



## **BHBE Constitution**

We, the members of Beth Hillel Bnai Emunah an Illinois religious corporation (hereinafter the "Congregation") and Conservative Synagogue, in order to perpetuate the faith and religion of our ancestors; to promote harmony, peace and good will toward all humanity; to instill in our members and our children an understanding and appreciation of Jewish values, ideals and traditions; to embody the study of Torah; to establish public service and worship; to practice charity and good fellowship; do hereby adopt the following as our Constitution and By-Laws.

### **ARTICLE I NAME**

The name of this Congregation shall be BETH HILLEL BNAI EMUNAH.

### **ARTICLE II PURPOSE**

The purpose of this Constitution shall be to establish and maintain a Conservative Synagogue affiliated with the United Synagogue of Conservative Judaism, and Religious School (Academy); and to promote such additional religious, educational, cultural, social, and recreational activities that will help strengthen Judaism and Jewish values. This document will serve as the framework to allow our congregation to continuously evaluate our current practices and allow us to evolve within the thought processes of the Conservative movement.

### **ARTICLE III MEMBERSHIP**

Section 1. Any person of the Jewish faith may be eligible for membership. Eligibility is also available to an adult not of the Jewish faith residing in a household where one of the residents is of the Jewish faith. Such non-Jewish individuals will understand and accept the stipulations as detailed in Section 5 Item 1. For the purpose of this document, such households will be considered for a household membership.

Section 2. Candidates for single membership, household membership (two adults residing together), or associate status shall make a written application to the Congregation accompanied by such payment as the Board of Directors may require. The applications shall be referred to the Membership Committee and submitted by that Committee to the Board of Directors for approval at the next regular meeting.



## BHBE Constitution

Section 3. Honorary memberships may be conferred upon such deserving persons as the Board of Directors may determine. An honorary membership confers no rights, powers, benefits, or privileges of membership.

Section 4. As used herein, Membership Unit means a single membership or a household membership. A Membership Unit in good standing is a Membership Unit whose dues and other financial obligations to the Congregation are not in arrears. There shall be one individual member in a single Membership Unit and two adult individuals residing together in a household unit. For purposes of this Constitution and By-Laws, a household Membership Unit shall be deemed to be present, to vote, or to act if at least one individual in the household Membership Unit is present at a congregational meeting. Each individual adult in a household unit in good standing will have full and independent voting status at congregational meetings and be eligible for all privileges associated with membership as detailed in Section 5.

Section 5. All rights, powers, privileges, and benefits of the Congregation shall vest in all members in good standing. These include:

1. The privilege to worship in the Synagogue and to receive admittance for High Holy Day Services.
2. The right to schedule, celebrate, and observe life cycle events with access to the clergy and staff consistent with operational policies at the synagogue.
3. The right to attend all meetings of the membership.
4. The right to have one vote at all meetings of the membership.
5. Subject to Articles V, VI, VIII, and X the right to serve on the Board of Directors, hold office, and serve on Committees in the Congregation.
6. The right to enroll children in the various schools of the Congregation upon payment of such fees as may from time to time be established by the Board of Directors.
7. The right to have children celebrate B-Mitzvahs in the Synagogue, subject to such rules as may be established by the Board of Directors.
8. The right to receive electronic Yahrzeit notices that exist in our databases during their membership in good standing.
9. Consistent with the current guidance of the Conservative movement, individuals who are not of the Jewish faith are eligible to vote in all congregational meetings and may serve on congregational committees and the Board of Directors but may not serve as Executive Vice President, President, or Vice-President, Ritual and Religious Practice.

Section 6. Associate/Friend status will constitute a limited status in which geography and/or life circumstances prohibit or significantly limit individuals from participating directly and in person in the religious, social, and community activities of the synagogue. This category of membership



## BHBE Constitution

is limited to individuals or households who have been members in good standing for ten years or more concurrent to the change in membership status or within two years. Associate status confers no rights, powers, benefits, or privileges of membership upon the recipient as defined in Section 5 above. Associate status in good standing vests the individual with the privileges listed below:

- A. Worshiping in the Synagogue
- B. Receiving emails and other electronic communications from the Synagogue
- C. Participating in synagogue functions as a non-member
- D. Receiving electronic Yahrzeit notices

Additional privileges may be extended to associates based on the consensus of the Rabbi, Executive Director, and the President.

Section 7. A single, household, or associate member may resign from the Congregation by submitting a resignation in writing. A resignation shall be effective upon receipt.

Section 8. The financial obligations of a member unit /associate survive termination of the membership and resignation from the Congregation. Single, household, or associate members are not eligible for a prorated refund of unused membership dues at the time of termination.

Section 9. Over time, extenuating circumstances may arise for former members who request access to privileges and/or services that are available to members in good standing. Additional privileges and/or services may be considered and extended in response to such requests based on the consensus of the Rabbi, Executive Director, and the President.

## ARTICLE IV

### MEETINGS OF THE MEMBERSHIP

Section 1. A regular meeting of the membership units of the Congregation shall be held annually in May and at such other times as the Board of Directors may deem necessary, subject to notice as provided in Section 3.

