

## CONGREGATION BETH AM BY-LAWS

### Article I - Name and Purpose

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- 1.1 The name of the congregation is Congregation Beth Am.
- 1.2 This congregation is a member of the Union for Reform Judaism and shall conduct its services and rituals in accordance with the traditions of Reform Judaism.
- 1.3 The following are the purposes for which this Congregation has been organized:
- Congregation Beth Am is a vibrant, sacred community dedicated to bringing holiness, joy and meaning into our lives, our community and our world.
- We believe each of us is created in the image of God and is uniquely holy.
  - We engage in acts of loving kindness, compassion, social justice and tzedakah.
  - We help heal our world and the community in which we live.
  - We are committed to supporting the State of Israel.
  - We are a congregational family that supports each other, values Torah study, prayer, and contemporary spiritual practices as a means of connecting to God, each other and ourselves.
- 1.4 The congregation is organized exclusively for charitable, educational and religious purposes, including for such purposes the making of distributions to organizations under section 501(c) (3) of the Internal Revenue Code or corresponding sections of any future Federal Tax Codes.

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### Article II - Membership

- 2.1 Any Jewish individual, age 18 and older, or family which has at least one Jewish person, may become a member of Congregation Beth Am by enrolling in the manner prescribed from time to time by the Board of Directors ("Board"). The rights and privileges of membership in the Congregation are limited to members in good standing, i.e. those whose dues are not in arrears, in accordance with Congregation policy as recommended by the Finance Committee and ratified by the Board. No member shall be denied full participation in the activities of the Congregation by reason of sex, gender, sexual orientation, race, ability, or marital status.
- 2.2 Membership shall be available to any Jewish person or member of a Jewish household. A membership shall be available to no more than two adults, regardless of marital status and their children living in the household through the age of 25.
- 2.3 Membership dues structure shall be established prior to the membership year by the Board.

Membership dues are defined as membership dues only, and do not include tuition, building fund and other categories of payments. The Board may not increase membership dues structure within the membership year without the approval of the membership. The Board may not levy special assessments without the approval of the membership. Confidential arrangements may be made with the Treasurer and Chairperson of the Finance Committee to waive, reduce and/or defer membership dues and assessments due to personal financial hardship without loss of membership privileges. The Finance Committee shall reserve the rights to limit the total amounts of such waivers, reductions and deferrals.

- 2.4 The membership year shall be from July 1st to June 30th of the following year, which is also the fiscal year.
- 2.5 In the event a family unit is altered by divorce or separation, each party shall retain all rights to membership only through the existing membership year. In the event of the death of one (1) adult of the household, the surviving adult shall retain all rights to membership. No additional dues shall be charged against members in good standing in the membership year in which either divorce, separation, or remarriage occurs.
- 2.6 The Board may grant Honorary Memberships which shall entitle such Honorary Members all privileges of membership, except the right to vote and be a member of the Board.

#### Article III - Meetings of Membership

- 3.1 The annual meeting of the members of the Congregation shall be held within the period from April 1st to May 31st inclusive, at such time and at such place, not more than twenty (20) miles from the Registered Office of the Congregation as the Board may designate. As referred to in these By-Laws, the even year annual meeting is the meeting conducted in a year evenly divisible by two (2); the odd year annual meeting in a year not evenly divisible by two (2).
- 3.2 Special meeting of the members of the Congregation may be held at any time and at such place, not more than twenty (20) miles from the office of the Congregation, as the Board may designate, (i) at the call of the President, (ii) at the call of the Board, (iii) or by written petition signed by not less than ten percent (10%) of the members of the Congregation in good standing. The petition shall be delivered to the Secretary of the Congregation not less than twenty-one (21) days before the date of the specified meeting. The call or petition shall state the purpose of the meeting.
- 3.3 Notice of the annual meeting shall be mailed by the Congregation, at its expense, to

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each member of the Congregation at the address shown on the list of members not less than thirty (30) days prior to the date of the meeting. The Congregation, at its expense, shall mail notice of special meetings of the membership to each member of the Congregation at the address shown on the list of members not less than fourteen (14) days prior to the date of the meeting.

