

BETH EMET THE FREE SYNAGOGUE

CONSTITUTION AND BY-LAWS

(As Amended November 17, 1975; March 11, 1979;
March 8, 1987; March 8, 1992; March 13, 1994, March 13, 2005, June 23, 2008, and July 16, 2014)

A Religious Corporation organized under and by virtue of the laws of the State of Illinois, duly incorporated under the provisions of an Act concerning corporations approved April 18, 1872, as amended. In accordance with the provisions of that Act, an affidavit of incorporation was filed and recorded on February 1, 1950, in the Office of Recorder of Deeds of Cook County, Illinois, as Document No. 14726437 in Book 1995, Page 534.

Preamble

We, members of Beth Emet the Free Synagogue, dedicate ourselves to the following principles:

1. Judaism is a way of life which we seek to pursue in a broad range of human experience personal and collective, in worship, in study, in the home, in business, and in the community.
2. We seek to enrich and increase the Jewish content of our personal and group existence. In this spirit we strive to create new forms of worship, observance, and Jewish expression which will aid us in our search for spiritual growth. We shall encourage one another to make creative contributions to this objective.
3. We recognize the universal character of Judaism as a religious civilization. To that end, the Congregation shall actively concern itself with the total life of the Jewish community and exercise its influence for the betterment of the Jewish community. It shall also contribute to the welfare of civic life.
4. The Congregation shall actively apply the ethical teachings of Judaism to the issues of our society.
5. The Rabbi of our Congregation shall enjoy freedom to preach and to teach.

ARTICLE I

Name

The Congregation shall be known as "Beth Emet the Free Synagogue," a Reform Synagogue affiliated with the Union for Reform Judaism.

ARTICLE II

Mission

The mission of Beth Emet is to enrich and expand the Jewish content of members' lives through worship, study, and fellowship opportunities; to promote the integration of Jewish religious and ethical teachings into members' daily lives; and to collectively apply these teachings to the betterment of society and the broader Jewish community.

ARTICLE III

Membership

Section 1. Eligibility.

Membership in the Congregation is available to Jews and Jewish families. A non-Jewish spouse, or a non-Jewish child, is welcome to the fellowship of the Congregation and is encouraged to participate in its activities; however, he or she may not serve as officer, Board member, or committee chair, or vote in the Congregation or any of its committees or auxiliaries.

Section 2. Dues and Assessments.

The amount and manner of payments of annual dues and fees for membership shall be determined by the Board of Trustees ("Board"). Any special assessments in addition to annual dues and fees shall be required to be approved first by the Board and then by a majority vote of the Congregation present at a meeting duly assembled. The fiscal year shall begin on July 1 of each year.

Section 3. Rights of Members.

Each adult member in good standing has the following privileges, except as specified in Section 1 above:

- a) The right to participate in all activities held under the auspices of the Synagogue.
- b) The right to vote at all meetings of members and to sign all petitions.
- c) The right to have one's Jewish children receive religious education and attain B'nai Mitzvah and Kabbalat Torah in the Synagogue upon compliance with the applicable requirements.
- d) The right to have seats at all religious services, including the High Holy Days, as determined by the Board from time to time.
- e) The right to attend any meeting of the Board, but shall not have the right to vote unless duly elected as a Board Member.

Section 4. Non-Voting Members.

Students who complete Kabbalat Torah shall become members of the Synagogue without the right to vote or hold an elective position and shall retain this status at the discretion of the Board.

Section 5. Delinquent Members.

The Board of Trustees may formulate policies concerning the status of members who are delinquent in payment of dues or assessments, or be permitted to delegate the formulation of such policies to the Rabbi, the Synagogue's executive director or other persons employed by the Synagogue.

Section 6. General.

Each person now being or hereafter becoming a member of the Congregation agrees by the renewal or acceptance of membership to submit to the provisions of this Constitution and By- Laws, and to be bound thereby.

ARTICLE IV

Board of Trustees

Section 1

The Synagogue's governing body shall be a Board of Trustees which shall consist of all of the Synagogue's officers, twenty-four (24) trustees elected pursuant to Article XVIII hereof, not more than three (3) trustees elected pursuant to Section 3 of this Article IV, the presidents of the Beth Emet Foundation and the Beth Emet Senior Youth Group, and such other members hereinafter provided for.