Section 2. The membership units may, by written petition of 25 percent of the Membership Units in good standing, present to the President or other officer acting in the President's place, a request that a special meeting be called. A special meeting must be called and notice thereof given



## BHBE Constitution

within 10 days of receipt of a petition. The meeting must be held within 20 days after it is called, subject to the requirements of Section 3.

Section 3. Notice of a meeting of the membership shall be given not fewer than ten days prior to the date of the meeting. Notice of all matters to be voted upon shall be included in the notice.

Section 4. The membership, at any special meeting, may overrule any action of the Board of Directors; however, any overruling shall not affect the contract or other rights of persons relying in good faith on the action of the Board of Directors. Any overruling must be by a vote of 75 percent of the members eligible to vote and who are in good standing, and are in attendance in person or virtually.

Section 5. Twenty-five Membership Units in good standing shall constitute a quorum at any regular meeting, and 25 percent of the Membership Units in good standing shall constitute a quorum at any special meeting.

Section 6. In addition to in-person attendance, all Membership Units who are eligible to vote may participate in any meeting and be considered in attendance at any regularly scheduled meeting or any duly convened special meeting by means of a remote video conference call if persons participating and in attendance at the meeting have the ability for bidirectional visual and verbal communication and provided that the Synagogue's technical capabilities are fully operable. Only those in attendance as defined above may vote; voting by proxy cannot be accepted. Remote visual video participation shall constitute presence at the meeting and shall count in the determination of a quorum.

## ARTICLE V BOARD OF DIRECTORS

Section 1. The business and affairs of the Congregation shall be governed by its Board of Directors. The Board of Directors shall have the responsibility for the care, custody, and control of the real and personal property of the Congregation. It may authorize any officer or agent of the Congregation, in addition to officers so authorized by this Constitution and By-Laws, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Congregation. No officer, director, or member of the Congregation shall have the authority to bind the Congregation except an officer acting within the normal scope of office or a person specifically authorized by appropriate resolution adopted by the Board of Directors.

Section 2. The Board of Directors shall consist of the following directors:



## BHBE Constitution

1. A finite number of directors calculated as 3% of the total number of voting members. Fractional computations will be rounded up to the nearest whole number regardless of the size of the fraction. Directors will be elected by the membership ([Section 11](#)). To ensure that the membership is fairly represented, the total number of directors will always be in excess by two members of the sum total number of elected officers of the congregation and the Presidents of the Sisterhood and Men's Club.
2. The elected officers of the Congregation ([Article VI, Section 2](#)).
3. The President of the Men's Club.
4. The President of the Sisterhood.
5. The Immediate Past President of the Congregation.

In addition, on at least a quarterly basis or more frequently, the President of the Congregation shall invite a representative of our youth organizations (e.g., USY) or our youth programming to attend and report on their activities and programs. Attendance more frequently than quarterly will be at the discretion of the President. This individual(s) shall be a non-voting member of the Board of Directors and may be invited to participate in Board discussions that are relevant to youth programming.

Section 3. Except as otherwise provided in Sections 4 and 5, any member of the Congregation may serve as a director, but only during such time as the member is in good standing.

Section 4. No person shall serve as a director for more than six consecutive years (including any service as an Elected Officer), except that:

1. The six-year period is extended to the extent necessary to enable a person to serve as Executive Vice-President, President, Immediate Past President, President of the Men's Club, or President of the Sisterhood.
2. Any period of service by appointment pursuant to [Section 11](#) prior to being elected shall not count against the six-year limitation.

This Section is subject to [Article VI, Section 6](#).

Section 5. At least one year must elapse following service of the maximum number of consecutive years stated in Section 4 (giving effect to the exceptions) before a member may again become eligible to serve as a director. This Section is subject to [Article VI, Section 7](#).



## BHBE Constitution

Section 6. No more than one individual from a Membership Unit shall serve as a director at the same time, except that two individuals may serve simultaneously if one is serving as President of the Men's Club or Sisterhood.

Section 7. The Board of Directors shall hold regular monthly meetings.

Section 8. Special meetings of the Board of Directors may be called by the President and shall be called upon a petition signed by 25 percent of the directors and filed with the Secretary. Notice of all special meetings shall be given to all Board members. The notice shall specifically state the purpose of the special meeting. Notice of a special meeting called by the President shall be given within a reasonable time prior to the meeting. Notice of a special meeting called upon petition shall be given no later than ten days after the receipt of the petition by the Secretary, and the meeting shall be held within a reasonable time after notice is given.

In addition to in-person attendance, Members of the Board may participate and be considered in attendance at any regularly scheduled meeting or any duly convened special meeting by means of a remote video conference call if persons participating and in attendance at the meeting can have the ability for bidirectional visual and verbal communication and provided that the Synagogue's technical capabilities are fully operable. Only those in attendance as defined above may vote; voting by proxy cannot be accepted. Remote visual video participation shall constitute presence at the meeting and count in the determination of a quorum.

Section 9. Meetings of the Board of Directors shall be conducted in accordance with the most recent edition of Sturgis, The Standard Code of Parliamentary Procedure, to the extent not inconsistent with this Constitution and By-Laws. Sixty percent of the total board shall constitute a quorum.