- 3.4 Six percent (6%) of Congregational families present in person at any annual or special meeting shall constitute a quorum. At any meeting of the membership where membership dues or assessments are considered, ten percent (10%) of the Congregation present in person, shall constitute a quorum.
- 3.5 Each member of the Congregation in good standing is entitled to one (1) vote in person or by proxy on any matter submitted to a vote of the members. In the case of a household that has two (2) voting members, but only one (1) member attending the meeting, that member may cast the vote of both members. A proxy will be available upon request to each voting member, and shall be valid only at that meeting, or for the purpose designated in the proxy. All proxies must be turned in to the Tellers Committee before the voting begins.
- 3.6 On all matters submitted to a vote of the members, unless specifically provided otherwise, a simple majority of the votes cast shall be sufficient.

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Article IV - Board of Directors

- 4.0 Members of the Board, as chosen lay leaders of the congregation, should individually and collectively set an example to the membership and abide by established covenant which is amended by the Board of Directors as needed.
- 4.1 Except as otherwise provided by these By-Laws, the business, policies, affairs and property of the Congregation shall be directed and controlled by the Board of Directors. The Board may exercise all powers not otherwise limited by law or required to be exercised by the members of the Congregation, including the employment of spiritual leaders, teachers and other employees it deems necessary.
- 4.2 The Board shall consist of no more than fifteen (15) positions as follows: President, Executive/Administrative Vice President, Finance Vice President, Education Vice President, Membership Vice President, Ritual Vice President, Secretary, Treasurer, consistent representatives of Beth Am's Sisterhood and the Men's Club and five (5) Members-At-Large. These elected positions of the Board can be filled by either one person or two persons acting jointly and shall have one vote. In addition, the Senior Rabbi, Executive Director and immediate past president are members of the Board of Directors as ex-officio members. Of the ex-officio members, only the immediate past president will be a voting member of the Board, unless they are an elected member holding another position. Notwithstanding anything in these bylaws to the

contrary, no voting member of the Board shall be entitled to more than one vote.

~~4.3~~ The duties of the Members-at-Large may include representing a committee, as directed by the President.

~~4.4~~ The Executive Board shall consist of the President, Executive Vice President, Vice President of Finance, and Rabbi(s). The Executive Board will act as a steering committee for the full board, to help prioritize issues for the full board to address, and ultimately help the Board function more effectively. Additionally, the Executive Committee will convene when pressing issues and/or crises emerge. While the Executive Committee has the power to act on behalf of the full board in response to urgent matters, they still report to the Board of Directors.

~~4.6~~ Terms of office shall be two fiscal years from July 1st of the year elected to June 30th of the second year thereafter.

~~4.7~~ Any Board member may be removed by a two-thirds (2/3) majority of the members voting at any regular or special meeting of the membership.

~~4.8~~ The Board of Directors shall meet every month. Notice of changes to this schedule will be communicated promptly. Financial matters require approval at a meeting of the Board of Directors. A special meeting of the Board may be called by any six (6) members of the Board. The secretary shall cause to be published a schedule of the meetings of the Board of Directors.

4.9 Over fifty percent of the Board shall constitute a quorum on any voting matters put before the Board of Directors.

4.10 Except on matters of human resource issues, all meetings of the Board shall be open to attendance by any members of the Congregation.

4.11 The Board shall keep a book of policies of the Congregation and such policy book shall be available for review by any member.

4.12 Actions of the Board may be overruled by a majority vote at a special or regular meeting of the membership.

4.13 There shall be no voting by proxy at meetings of the Board of Directors.

4.14 The minutes of all Board meetings shall be available for review by any member of the Congregation, in good standing, at the Congregational office.