Section 2

Trustees shall be elected annually for a term of one year and they shall serve until their successors shall have been elected and installed. Trustees shall be limited to three (3) successive terms, after which there shall be a lapse of at least one (1) year before they are again eligible for election to the Board under the provisions of Article XI. Service as an officer or as a trustee by virtue of election under the provisions of Section 3 of this Article IV shall not be deemed part of the three-term limit for purposes of this Section.

Section 3

Upon the recommendation of the President, the Board of Trustees may elect one (1) or more members, not to exceed three (3) in any one year, who shall serve as Trustees until the next annual meeting.

Section 4

All past Presidents of the Synagogue who are in good standing as members of the Synagogue shall be members of the Board. With the exception of the immediate past President, they shall not have the right to vote.

Section 5

If a position on the Board becomes vacant between annual elections, the President shall nominate a successor who upon election by the Board shall take office for the balance of the unexpired term. Such period of service shall not be considered one of the three (3) one-year terms specified in Section 2 of this Article, and such nomination shall not be considered a nomination pursuant to Section 3 of this Article IV.

ARTICLE V

Officers

Section 1

Officers of the Congregation shall be a President, First Vice-President, Second Vice-President, a Treasurer and a Secretary.

Section 2

Officers shall be elected for a term of one (1) year and shall hold office until their successors have been elected and installed. Officers shall not be eligible for more than three (3) successive, elected and full terms in the same office.

ARTICLE VI

Powers and Duties of the President

The President shall be the principal executive officer of the Congregation. Duties of the President shall include, but not be limited to, the following:

- A. Presiding at all meetings of the Congregation and of the Board of Trustees.
- B. Enforcing the Constitution and By-Laws.
- C. Signing official documents and checks, including being required to co-sign with the Treasurer any employment agreements having a term of more than twelve (12) months and any contractual documents creating Synagogue financial obligations or liabilities in excess of ten thousand dollars (\$10,000).
- D. Appointing, upon prior consultation with the Officers, committees or task forces to perform functions as needed and persons to chair the committees; appointing, with the approval of the Board, representatives to all bodies to which the Synagogue may be entitled to representation.
- E. Calling a special meeting of the Board within 10 days after receipt of a request signed by at least 10 Trustees. Such request shall state the subject to be brought before such special meeting of the Board which shall be included in a notice by the President, or at his or her direction, provided to all of the Trustees no less than 7 days before such special meeting.

- F. Calling a special meeting of the Congregation within 20 days after receipt of a written request from at least 10 Trustees of the Board or signed by 40 members of the Congregation in good standing, and such requests shall set forth the purpose of such meeting which shall be included in a notice by the President, or at his or her direction, provided to all of the members of the Congregation no less than 14 days before such special meeting.
- G. Calling a special meeting of the Congregation or of the Board whenever in the judgment of the President necessity therefor exists, provided, however, that the purpose of any such special meeting shall be forth in a notice by the President, or at his or her direction, provided to all of the members of the Congregation no less than 14 days before such special meeting except in the event of an emergency (as jointly determined by the President and Rabbi), in which event a special meeting may be convened as soon as practicable with notice thereof provided..
- H. Making a report to the Congregation at least once annually on the status of the affairs of the Synagogue.
- I. Delivering to the successor, when duly installed, all properties of the Synagogue in the President's possession or control and any documents required for the Synagogue to maintain adequate records of official proceedings.
- J. Designating one of the Vice-Presidents to be the Presiding Officer for the meetings of the Board of Trustees in the event of the President's absence.

ARTICLE VII

Powers and Duties of the Vice-Presidents

The Vice-Presidents shall discharge such duties as shall be assigned to them by the President or the Board of Trustees.

ARTICLE VIII

Powers and Duties of the Treasurer

The Treasurer shall:

- A. Collect or supervise the collection of all funds due the Congregation; pay or cause to be paid from such funds the obligations of the Congregation; keep or cause to be kept, accurate records of such transactions and of all financial matters of the Congregation and cause a certified public accountant annually to prepare and submit to the Board of Trustees an accounting compilation not later than the November meeting of the Board of Trustees.
- B. Sign all checks and co-sign with the President all documents creating Synagogue financial obligations or liabilities in excess of ten thousand dollars (\$10,000) or constituting employment agreements having a term of more than twelve (12) months.
- C. Regularly report to the Board of Trustees and the Congregation on the Congregation's financial standing; attend meetings of the Budget and Finance Committee as an ex-officio

member and deliver all funds and other property of the Congregation in the Treasurer's possession or control, to the duly installed successor.