Section 10. The vote of a majority of the members of the Board of Directors present and voting shall be required for the adoption of any matter, except that

1. A two-thirds vote of the entire Board shall be required for approval of (i) the removal of a director (Section 13). (ii) a liquidation, dissolution, or winding up of the affairs of the Congregation (Section 15). (iii) a director to fill the office of Executive Vice-President (Article VI, Section 4 or 5), and (iv) the initial engagement of a Rabbi (Article XII, Section 2).
  
2. A two-thirds vote of those present and voting shall be required for approval of the sale of the Synagogue building, (ii) the acquisition of a building for use as a Synagogue, (iii) a change in the name of the Congregation, (iv) a merger or other combination of the



## BHBE Constitution

Congregation with another Congregation, (v) any contract for the employment of any member of the Professional Staff for a period in excess of five years (Article XII, Section 2 or 3), (vi) early termination of an employment contract of a member of the Professional Staff (Article XII, Section 4) and (vii) a proposed amendment to this Constitution and By-Laws (Article XIII, Section 3).

The Board of Directors' approval of any matter specified in paragraph (A.)(ii) or (iv) or (B.)(i), (ii), (iii), (iv) or (vii) shall take effect only when ratified by two-thirds of the members in good standing who are present and voting at a special meeting of the membership called for that purpose.

Section 11. Each year at its annual meeting, the membership, pursuant to Article VIII shall elect new directors, each for a two-year term. The number of directors to be elected will be reevaluated and revised prior to the establishment of a Nominating Committee for that year. The number of Directors to be elected that year will be calculated as half of the 3% of the total number of voting members. In the event of a vacancy due to death, resignation, disqualification, or removal of a director elected pursuant to this Section, the President shall have the discretion to appoint a member in good standing to fill the vacancy to serve until the June 30 immediately following. The membership shall elect a person to fill any unexpired portion of the vacant term at the annual meeting immediately following the vacancy.

Section 12. The Board of Directors may, by a vote of two-thirds of the entire Board, remove any director for good cause shown. However, any director who fails to attend three consecutive meetings of the Board, or six meetings of the Board within any 12 month period, without the prior approval of the President, will be considered for removal as a member of the Board of Directors by a majority vote of the entire Executive Board. The unexpired term of a director removed under this section shall be filled pursuant to Section 11, except that if the President of the Men's Club or Sisterhood is removed pursuant to this Section, the unexpired term may be filled by appointment by the involved affiliate. This section is subject to Article VI, Section 9 concerning removal of Elected Officers.

Section 13, Subject to Sections 10 and 14. the Board of Directors may bargain, sell, convey, assign, transfer, lease, let or mortgage, with or without waiver of the right to redeem, bond or otherwise dispose of any and all property whatsoever belonging to the Congregation, upon such terms and conditions, and in such manner as may from time to time be deemed proper in the judgment of the Board of Directors. The Board of Directors must be given 10 days' notice before such action may be considered.



## BHBE Constitution

Section 14. In the event of the liquidation, dissolution or winding-up of the affairs of this Congregation (Section 10), all of its assets and property of every nature and description remaining after the payment, satisfaction and discharge of all of its liabilities and obligations, shall be paid over and/or transferred to one or more other congregations affiliated with the United Synagogue of Conservative Judaism (or its successor) and organized and operated in the United States for a similar tax-exempt purpose. The Board of Directors is hereby charged with the duty and responsibility of affecting compliance with this Section.

Section 15. The Board of Directors may establish such classes of membership as may be necessary, at its discretion, and may fix the annual dues and other fees of each class.

Section 16. The Board of Directors shall authorize in advance any and all fundraising activities of or by the Congregation (excluding the Men's Club and Sisterhood) expected to exceed \$5000 in costs to initiate such efforts and there shall be no such fundraising activities without prior authorization of the Board of Directors.

Section 17. Any application for membership submitted to the Board of Directors by the Membership Committee pursuant to Article III, Section 2, may be placed on the agenda. Any recommendation for action submitted to the Board of Directors by the Executive Board may be placed on the consent agenda except the following, which must be placed on the regular agenda:

1. A matter specified in Section 10;
2. Approval of the Congregation's annual budget;
3. The expenditure of an amount in excess of one percent of the Congregation's budget;
4. The incurring of debt by the Congregation;
5. The sale or acquisition of a parsonage;
6. Approval of a capital campaign;
7. Fixing of membership dues or other fees;
8. Acceptance of a gift to the Congregation which is contingent upon the granting by the Congregation of naming rights to a Congregation property or program;

## ARTICLE VI OFFICERS

Section 1. Responsibility for carrying out policies of the Congregation as established by the Board of Directors shall be vested in the officers.



## BHBE Constitution

Section 2. The Elected Officers of the Congregation shall be: President, Executive Vice-President, Vice-President (Youth Education and Engagement), Vice-President (Ritual and Religious Practice), Vice-President (Advancement and Development), Vice-President (Community Engagement), Vice-President (Finance), Treasurer, Secretary

Section 3. Officers of the Congregation shall be elected bi-annually by the membership, pursuant to Article VIII. for a two-year term commencing on July 1 immediately following their election.

Section 4. In the event of a vacancy in an elected office (excepting the office of President) due to death, resignation, disqualification, or removal, the President shall appoint, subject to the approval of the Board of Directors, a member of the Board of Directors to fill the vacancy for the unexpired portion of the vacant term. However, the filling of a vacancy in the office of Executive Vice President shall be subject to the approval of two-thirds of the entire Board of Directors.