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**Deleted:** → There shall be no more than fifteen (15) standing committees or chair persons who report to an assigned Board Member who represents them to the Board of Directors. These committees/chair persons include but may change from time to time are: Finance, Membership, Education, Ritual, B'nei Mitzvah, Building, Chavurah, Fund- Raising, URJ Liaison, Communications, Mitzvah Corp/Social Action, Caring Partners, Adult Education, Youth programming and Personnel, but in the case of Finance, Membership, Education, and Ritual committees, these committees shall be chaired by the Vice Presidents enumerated. Membership on these committees shall be open to any member in good standing. Changes to committees may occur from time to time as approved by the Board of Directors. →

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**Moved down [2]:** → Vacancies of the Chairpersons of the Standing Committees may be filled on an interim basis by the President and ratified by the Board. The exception to this shall be the Men's Club and the Sisterhood, which have their own charters governing the selection of their leadership.

Article V - Officers

5.1 There shall be no more than eight (8) officer positions of the Congregation: President,

Executive/Administrative Vice President, Finance Vice President, Education Vice President, Membership Vice President, Ritual Vice President, Secretary, and the Treasurer. These officers, the five (5) Members-at-Large and the Immediate Past president shall make up the Board of Directors. The Immediate Past President serves on the Board for the same amount of time as the newly elected President. In addition, the President/consistent representative of the Men's Club and of the Sisterhood are members of the Board of Directors. These officers and the five (5) Members-at-Large shall be elected for a two-year term at the even-year annual meeting of the membership. The Chairpersons of the Standing Committees shall be appointed for a two-year term at the odd year annual meeting of the membership.

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All Officers and Vice Presidents cannot serve more than two, consecutive, two-year terms in the same position. However, by majority vote, the Board may allow for an additional term. No more than two adults from a member family may serve on the Board of Directors during the same term. All past presidents of the Board of Directors are to be non-voting members for as long as they remain members in good-standing of the Congregation.

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5.1a Requirements of Board members: All members of the Board and committee chairs are required to be members in good-standing from a financial perspective, contribute financially to Shemesh fund annually, contribute to annual High Holiday appeal or other financial appeals at a level one can afford, must commit to attend a Board meetings, must attend Shabbat Services when assigned and make effort to attend congregational activities.

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5.1b No member of the Congregation will be eligible to serve on the Board of Directors if he/she or his/her spouse, domestic partner, or other member of the congregant's household (as defined in section 2.2) is employed by the Congregation as an employee, with the exception of education employees.

5.2 The President (Co-Presidents are) is the principal Executive Officer of the Congregation, and shall be informed and included in all activities of the Congregation. The President shall preside over all meetings of the Board and may vote only in the event of a tie vote. The President shall be an ex-officio member of all committees. The President shall preside over all meetings of the membership.

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5.2a The President shall meet the following requirements to hold the office:

1) Candidate must be Jewish.

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2) Candidate must be a member of Congregation Beth Am for a minimum of five years.

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3) Candidate must have served on the Board of Directors for a

minimum of one two-year term.

5.2b If the President is unable to serve the full term of office, succession shall be as follows:

1) ~~Executive/Administrative Vice President, Finance Vice President, Ritual Vice President, Education Vice President and then Membership Vice President.~~

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2) ~~For any of those defined in 5.2b(1) to hold the office of President, they must be Jewish (see 5.2a). If they are not, succession continues until condition is met.~~

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~~5.2c If the new President relinquishes his/her position before the term is completed, the Past President will continue in the capacity of Past President for a time defined to be the lessor of the appointed President's completed term or the total of two (2) full terms (four years).~~

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5.3 The Vice Presidents shall coordinate ~~and/or support~~ the activities of their assigned Standing Committees and functionaries, and support the Executive/Administrative Vice President, and the designated Member-at-Large in coordinating the High Holy Days, ~~as needed~~. In the absence of the President, the Executive/Administrative Vice President shall perform the duties and exercise the powers of the President. If the Executive/Administrative Vice President is unable to perform the duties of the President, the order of succession will be Finance Vice President, Ritual Vice President, Education Vice President, and then Membership Vice President.

