than two (2) successive terms in the same office unless, after a good-faith effort, the Nominations Committee is unable to nominate a different candidate for such office who is eligible and willing to serve.

3.3 Eligibility. Any member in good standing shall be eligible for election to an office.

3.4 Vacancies.

(a) Upon the death, disability or resignation of the President, the Board of Directors shall appoint an acting President. In the event that less than six (6) months remain in the term of the President, the acting President so appointed shall serve until the end of such term. In the event that more than six (6) months remain in the term of the President, the Board of Directors shall convene a Nominations Committee to nominate a president for election by the Congregation at a special meeting of the members to be convened by the Board.

(b) Upon the death, disability or resignation of any other officer, the Board of Directors shall fill such vacancy and the person appointed to fill such vacancy shall serve until the end of the term of office being filled.

3.5 Duties. The officers shall have those powers and duties which normally pertain to their respective offices in addition to those duties specifically set forth herein. The officers shall recognize the necessity of and maintain the confidentiality which pertains to information regarding members of the Congregation to which they are privy by virtue of the offices which they hold.

3.6 President.

(a) The President shall preside at all meetings of the Board of Directors and the Congregation.

(b) The President shall prepare and deliver an annual report on the state of the Congregation at the annual meeting of the Congregation.

(c) The President shall have the power to sign checks on behalf of the Congregation, with the counter-signature of the Treasurer or the counter-signature of the Corresponding Secretary.

(d) In the event of the death or disability of the Treasurer, the President shall have the power to direct the Congregation's bank to issue electronic checks upon the notification of such issuance, via email, to the Corresponding Secretary. The President shall retain such notification emails for a period of one (1) year.

(e) The President shall have access to all electronic accounts belonging to the Congregation, including without limitation gmail, PayPal and bank accounts.

(f) The President, after consultation with the Board, shall appoint the chairs of all committees.

3.7 Treasurer.

(a) The Treasurer shall receive all monies of the Congregation and shall pay all obligations of the Congregation in accordance with the approved budget of the Congregation or as authorized by the President or the Board.

(b) The Treasurer, in consultation with the Board and the Rabbi, shall prepare a proposed budget for the upcoming fiscal year and shall present it to the Board for approval at least twenty (20) days before the start of such fiscal year.

(c) The Treasurer shall cause to be prepared monthly cash flow statements and provide copies of such statements to all members of the Board. The Treasurer shall provide a hard copy of such monthly cash flow statement upon request to any member in good standing of the Congregation.

(d) The Treasurer shall cause to be prepared a comprehensive written financial report annually, no later than 45 days after the end of the fiscal year, and shall cause copies of such report to be provided to the Congregation.

(e) The Treasurer shall file all necessary reports with the State of Michigan when due.

(f) The Treasurer shall have the power to sign checks on behalf of the Congregation, with the counter-signature of the President or the counter-signature of the Corresponding Secretary.

(g) The Treasurer shall have the power to direct the Congregation's bank to issue electronic checks upon the notification of such issuance, via email, to the President and the Corresponding Secretary. The Treasurer shall retain such notification emails for a period of one (1) year.

(h) The Treasurer shall have access to all electronic accounts belonging to the Congregation, including without limitation gmail, PayPal and bank accounts.

3.8 Corresponding Secretary.

(a) The Corresponding Secretary shall, upon request, prepare and mail all correspondence on behalf of the Congregation, the Rabbi and the President, including all acknowledgements of donations and other necessary correspondence.

(b) The Corresponding Secretary and the Recording Secretary shall jointly chair a communications committee, which shall be responsible for (i) coordinating and preparing all mailings to the entire membership of the Congregation; (ii) sending weekly emails to the entire membership of the Congregation stating the time of Shabbat and/or Yom Tov services and upcoming events, if any; and (iii) updating and maintaining the Congregation's website.

(c) The Corresponding Secretary shall have the power to sign checks on behalf of the Congregation, with the counter-signature of the President or the counter-signature of the Treasurer.

(d) The Corresponding Secretary shall have access to all electronic accounts belonging to the Congregation, including without limitation gmail, PayPal and bank accounts.

(e)

3.9 Recording Secretary. The Recording Secretary shall record the actions of the Board of Directors, shall maintain a roster of members and shall perform such other duties as may be imposed by the President or the Board of Directors. The Recording Secretary shall jointly chair a communications committee with the Corresponding Secretary as provided in Section 3.8.

ARTICLE IV. - BOARD OF DIRECTORS

4.1 Members of the Board. The Board of Directors of the Congregation shall consist of the officers, past presidents who are members of the Congregation in good standing and three (3) additional members elected by the Congregation.

4.2 Gabbai. The Gabbai shall be appointed by the Rabbi and shall ensure the smooth running of the worship services by appointing attendees to lead prayers and undertake the various parts of the religious rituals; arranging, or delegating the responsibility for arranging, *baalei kriyah* for each service at which the Torah is read; and fulfilling the duties generally given to the gabbai of any similar congregation. The Gabbai shall be a full voting member of the Board.