ARTICLE IX

Powers and Duties of the Secretary

The Secretary shall be the custodian of the books, records and seal of the Synagogue, and shall keep this Constitution and By-Laws and all amendments thereto, and shall:

- A. Keep a register showing the names and addresses of all members of the Congregation.
- B. Attend all meetings of the Congregation and of the Board, and keep an accurate record of the proceedings of such meetings.
- C. Provide at each meeting of the Board the minutes of the previous meeting, or any meeting of the Congregation that has occurred, which shall be subject to approval by a majority of the Board members present.
- D. Deliver to the successor, when duly installed, the seal and all the Congregation's books and papers.

ARTICLE X

Executive Committee

All elected officers of the Congregation and past Presidents who are members of the Congregation in good standing and two (2) members of the Board of Trustees nominated by the President and approved by the Board of Trustees shall constitute the Executive Committee, which shall function to assist and advise the President and the Board of Trustees.

ARTICLE XI

Powers and Duties of the Board of Trustees

Section 1

The Board of Trustees shall have the following powers and duties:

- A. Designate the depository (ies) wherein shall be kept the regular and special funds of the Congregation;
- B. Delegate the authority to act upon all applications for membership in the Synagogue, although the Board shall retain the ability to finally decide any such application in the event of an appeal by

a prospective member;

- C. Employ and discharge such personnel as shall be necessary for the purposes of the Synagogue, in consultation with the Rabbi;
- D. Delegate the employment and discharge of Synagogue personnel except for the positions of Rabbi, Executive Director, Cantor, Educational Director and any person having an employment agreement with a term of more than twelve (12) months.
- E. With respect to the employment and discharge of the Executive Director, Cantor, Educational Director and any person having an employment agreement with a term of more than twelve (12) months, the Board shall delegate the negotiation and approval of any employment contract to the President (in consultation with the Rabbi), one or more Officers selected by the President and such other persons as the President may appoint to assist him or her, provided, however, that the Board shall be required to approve or authorize in advance the term of any such contract and a majority of the Officers shall be required to approve the overall level of financial commitments to be included in any such contract.
- F. Acquire and dispose of real and personal property as may be necessary for the purposes of the Synagogue;
- G. Have charge of all Synagogue property and formulate rules for its use, but the Board shall be permitted to delegate the formulation of rules for the use of such property;
- H. Provide for the establishment, maintenance and administration of Endowment Funds;
- I. Adopt a budget for the financial requirements of the Congregation for the ensuing fiscal year not later than the June meeting of the Board; and
- J. Set general policies and strategic goals, in consultation with the Rabbi, and monitor and periodically assess the efficacy of operations and administrative functions.

The Board shall meet periodically, in accordance with the procedures and requirements set forth in other provisions of this Constitution and By-Laws, in order to carry out the foregoing duties and other purposes.

Section 2. Employment of the Rabbi

- A. The Board of Trustees shall engage the Rabbi upon written contract which shall be initially ratified by a majority vote of members of the Congregation at a meeting called for that special purpose, and the Board of Trustees may thereafter renew the contract of the Rabbi from time to time as it shall determine in its discretion. With respect to the renewal of the contract of the Rabbi, the Board shall delegate the negotiation and approval of any employment contract to the President, one or more Officers selected by the President and such other persons as the President may appoint to assist him or her, provided, however, that the Board shall be required to approve or authorize in advance the term of any such contract and a majority of the Officers shall be required to approve the overall level of financial commitments to be included in any such contract.
- B. In the event the Board of Trustees shall vote to terminate or not renew the Rabbi's contract such

action shall be subject to ratification by the Congregation at a special meeting called for that special purpose.

ARTICLE XII

Reservation of Powers

- A. The Congregation reserves to itself all powers usually exercised by religious, not-for-profit corporate bodies and not specifically vested in the Board of Trustees and the Officers.
- B. Notwithstanding any other provision of this Constitution and By-Laws, neither the Board nor the Officers may incur any “Significant Expenditure” (as hereinafter defined) on behalf of the Congregation nor pay or cause to be paid from funds of the Congregation any such Significant Expenditure, unless the Congregation first approves such Significant Expenditure or delegates the authority to approve such Significant Expenditure to the Board at a special or regular meeting of the Congregation at which at least forty (40) members are present, a majority of whom vote in favor of incurring such Significant Expenditure. “Significant Expenditure” is herein defined as any single cost or expense greater than two hundred fifty thousand dollars (\$250,000), provided, however, that the term, “Significant Expenditure,” shall not include any contract for the employment of any person. The above-referenced amount shall be adjusted as of the last day of the fiscal year of the Congregation ending June 30, 2014 and of each subsequent fiscal year, effective for the following fiscal year, to reflect any changes in the most recent Consumer Price Index issued by the Bureau of Labor Statistics of the United States Department of Labor.