Section 5. In the event of a vacancy in the office of President due to death, resignation, disqualification, or removal the Executive Vice-President shall assume the office of President for the unexpired portion of the vacant term. The new President shall appoint, subject to the approval of two-thirds of the entire Board of Directors, a member of the Board of Directors to fill the office of Executive Vice-President for the unexpired portion of the vacant term.

Section 6. No person shall serve more than four consecutive years as an Elected Officer of any kind, except that:

- A. The four-year period is extended to the extent necessary to enable a person to serve successive terms as a Vice-President and one term as President;
- B. Any term of service as an officer appointed to fill a vacancy pursuant to Section 4 shall not count against the four-year limitation if the term occurs prior to being elected.

Section 7. At least one year must elapse following service of the maximum number of consecutive years stated in Section 6 (giving effect to the exceptions) before a member may again become eligible to serve as a director.

Section 8. The powers and duties of the officers are as follows. An officer may request to have specific responsibilities delegated to another individual with the endorsement of the President. In the event this option is executed, the officer who requests to have the individual accept the assignment in their place shall retain the responsibility for the appropriate execution of the



## BHBE Constitution

position. As a person serves a full term as an elected officer, they become eligible to fill the role of President.

### President

- A. Shall be the Chief Executive Officer of the Congregation
- B. Shall enforce all provisions of this Constitution and By-Laws and the resolutions and policies adopted by the Board of Directors.
- C. Shall serve as Chairperson of the Board of Directors.
- D. Shall sign all contracts and documents binding the Congregation upon authorization by the Board of Directors.
- E. Shall appoint and may remove the Chairpersons of all Committees, except the Nominating Committee; shall appoint, with the approval of the Executive Board, special Committees as and when they are needed; may appoint a parliamentarian from among the directors; shall serve as an ex-officio member of all Committees except the Nominating Committee; and shall appoint with the approval of the Board of Directors, representatives to all bodies to which the Congregation may be entitled to representation.
- F. Shall preside at all meetings of the Congregation.
- G. Shall preside at meetings of the Executive Board, and shall report the actions, decisions and conclusions reached during meetings of the Executive Board to the Board of Directors at its next regular meeting.
- H. Shall be designated as one of the authorized signatories on all financial accounts maintained by the Congregation, other than accounts maintained by the Sisterhood or Men's Club.
- I. Shall oversee the performance reviews of the Rabbi, and, in conjunction with the Rabbi, of the Cantor. Shall oversee the performance review of the Executive Director.

### Executive Vice-President

- A. Shall, in the absence of the President, or in the event of the inability or refusal of the President to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.



## BHBE Constitution

- B. Shall be designated as one of the authorized signatories on all financial accounts maintained by the Congregation, other than accounts maintained by the Sisterhood or Men's Club; and shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- C. Shall serve as an ex-officio member of all Committees, except the Nominating Committee.
- D. Shall collaborate with the Executive Director on matters related to administrative functions, personnel/ human resource policies and issues, and programming.
- E. Shall act as a liaison between the Board of Directors and the Executive Director; shall be appointed to any Committee formed in connection with the engaging or retention of an Executive Director pursuant to Article XII.
- F. Shall serve as the liaison to the Board of Directors for activities related to Publicity, Public Relations, and Social Media.

### Vice-President, Youth Education and Engagement

Shall serve as Chairperson of the Academy Board; shall be appointed to any Committee formed in connection with the engaging or retention of an Educational Director pursuant to Article XII; work collaboratively with other staff members and appointed individuals under the leadership of the Rabbi regarding policy and programming of all the Congregation's youth activities (including but not limited to overseeing and distribution of funds for travel to Israel and summer camp, synagogue participation in USY or other tween/teen programing, Littles Program, Tot Shabbat, Junior Congregation, and planning Camp Shabbat, Purim and Hanukkah youth programs, college-age programing and outreach) and to participate with the Rabbi in making recommendations to the Board of Directors on the engaging or retention of any salaried or volunteer staff member and be appointed to any Committee formed in connection with the retention or engaging of a Youth Director; participate in preparing an annual budget for youth activities to be submitted to the Budget and Finance Committee and shall perform all of the duties incident to the office of Vice-President, and such other duties as from time to time may be assigned by the President or the Board of Directors.

### Vice-President, Ritual and Religious Practice



## **BHBE Constitution**

Shall serve as Chairperson of the Ritual Committee; shall be appointed to any Committee formed in connection with the engaging, review or retention of a Rabbi, Assistant Rabbi, or Cantor, shall serve as an Ex Officio on the Learning Curve Committee and Israel Affairs Committee; and shall perform all of the duties incident to the office of Vice-President, and such other duties as from time to time may be assigned by the President or the Board of Directors.

### Vice-President, Community Engagement

Shall serve as an Ex Officio member on the following Standing Committees: Leadership Development, Social Action, LGBTQ+ Inclusion, Kulanu, Interfaith, and Environment. Shall serve as Chairperson of the Membership and Retention Committee. This position shall perform all of the duties incident to the office of Vice-President, and such other duties as from time to time may be assigned by the President or the Board of Directors.