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5.4 The Secretary shall record and maintain the minutes of meetings of the Board and the Membership, conduct and supervise all official Congregation correspondence, maintain all Congregation records other than financial, and discharge the usual duties as may be designated by the President and the Board.

5.5 The ~~Vice President of Finance and~~ Treasurer shall have care and custody of alimonies belonging to the Congregation, be solely responsible for such monies or securities of the Congregation and be one of the officers who shall sign checks or drafts of the Congregation. No special fund, with the exception of the Rabbi's and/or Cantor's discretionary accounts, may be set aside that shall make it unnecessary for the ~~Vice President of Finance and the~~ Treasurer to sign the checks issued upon it. The ~~Vice President of Finance and/or the~~ Treasurer shall render at the Annual Meeting of the Membership, a written account of the finances of the Congregation and such a report shall be affixed to the Minutes of such meeting and shall exercise all duties incident to the offices of the ~~Vice President of Finance and the~~ Treasurer. The ~~Vice President of Finance and the~~ Treasurer shall be bonded in such amount as may be directed by the Board, all premiums and charges therefore to be paid by the

Congregation.

- 5.6 Any Officer may be removed by a two-thirds (2/3) majority of the members voting at any regular or special meeting of the membership.
- 5.7 Vacancies of offices, for any reason, shall be promptly filled by appointment by the President and ratification by the Board except that the Executive/Administrative Vice President shall become President in the event of a vacancy of that office.
- 5.8 The Personnel Committee of the Board of Directors shall be empowered to negotiate employment contracts of up to five (5) years in length, excluding school contracts. The Personnel Committee will report to the President and the Board of Directors before and during negotiation of contracts and receive approval of the Board of Directors prior to executing any contracts. Before any negotiation of a contract of more than five (5) years, the Committee must first have the approval of the Congregation. Such approval shall be by a majority vote of the membership at the Annual Meeting or at a special meeting as defined in Article 3.4.

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Note: →→ If the new President relinquishes his/her position before the term is completed, the Past President will continue in the capacity of Past President for a time defined to be the lessor of the appointed President's completed term or the total of two (2) full terms (four years).¶

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#### Article VI - Committees

- 6.1 There shall be standing committees or chairpersons who report to an assigned Board Member who represents the committee to the Board of Directors. Membership on these committees shall be open to any member in good standing. Changes to committees may occur from time to time as approved by the Board of Directors.
- 6.2 Vacancies of the Chairpersons of the Standing Committees may be filled on an interim basis by the President and ratified by the Board. The exception to this shall be the Men's Club and the Sisterhood, which have their own charters governing the selection of their leadership.

#### Article VII - Conflicts of Interest

- 7.1 It shall be considered to be a conflict of interest if a Member of the Board of Directors, a member of the clergy, or a member of the professional staff:
  - 7.1a Has existing or potential financial or other interests that impairs, or might reasonably appear to impair, independent, unbiased judgment in the discharge of his or her fiduciary responsibilities to the Congregation, or
  - 7.1b Is in a position to make a decision for the Congregation if his or her personal, professional, or economic interests may be directly influenced or affected by the outcome, or

7.1c Is aware that a member of his or her immediate family, domestic partner, or significant other has existing or potential or other interests that may be directly influenced or affected by the outcome of a decision.

7.2 All members of the Board of Directors, clergy, and professional staff shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore, a member of the Board of Directors shall absent him or herself from discussions of, and abstain from voting on, matters under consideration by the Board or its committees in which the member of the Board of Directors has a conflict of interest as defined above. Any member of the Board of Directors, clergy, or professional staff who is uncertain whether a conflict of interest may exist in any matter, may request that the Board or committee considering the matter decide if there is a conflict of interest in his or her absence by majority vote.”