ARTICLE XIII

Duties of the Rabbi

Section 1

The Rabbi shall:

- A. Be responsible for the conduct of all religious services and activities as well as pastoral duties.
- B. Direct the educational program of the Congregation and the School.
- C. Initiate projects pertaining to the religious and cultural life of the Congregation.
- D. Consult with the officers of the Congregation, the Board and, as requested, any appointed committees or task forces or auxiliaries of the Congregation in the planning of their respective activities.
- E. Present to the Congregation from time to time statements and recommendations concerning the development of the Congregation.

- F. Supervise and have overall responsibility for all programmatic and administrative functions of the Synagogue, including oversight and evaluation of all Synagogue employees, assisted by the Executive Director and others reporting to the Rabbi.
- G. Pursue such Jewish and other studies and activities as shall contribute to the effectiveness of the rabbinical functions.

Section 2

The Rabbi shall be an honorary member of the Congregation and the Board.

ARTICLE XIV

Removal and Replacement of Officers

Section 1

The removal of an officer from office shall be initiated by charges preferred in writing by at least ten (10) members of the Congregation. The officer against whom such charges are directed shall be furnished with a copy of the charges promptly and shall have the right of filing a written answer thereto. The President shall immediately appoint a Committee of inquiry consisting of five (5) members who shall promptly consider the charges and answer and hold a hearing if necessary or at the request of the officer against whom charges have been preferred. In the event the President is the officer against whom such charges are directed, then the immediate past President shall appoint the aforesaid Committee of inquiry. If the immediate past President is not available, then the most recent previous past President who is able and willing to do so shall perform this function.

In the event the Committee of inquiry finds the charges not to be well-founded, the parties who preferred the charges and the officer concerned shall be so notified and no further action shall be taken.

In the event the Committee of inquiry finds that there is probable cause for the charges, the matter shall be reported to the Board with the recommendation of the Committee of inquiry.

An officer shall be removed from office upon the affirmative vote of at least two-thirds of the members of the Board present and voting at a meeting held after receipt by the Board of the recommendation of the Committee of inquiry.

Section 2

If any office of the congregation becomes vacant because of the death, resignation, inability of the officer to serve, or removal of the officer, the highest ranking remaining Officer (in order, President, First Vice-President, Second Vice-President, Treasurer, Secretary) shall, after consultation with the Executive Committee, nominate a successor and notify the Board of the name of the nominee. The successor shall be elected if approved by at least two-thirds of the members of the Board present and voting at a meeting held no fewer than

ten days after notification by the highest ranking remaining Officer of the name of the nominee. The successor shall occupy the office, with all powers and duties of the officer, for the balance of the unexpired term of office.

ARTICLE XV

Meetings of the Congregation and the Board of Trustees

Section 1

The Congregation shall have a regularly scheduled meeting which shall be held in March of each year. The Board of Trustees shall meet at least once every two months excluding the months of July and August.

Section 2

Special meetings of the Congregation may be called in accordance with the provisions of Article VI, paragraphs F and G.

Section 3. Quorums

A quorum for a regular or special meeting of the Congregation shall be forty (40) members in good standing. A quorum for regular and special meetings of the Board of Trustees shall be fifteen (15) voting members.

ARTICLE XVI

General Rules and Regulations

Section 1

All meetings provided for in this Constitution shall be governed by the parliamentary rules as set forth in the current edition of ROBERT'S RULES OF ORDER, revised. In the event a situation shall arise not covered by the parliamentary rules above referred to, the presiding officer of the meeting in which such situation may arise shall have the discretion to rule thereon, subject to appeal to the body from the ruling of the chair.

Section 2

General rules and regulations may be adopted from time to time including, but not limited to, such matters as lay-Rabbinic relationship and contractual arrangement between the Congregation and the Rabbi and house rules and regulations. Such rules and regulations may be adopted by the Board of Trustees from time to time and shall be deposited with the Secretary of the Synagogue who shall at all times maintain a current and accurate record of all such general rules and regulations.

ARTICLE XVII

Nomination and Election of Officers and Trustees

Section 1

The Nominating Committee shall consist of eleven (11) members; six (6) shall be members of the Board of Trustees and five (5) shall be members of the Congregation at large.