### Vice President, Finance

Shall serve as the Chairperson of the Finance and Budget Committee and Chairperson of the Investment Committee; shall work collaboratively with the Treasurer, Officers, Board of Directors and Executive Director to oversee and strategize the financial needs of the Synagogue; shall be advisory to the Treasurer to evaluate financial performance relative to the budget and, in general, shall perform all of the duties incident to the Vice President, and such other duties as from time to time may be assigned by the President or the Board of Directors.

### Vice President, Advancement and Development

Shall serve as Chairperson of the Advancement and Development Committee; shall plan and oversee all fund-raising activities/events and special fundraising campaigns (excluding those of the Sisterhood and Men's Club); shall have oversight of the Legacy Circle Committee and other programming or grant writing/submission for the realization of other revenue for the Congregation; and, in general, shall perform all of the duties incident to the Vice President, and such other duties as from time to time may be assigned by the President or the Board of Directors.

### Secretary



## BHBE Constitution

Shall record, and direct the Executive Director to retain a permanent record of, the minutes of all meetings of the membership and of the Board of Directors; shall be custodian of the corporate records and of the corporate seal of the Congregation; shall see that all notices are duly given in accordance with the provisions of this Constitution and By-Laws and, in general, shall perform all of the duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the President or the Board of Directors. Shall act as a liaison to the Board of Directors for the purpose of coordinating and assisting committee chairpersons report at least two times a year to the Board of Director and with consensus of the committee chairperson on an as needed basis.

### Treasurer

Shall be responsible for all funds and securities of the Congregation; shall be designated as one of the authorized signatories on all financial accounts maintained by the Congregation, other than accounts maintained by the Sisterhood or Men's Club; and, in general, shall perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 9. An Elected Officer may be removed from office by removing the person as a director pursuant to Article V, Section 13. However, the Elected Officer must be given at least 21 days' advance notice prior to a vote on the person's removal, and the unexpired term shall be filled pursuant to Section 4 or 5, as applicable.

## ARTICLE VII EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the Elected Officers, the Immediate Past President, the President of the Men's Club, and the President of the Sisterhood.

Section 2. The Executive Board shall meet at regular intervals as determined by the President and at such other times as the President may designate. It shall consider matters that require attention between meetings of the Board of Directors; it shall submit recommendations concerning these matters for action by the Board of Directors; it shall consider such matters as the President or the Board of Directors may from time to time designate; and it shall recommend appropriate action to the President or the Board of Directors concerning these matters.



## BHBE Constitution

### **ARTICLE VIII NOMINATIONS AND ELECTIONS OF OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** The Nominating Committee shall consist of a Chairperson and eight other members, five of whom shall be members of the Board of Directors and three of whom shall be members of the Congregation at large who have served or are serving on at least one Committee.

**Section 2.** Each year, at its regular February meeting, the Board of Directors shall elect the members and the Chairperson of the Nominating Committee. The Secretary shall give notice of the election to all Board members at least two weeks prior to the meeting. The notice shall include a copy of the following Section.

**Section 3.** Nominations for the Nominating Committee shall be made at the meeting at which the election is to be held and may be made by any member of the Board of Directors, provided that the person being nominated must consent to serve on the Committee. Consent to serve may be given in writing to the Secretary prior to the meeting or orally (including telephonically) at the meeting. A person giving consent shall specify the category or categories (Chairperson, member coming from the Board, or member coming from the Congregation at large) in which the person consents to serve.

**Section 4.** Election to the Nominating Committee shall be for a one-year term. No member of the Nominating Committee shall serve more than two consecutive years.

**Section 5.** The Nominating Committee shall prepare a slate of officers and/or a slate of the required number of directors to be elected and shall notify the membership of this slate not less than 30 days prior to the annual meeting of the membership.

**Section 6.** Additional nominations may be made by the filing of a petition with the Chairperson of the Nominating Committee at least 15 days prior to the election. The petition shall be signed by the nominee and by not less than 20 Membership Units and shall specify the position for which the nominee is being nominated. The Chairperson of the Nominating Committee shall, not later than ten days prior to the election, notify the members of the Congregation of all additional nominations duly made.

**Section 7.** In elections for officers, and in elections for directors to fill the remainder of a term (Article V, Section 11), the candidate receiving a majority of votes cast shall be deemed elected. If no candidate receives a majority, a run-off election shall immediately be held between the candidates receiving the highest number of the votes and the winner of the run-off shall be



## BHBE Constitution

deemed elected. The President (or other person presiding over the meeting) shall be ineligible to vote in the run-off election; however, in the event of a tie, the President shall decide the outcome by breaking the tie.

Section 8. In elections for directors other than officers, a single election shall be held among candidates for a full term. If the number of candidates nominated exceeds the number to be elected:

1. Each member in good standing shall vote for a number of candidates equal to or less than the number of directors to be elected, and those candidates (equal to the number to be elected) who receive the highest number of votes shall be deemed elected.
2. The President (or other person presiding over the meeting) shall be ineligible to vote; however, in the event of a tie, the President shall decide the outcome by breaking the tie.

Section 9. Installation of officers and directors shall take place within 30 days after election, and their term shall commence on July 1 immediately following the election.