4.3 Ex Officio Members. The Rabbi shall be an *ex officio* member of the Board.

4.4 Duties. The Board of Directors shall have custody of all property belonging to the Congregation and access to all books and records of the Congregation, and shall run the affairs of the Congregation subject to its articles and by-laws. The Board of Directors shall adopt a budget for each fiscal year, and shall have the power to approve, at a duly convened meeting, expenditures not otherwise budgeted in excess of One Hundred Fifty Dollars (\$150). The members of the Board shall recognize the necessity of and maintain the confidentiality which pertains to information regarding members of the Congregation to which they are privy by virtue of the positions they hold. At least every two (2) years, the Board shall engage a reputable, independent accounting firm or individual certified public accountant to perform an audit of the Congregation's books and records. The Board shall maintain appropriate levels of liability insurance for the Board and the Congregation. The Board may, in its discretion, form committees to assist in carrying out the aims and functions of the Congregation, which committees may be composed of any members of the Congregation willing to serve.

4.5 Meetings. The board shall meet regularly no fewer than four (4) times a year or at the call of the President. Reasonable written notice shall be given of each meeting of the Board. Meetings of the Board shall be open to any member of the Congregation in good standing. If business of the Board is required to be conducted between regular meetings, such business may be conducted by written consent in lieu of a meeting. Any meeting of the Board may be waived if there is business to be conducted at the time such meeting would otherwise take place.

4.6 Quorum. A simple majority of the Board shall constitute a quorum, except that a

lesser number may adjourn the meeting to a specified time and place.

4.7 Term. The three (3) members of the Board of Directors elected by the Congregation in accordance with the provisions of this Article IV shall be elected for a term of two (2) years. There is no limit to the number of terms a member of the Board so elected may serve.

4.8 Eligibility. Any member in good standing shall be eligible for election to the Board.

ARTICLE V. - ELECTIONS

5.1 Time. Elections for Board and officer positions shall be held during the month of May in even-numbered years, at the annual meeting of the membership of the Congregation. Any member in good standing who is entitled to vote but is unable to attend the meeting may vote by written proxy. The Board shall make blank proxy forms available to the Congregation reasonably in advance of any election.

5.2 Nominations Committee. Reasonably in advance of any election, the President shall appoint a Nominations Committee to consist of two (2) members of the Board of Directors and one (1) member of the Congregation who is not a member of the Board. The Committee will elect its own chairman. Except for the first Nominations Committee, at least one (1) member of the Nominations Committee shall have served as a member of the previous Nominations Committee.

5.3 Disqualifications from Office.

(a) No member of the Nominations Committee shall be nominated for the office of President. Any member of the Nominations Committee whose nomination for President is proposed by the Nominations Committee shall immediately (i) declare his unwillingness to be considered or (ii) resign from the Nominations Committee. In the event of such resignation the President shall appoint a member of the Congregation to fill the vacancy.

(b) Any member of the Nominations Committee whose spouse, parent or child is proposed for nomination to an office or to the Board shall absent himself from deliberation on that proposed nomination.

5.4 Report of Nominations Committee. The Nominations Committee shall prepare a report with a proposed slate of candidates. The Nominations Committee shall file its report with the Recording Secretary no fewer than twenty (20) days prior to the meeting of the Congregation at which elections are to be held. Further nominations may be made by filing same with the Recording Secretary no later than five (5) days before the election meeting. Such nominations shall be signed by no fewer than two (2) members in good standing. A copy of this section shall be distributed to the membership together with the report of the Nominations Committee promptly after receipt of such report by the Recording Secretary.

5.5 Balloting. Election to the Board or to office in the case of a contested election shall be by closed ballot. Election shall be by a majority of the votes cast for a particular office.

If no candidate receives a majority, the two (2) candidates receiving the largest number of votes shall be placed before the Congregation for further balloting.

ARTICLE VI. - RELIGIOUS WORSHIP AND CONDUCT

6.1 Rabbi. The Rabbi of the Congregation shall have been ordained by a halakhic ordaining institution or authority, specifically including, but not limited to, Yeshiva University, Yeshivat Chovevei Torah and Yeshivat Maharat. A Rabbi shall be deemed a Rabbi of the Congregation upon the vote of a simple majority of the members of the Congregation who are present or voting by proxy at the annual meeting as set forth in Article II.

6.2 Standards. All religious services shall be conducted according to halakha.

6.3 Questions. Questions of religious worship, conduct or halakha shall be determined by the Rabbi, except that in the event of a disagreement between one or more Rabbis of the Congregation, the Rabbis and the Congregation shall agree upon a mutually acceptable halakhic authority to whom such question may be addressed.

ARTICLE VII. - ADOPTIONS AND AMENDMENTS

7.1 Adoption. Adoption of these by-laws shall be by the existing Board at a meeting with due notice thereof. These by-laws are intended as an omnibus amendment to and replacement of, and shall repeal, any by-laws or resolutions previously adopted by the Board or the Congregation.

7.2 Proposed Amendments. The Board of Directors may initiate proposed amendments to these by-laws or any five (5) members of the Congregation in good standing may initiate proposed amendments by submitting them to the Board of Directors. The Board shall submit any such proposals to the Congregation together with a recommendation for adoption or rejection. Notice of proposed amendments shall be mailed at least twenty (20) days prior to the annual or special meetings at which they shall be considered for adoption, except that upon the approval of three-fourths (3/4) of the members present at such meeting, such time period may be waived provided that there shall have been at least five (5) days written notice to the Congregation that such proposed amendments would be considered at such meeting and that a waiver of the twenty (20) day requirement period would be sought.

7.3 Adoption of Amendments. For adoption, an amendment shall require a vote of the lesser of (a) three-fourths (3/4) of all members present at the meeting or (b) two-thirds (2/3) of the membership of the Congregation.

7.4 Effective Date. These bylaws shall take effect immediately.

7.5 Publication. A copy of these bylaws shall be made available on the Congregation's website or upon request to any Officer.