No later than the June meeting of the Board of Trustees, the Board shall elect five (5) members from the Board of Trustees and four (4) members from the Congregation at large. The President shall appoint one (1) additional member from the Board of Trustees and one additional member from the Congregation at large. For the year 2014 only, the elections and appointments provided for in this paragraph shall occur no later than the September 2014 meeting of the Board of Trustees.

The Nominating Committee at its first meeting shall select one or more of its members to chair the Committee.

Section 2

A quorum of the Nominating Committee shall be eight (8) members. An affirmative vote of a majority of the members present shall be required to nominate any candidate for office. The Nominating Committee shall issue its report of the names of the candidates slated by it for the respective offices and Board of Trustees which shall be published by it and mailed to each member of the Congregation at least twenty-five (25) days prior to the annual election.

Section 3

The Nominating Committee shall nominate one candidate for each office and as many candidates for the Board of Trustees as will make the total number of elected Trustees equal to the number specified in this Constitution and By-Laws. All nominees must be members in good standing. Before publishing its slate of nominees, the Nominating Committee shall obtain the consent of each nominee to serve if elected.

Section 4. Nomination by Petition

Any person who is a member of the Congregation in good standing who is not nominated by the Nominating Committee may be nominated for any office, including that of Trustee, by a nominating petition signed by at least forty (40) members of the Congregation in good standing. Any such nominating petition must be received by the Secretary of the Synagogue at least fifteen (15) days prior to the date of the annual election. Upon receipt of any such petition the Secretary of the Congregation shall cause the slate of candidates recommended by the Nominating Committee and the slate of any nominations by petition to be prepared and mailed to each member of the Congregation at least ten (10) days prior to the date of the annual election.

Section 5

Officers and Trustees shall be elected at the annual meeting by ballot. In the event there is no contest, on motion duly made and seconded, a ballot by voice vote may be cast for the entire slate by a quorum present and voting. In the event of a contested election for any office or offices the Board of Trustees shall cause to be prepared ballots for each office for which such contest occurs which shall include the names of all nominees for such office nominated in accordance with the provisions of this Article.

The President shall appoint four tellers to conduct any such contested election. No member of the Nominating Committee nor of the Board of Trustees nor a candidate is eligible to be appointed a teller. The election shall be by secret ballot, and the tellers as soon as the balloting is completed, shall collect the ballots and tabulate and announce the results. Any ballot containing votes for more candidates than there are offices, including Trusteeships, to be filled, shall be void. The winner of any such contested election shall be the candidate receiving a plurality of the valid ballots cast.

In the event there is a lack of a quorum, or for any other cause no election is held at the annual meeting, the President shall convene a special meeting of the Congregation not later than thirty (30) days after the originally scheduled date of the annual meeting for the purpose of holding the election.

ARTICLE XIII

Amendment of this Constitution

Section 1. Initiation of Amendment.

Amendment to this Constitution may be initiated either (a) by resolution of the Board of Trustees or (b) by petition signed by not fewer than forty (40) members of the Congregation in good standing and filed with the Secretary of the Congregation who shall present all such petitions to the Board of Trustees at the next regular meeting following the date of filing of any such petition.

Section 2. Action on Proposals to Amend Constitution.

- A. Every resolution of the Board of Trustees or membership petition proposing amendment to this Constitution shall be submitted to the succeeding regularly stated meeting of the Congregation, provided that such meeting occurs not more than ninety (90) days from the date of either the adoption of such resolution by the Board of Trustees or the filing of such membership petition. In the event a regularly stated meeting of the Congregation shall not occur within said ninety (90) day period, then the President shall call a special meeting of the Congregation for the purpose of acting upon any such proposal to amend this Constitution not later than sixty (60) days from the date of either the adoption of such resolution by the Board of Trustees or the filing of such membership petition.

- B. The President shall cause the proposal or proposals to amend this Constitution to be mailed to each member of the Congregation, together with the provision or provisions of the Constitution proposed to be amended at least thirty (30) days prior to the date of any regular or special meeting of the Congregation at which such proposal or proposals to amend the Constitution shall be considered.

Section 3. Vote on Amendments.

A proposal or proposals to amend this Constitution submitted at a regular or special meeting of the Congregation, as provided for in this Article, shall be adopted upon receiving the affirmative vote of two-thirds of the members of the Congregation in good standing who are present at such meeting.

ARTICLE XIX

Repeal of Prior Constitution and By-Laws

Upon the adoption of this Revised Constitution and By-Laws, all previously adopted version of the Constitution and By-Laws, including all amendments thereto, shall be repealed.