## ARTICLE IX INDEMNIFICATION OF OFFICERS, TRUSTEES, DIRECTORS, EMPLOYEES AND AGENTS

Section 1. 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 the person is or was a trustee, director, officer, employee or agent of the Congregation or any of its affiliates, or who is or was serving at the request of the Congregation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, 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 the person 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 the 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 the person 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 the conduct was unlawful.



## BHBE Constitution

### Section 2.

1. 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 trustee, director, officer, or uncompensated agent of the Congregation or any of its affiliates, or is or was serving at the request of the Congregation as a trustee, director, officer, or uncompensated agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses 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 such person reasonably believed to be in, or not opposed to, the best interests of the Congregation, provided that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for willful and wanton misconduct in the performance of such person's 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.
  
2. 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 an employee or compensated agent (other than a trustee, director or officer) of the Congregation or any of its affiliates, or is or was serving at the request of the Congregation as an employee or compensated agent (other than a trustee, director or officer) of another corporation, partnership, joint venture, trust or other enterprise, against expenses 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 such person reasonably believed to be in, or not opposed to, the best interests of the Congregation, provided that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence, recklessness or willful and wanton misconduct in the performance of such person's 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.



## BHBE Constitution

Section 3. To the extent that a present or former trustee, director, officer, agent, or employee 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 or 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Congregation.

### Section 4.

1. Any indemnification under Section 1, 2, or 3 (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon a determination to be made in a reasonably timely manner that indemnification of the present or former trustee, director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1, 2, or 3, including any requirements of the reasonableness of amounts incurred for expenses or for liability (whether by way of settlement or judgment). Such determination shall be made as follows:

1. By the majority vote of the directors who are not and were not parties to such action, suit or proceeding, if such non-party directors comprise at least one-half of the directors then sitting on the Board;
2. If paragraph (1) does not apply, by a written opinion rendered by a former judge of any Illinois or federal court. To be chosen by a majority vote of directors who are not and were not parties to such action, suit or proceeding, if there are any such directors, even though such directors do not constitute a quorum; or
3. If neither paragraph (1) nor paragraph (2) applies, by a majority of the disinterested members in good standing who are present and voting at a special meeting called for that purpose.

Nothing in this subsection shall preclude any person who has been denied indemnification by the Congregation under the procedures set forth in this Article from seeking a judicial determination of a right to indemnification under this Article in a court of competent jurisdiction.

2. Any person who may seek indemnification under the terms of this Article shall promptly inform the President of the Congregation in writing of any action, suit, or proceeding filed or threatened against the person, and shall promptly respond to all reasonable requests by the Congregation for information about the status of the suit or threatened



## BHBE Constitution

suit. A prospective indemnitee shall promptly inform the President of the Congregation of any and all settlement offers and demands as made. The Congregation may propose that the prospective indemnitee offer to settle the suit or threatened suit on specified terms, including: an amount to be paid by the Congregation to the complainant; a general release running to the prospective indemnitee and to the prospective indemnitee's heirs, executors, administrators, successors and assigns; and a covenant not to sue running to the same persons.

3. In considering whether the amounts for which such person seeks to be indemnified were reasonably incurred, the Congregation shall consider, among other things: whether the prospective indemnitee performed his or his obligations under this Section; whether the prospective indemnitee made an offer of settlement as proposed by the Congregation under this Section; and any limitations on liability contained in the Illinois Religious Corporation Act or otherwise under the law.
4. Notwithstanding paragraph (c), it shall be a condition for obtaining indemnification under this Article in connection with an action, suit or proceeding that has been filed that the prospective indemnitee inform the President in writing of the action, suit or proceeding within forty-five (45) days of service of process upon the prospective indemnitee giving notice of the pendency of the action, suit or proceeding; provided, however, that this condition may be waived by the Board of Directors.

Section 5. Expenses incurred by a trustee, officer, director, employee, or agent 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 vote of the disinterested directors in the specific case, upon receipt of an undertaking by or on behalf of the trustee, officer, director, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Congregation as authorized in this Article. Such expenses incurred by former trustees, directors, and officers or other employees and agents may be so paid on such terms and conditions, if any, as the Congregation deems appropriate.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be or become entitled under any agreement, vote of the membership or 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 or position, and shall continue as to a person who has ceased to be a trustee, director, officer,



## BHBE Constitution

employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. The Congregation may purchase and maintain insurance on behalf of any person who is or was a trustee, director, officer, employee, or agent of the Congregation, or who is or was serving at the request of the Congregation as a trustee, 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 such person's status as sue whether or not the Congregation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8. If the Congregation indemnifies or advances expenses under Sections 2 and 5 of this Article to a trustee, director, officer, employee or agent, the Congregation shall report the indemnification or advance in writing to the membership with or before the notice of the next meeting of the membership.

Section 9. In the event of a merger, for purposes of this Article, references to "the Congregation" shall include, in addition to the surviving Congregation, any merging congregation or corporation (including any congregation or corporation having merged with a merging congregation or corporation) absorbed in a merger which if its separate existence had continued, would have had the power and authority to indemnify its trustees, directors, officers, employees or agents, so that any person who was a trustee, director, officer, employee or agent of such merging congregation or corporation, or was serving at the request of such merging congregation or corporation as a trustee, director, officer, employee or agent of another congregation or corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving Congregation as such person would have with respect to such merging congregation or corporation if its separate existence had continued.