Article VIII - Elections

8.1 The election of the officers and five Members-at-Large of the Board shall be conducted at the even year annual meeting of the membership. All members in good standing may vote in person or by proxy. In a contested election, the election shall be conducted by secret written ballot by a Tellers Committee appointed by the President and comprised of three members who are not candidates.

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8.2 Nominees to the elected Board of Directors positions must be members in good standing. Nominations may be made in the following ways:

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8.2a By written submission to the Secretary not later than 45 days before the election. These nominations will include a three to four-line background on the nominee and a two to three-line position statement. These shall be included with the written notice of the annual meeting and elections and published to the members of the Congregation (as stated in 3.3). All nominees to a Board position (except the position of President) must be current, active members of Beth Am for at least one year prior to nomination. To be nominated for the position of Board President, the nominee must have been a member of the Board of Directors for at least one (1) term within the last six (6) years.

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8.2b From the floor during the election if there is an open position (no candidate). Only empty positions can be filled from the floor. The nominee must give consent.

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8.3 The Nominating Committee shall consist of congregants appointed by the President.

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8.3a The Nominating Committee shall be responsible for the submission of position

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statements from each candidate.

~~8.4~~ The election shall be conducted in the following manner: President, Executive/Administrative Vice President, Secretary, and Treasurer shall be elected individually and in that order followed by the Vice-President of Finance, the Vice-President of Ritual, the Vice President of Education and the Vice-President of Membership. The nominee receiving the greatest number of votes for each office shall be elected. The five Members-at-Large shall be elected at one time on one ballot with each member voting for up to five candidates. The five nominees for that position receiving the greatest number of votes shall be elected. Candidates shall not be paired, and there will be no cumulative voting.

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6.4 → The terms of office shall be July 1st to June 30th of the following year

Article IX - Indemnification

~~9.1~~ The Congregation shall, to the fullest extent permitted by law, 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 by reason of the fact that such person is or was a Trustee, Officer, committee member, or employee of the Congregation against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Congregation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

~~9.2~~ It is the intent of the preceding paragraph to require the Congregation, unless otherwise determined by the Board of Trustees, to indemnify the persons referred to herein for judgments, fines, penalties, amounts paid in settlement and reasonable expenses (including attorneys' fees), and to advance expenses to such persons, in each and every circumstance in which such indemnification and such advancement of expenses could lawfully be permitted by express provision of the By-laws.

Article X - Parliamentary Authority

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~~10.1~~ All formal business meetings of the Membership, the Board and its Committees shall be conducted in accordance with the latest edition of Robert's Rules of Order to the extent that they are consistent with these By-Laws.

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Article XI - Amendments

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~~11.1~~ The By-Laws may be amended at any regular or special meeting of the Membership upon the approval of two-thirds of the members present in person or by proxy and voting. No proposed amendment may be acted upon unless the text of such proposed

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amendment has been published to the Membership at least 14 days prior to the meeting.

11.2 Changes to By-Laws amendments, as described in 11.1, may be accepted at the time of requested approval, as long as changes do not materially alter the proposed substance of the By-Laws amendment. Said changes are not subject to the 14-day rule.

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Article XII - Dissolution

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12.1 The Congregation may be dissolved in accordance with the provisions of the Illinois General Not for Profit Corporation Act.

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12.2 Upon dissolution, and after satisfaction and discharge of all just and proper liabilities and obligations of the Congregation, all remaining assets shall be transferred to one or more Jewish congregations as directed by the Board of Directors. In the event the Board cannot agree upon such a distribution, all remaining assets shall be transferred to the Jewish Federation of Chicago, its successors or assigns.

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Article XIII - Exceptions

The Board has the ability with a unanimous vote, and the agreement of the Senior Rabbi, to adapt any bylaw for the health and safety of the congregation or to comply with any applicable law(s).

Amended: XXXX XX, 2020

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Sharon Aufox  
President

Marla Goldberg  
Secretary

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