Section 10. For purposes of this Article, references to "other enterprise" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; references to "serving at the request of the Congregation" shall include any service as a trustee, director, officer, employee or agent of the Congregation which imposes duties on, or involves services by such trustee, director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and references to "expenses" shall include attorneys' fees. A person who acted in good faith and in a manner the person reasonably believed to be in the best interests of the participants and beneficiaries of an



## BHBE Constitution

employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Congregation" as referred to in this Article.

Section 11. Notwithstanding anything in this Article to the contrary, the indemnification provisions contained in this Article shall extend to and cover any officer, trustee, director, employee, agent, or Member of the Congregation who is a trustee or custodian of any segregated or endowed funds of the Congregation or who has management or investment authority over any such fund, including, but not limited to, the "Beth Hillel Endowment Fund" or successor thereof, any pension fund for any present or former employee of the Congregation, and any Fund now or hereafter on the books and records of the Congregation.

## ARTICLE X STANDING COMMITTEES

Section 1. Upon entering a term of office, the President shall appoint the Chairpersons of the following Standing Committees:

1. Academy Board
2. Learning Curve
3. Budget and Finance
4. Environmental
5. Israel Affairs
6. Membership and Retention
7. Publicity and Public Relations
8. Ritual
9. Social Action
10. Advancement and Development
11. Youth
12. Kulanu
13. Interfaith
14. Investment and Endowment
15. LGBTQ+

The Board of Directors may increase or diminish the number of Standing Committees as in its judgment may become necessary to best serve the interests and needs of the Congregation.

Section 2. The duties and functions of the Standing Committees shall be as follows:



## BHBE Constitution

- A. Academy Board: To establish and to implement matters of policy affecting all Congregational schools subject to the approval of the Board of Directors; to make recommendations to the Board of Directors on the engaging and retention of an Educational Director; and to prepare an annual budget to be submitted to the Budget and Finance Committee.
- B. Learning Curve: To formulate and administer programs for continuing education of the adult members of the congregation; and to prepare an annual budget to be submitted to the Budget and Finance Committee.
- C. Budget and Finance: To prepare and recommend an annual budget of the financial requirements of the Congregation; to submit a copy of the proposed budget for the ensuing year to each member of the Board of Directors at least ten days prior to the meeting designated for discussion of the budget; to periodically supervise the administration of the budget and to submit reports to the Board of Directors on the status of the Congregation's finances; to audit or arrange for an audit to be made of the receipts and expenditures of the Congregation at the expiration of each fiscal year.
- D. Environmental: To promote within the Congregation an awareness of Jewish sources requiring respect for the natural environment; to disseminate information about news and issues affecting the natural environment; to plan and to administer educational and practical programs within the Congregation to promote the protection of the natural environment; and to act as a liaison between the Congregation and other organizations working to protect the natural environment
- E. Israel Affairs: To monitor and to disseminate to the Congregation news affecting the welfare of the State of Israel; to arrange for participation by the Congregation in local and regional programs relating to Israel; to act as a liaison between the Congregation and the Israeli consulate and other agencies of and within the State of Israel; and to plan and to administer Congregational programs to foster an interest in and identity with the land and people of Israel.
- F. Membership and Retention: To plan and supervise programs to obtain new members and to retain the present membership, and to investigate and examine applications for membership and to report thereon to the Board of Directors in accordance with this Constitution and By-Laws (Article III, Section 2).



## BHBE Constitution

G. Publicity and Public Relations: To disseminate information to the members of the Congregation and to the community concerning the functions and activities of the Congregation and of its Professional Staff; to edit and print publications of the Congregation; and to supervise the release of news events and information concerning the Congregation.

H. Ritual: To assist, with the advice and consent of the Rabbi, in the conduct of religious services of the Congregation; to assist participants in all religious services and to care for all sacred and ritual properties of the Congregation; to arrange for daily Minyanim in the Congregation and for special home observance; and to greet, usher, and supervise the seating of all persons attending religious functions.

I. Social Action: To study such public issues that are related to the ethical and moral insights of Judaism; to foster a closer identity and bond with our fellow Jews and their needs; and to recommend to the Board of Directors appropriate measures for dealing with those issues.

J. Advancement and Development: To plan and supervise development and realization of revenue for the Congregation; and to coordinate all fundraising events of the Congregation (Excluding those sponsored by Sisterhood or Men's Club).

K. Youth: To make policy, coordinate and act in an overall supervisory capacity for all of the Congregation's youth activities; to maintain liaison with the national and regional youth commissions and departments; to make recommendations to the Board of Directors on the engaging or retention of a professional Youth Director and Youth Advisors, and to supervise the activities of the Youth Director, and to prepare an annual budget for youth activities to be submitted to the Budget and Finance Committee. The Chairperson shall be appointed to any Committee formed in connection with the retention or engaging of a Youth Director pursuant to Article X.

L. LGBTQ+ Inclusion: To promote a welcoming, inclusive community at BHBE for all LGBTQ+ individuals and to provide a safe and integrated environment for all to fully participate in all aspects of synagogue social and religious life.

M. Kulanu: To create outreach to and a welcoming community for all individuals with special abilities and their families and to provide programming to include individuals with special abilities and allow those individuals to actively participate in synagogue social and religious life.



## **BHBE Constitution**

N. Interfaith: To advance a welcoming environment to address the needs of families with interfaith members, helping to ensure that our synagogue is welcoming to all and providing resources to strengthen both family and Jewish life.

O. Investment and Endowment: To oversee the financial performance of the Synagogue investments and endowments relative to the market and to evaluate the performance of any of our hired investment companies or agents.

P. Leadership Development: To identify and facilitate engagement of new and existing congregants based on their interests, skills, and vocation/occupations with the goal of connecting them with committees and leadership opportunities.

Section 3. The Chairperson of each Standing Committee shall appoint its members.

Section 4. Meetings of a Standing Committee may be called by the Chairperson of the Committee or by the President.

Section 5. Each Chairperson of a Standing Committee shall prepare an annual written report summarizing the activities of the Committee during the preceding year. The reports shall be filed with the Board of Directors in April of each year.

Section 6. Each standing committee will report to the Board and Executive Board as needed but no less than once annually. As detailed in Article XI, each standing committee will report in liaison with a designated Vice President.

## **ARTICLE XI PRESIDENT'S COUNCIL**

Section 1. The President's Council shall consist of the President of the Congregation and all Past Presidents who are members in good standing. The President's Council shall meet at least twice a year at a time designated by the President, who will report to the President's Council the state of the Congregation and the President's plans for its future. The President's Council shall be available to counsel the President of the Congregation. A meeting of the President's Council may be called by any of its members upon reasonable notice to the remaining members

## **ARTICLE XII PROFESSIONAL STAFF**



## BHBE Constitution

Section 1. As used herein. "Professional Staff" means a Rabbi, Assistant Rabbi, Cantor, Educational Director, Executive Director, and Youth Director.

Section 2 The initial selection of a clergy member shall be by a two-thirds vote of the entire Board of Directors, whose vote must be ratified by two-thirds of the members in good standing who are present and voting at a special meeting called for that purpose. The initial engagement of all other members of the Professional Staff shall be a majority vote of the Board of Directors present and voting; however, approval of any contract for the employment of any member of the Professional Staff for a period in excess of five years shall require a two-thirds vote of the directors present and voting at a special meeting of the Board of Directors called for that purpose.

Section 3. At least six months prior to the expiration of the employment contract of any member of the Professional Staff, the Board of Directors shall vote whether the Congregation shall enter into negotiations for a new contract. If the Board of Directors votes to enter into negotiations, the President shall appoint a Committee to negotiate the contract. Approval of renewals of contracts of all members of the Professional Staff shall be by a majority vote of the directors present and voting; however, approval of any contract for the employment of any member of the Professional Staff for a period in excess of five year shall require a two-thirds vote of the directors present and voting at a special meeting of the Board of Directors called for that purpose.

Section 4. The termination of an employment contract of a member of the Professional Staff prior to the expiration of the contract shall require a two-thirds vote of the directors present and voting at a special meeting of the Board of Directors called for that purpose.

## ARTICLE XIII AMENDMENTS

Section 1. Any director may submit a proposed amendment to this Constitution and By-Laws to the Board of Directors upon the proponent's signature. An amendment may be submitted and voted upon at the same meeting.

Section 2. A member in good standing may submit a proposed amendment to this Constitution and By-Laws to the President by a petition signed by at least 25 Membership Units. The President shall submit the proposed amendment to the Board of Directors at its next regular meeting. The Board of Directors shall vote on the proposed amendment at its next regular meeting following the meeting at which the proposed amendment was submitted to the Board.



## **BHBE Constitution**

Section 3. A vote of two-thirds of the directors present and voting is required for approval of a proposed amendment. Within sixty days after the Board of Directors approves a proposed amendment, a meeting of the membership shall be held upon notice to all members. The notice of the meeting shall include a copy of the proposed amendment. The proposal shall be declared adopted if it is favored by two-thirds of the members in good standing who are present and voting.

### **ARTICLE XIV NOTICES**

Any notice permitted or required to be given by this Constitution and By-Laws shall be given by a means that normally would result in the receipt of the notice within three days after it is sent. A notice that is sent by first-class mail or is sent to the e-mail address of the intended recipient on file with the Congregation is deemed to be given by such a means.

### **ARTICLE XV EFFECTIVE DATE AND TRANSITION**

Section 1. This Constitution and By-Laws shall become effective immediately upon its approval by the membership, at which time all prior Constitutions and/or By-Laws, including any amendments thereto, shall be repealed. Notwithstanding the foregoing, the terms of officers and directors serving on the effective date of this Constitution and By-Laws shall continue in accordance with the Constitution and By-Laws in effect immediately before the effective date; however, any vacancy due to death, resignation, disqualification or removal of an elected director shall remain unfilled.

Section 2. Notwithstanding anything in this Constitution and By-Laws to the contrary, this Section shall apply in order to effect an orderly transition from the Constitution and By-Laws in effect immediately before the effective date. This Constitution and By-Laws shall determine the positions to be filled by the elections, and the conduct of the elections, to be held at the 2024 annual meeting of the membership.