

**CONSTITUTION  
OF  
CONGREGATION B'NAI JEHOSHUA BETH ELOHIM**



[Revision approved by BJBE at February 24, 2021 Special Congregational Meeting]

## **PREAMBLE**

Congregation B'nai Jehoshua Beth Elohim was established in 1963 as a result of the merger of two congregations. B'nai Jehoshua was founded in 1893 by Bohemian Jews on Chicago's South Side. However, due to the move of many of the congregants of B'nai Jehoshua to the Northern Suburbs, B'nai Jehoshua had lost much of its once vibrant membership. In 1963, Beth Elohim, which was organized in the Northern Suburbs by a small group of Reform Jews, was looking for a permanent home for its expanding membership. Under the guidance of the leadership of both congregations and ever mindful of the axiom, "L'dor v'dor", from one generation to the next, B'nai Jehoshua Beth Elohim was born.

To continue the legacy inherent in its founding, this Constitution of Congregation B'nai Jehoshua Beth Elohim shall serve as a guide towards fulfilling our commitments to those who brought us together, to those whom we serve today and to the succeeding generations in whom we entrust our future.

# ARTICLE I

## NAME AND PURPOSE

### Sec. 1. NAME:

The name of this Congregation shall be CONGREGATION B'NAI JEHOASHUA BETH ELOHIM.

### Sec. 2. PURPOSE:

The Congregation shall be a Reform Jewish congregation organized under the laws of the State of Illinois as a non-profit Corporation dedicated to foster the vibrancy of Reform Judaism through Torah (lifelong Jewish Education), Avodah (worship of God, through prayer and observance) and G'milut Chasadim (the pursuit of justice, peace and deeds of loving kindness), and dedicated to the perpetuation of the traditional ideals and spirit of Israel, as interpreted in the precepts and practice of Reform Judaism.

### Sec. 3. AFFILIATION WITH UNION FOR REFORM JUDAISM.

The Congregation shall maintain affiliation with the Union for Reform Judaism and shall subscribe to and abide by the Constitution and By Laws of the Union for Reform Judaism.

## ARTICLE II

### MEMBERSHIP AND FINANCIAL COMMITMENTS

**Sec. 1.** Any person of the Jewish faith, a partner through marriage or a formal commitment ceremony to a person of the Jewish faith, or any person committed to the principles of Judaism, may be elected to membership by the Board of Trustees. Should a non-Jewish surviving partner wish to maintain membership, he or she may elect to do so.

**Sec. 2.** A Membership Unit shall be defined as one or two adults and their dependent children, if any.

**Sec. 3.** Financial commitments of the Membership Unit shall be established by the Board of Trustees and approved by a majority vote of the members of the Congregation in attendance at an annual meeting or special meeting. Each adult member in good standing shall have one vote.

**Sec. 4.** The Board of Trustees may levy special assessments upon the members of the Congregation. Special assessments are subject to the approval by an affirmative vote of Sixty (60%) percent of the adult members of the Congregation, in good standing and in attendance at an annual meeting or special meeting, at which a quorum shall be not less than 250 adult members of the Congregation.

**Sec. 5.** Financial commitments and special assessments become due on the first day of the fiscal year and are payable annually, semi-annually, quarterly or otherwise by arrangement with the Consideration Committee. The Fiscal Year of the Congregation shall commence on July 1 and continue until June 30 of the following year.

**(a)** Membership Units who have not met their financial commitments or special assessments to the Congregation may be suspended by a majority vote of the Board of Trustees. Written notice of the intention of the Board of Trustees shall be given in writing at least 30 days before such action is taken and the Membership Unit may respond within 10 days of receiving said notice.

**(b)** Resignations of Membership Units from the Congregation shall be submitted in writing to the Board of Trustees. However, resignation or suspension shall not relieve the Membership Unit of its financial commitments and special assessments then due the Congregation.

**(c)** Membership Units who have been suspended or who have resigned may reapply for membership, provided arrangements are made to satisfy any delinquent financial commitments and special assessments.

**Sec. 6.** A Membership Unit in good standing shall be entitled to the following privileges:

**(a)** An education in the Religious School of the Congregation including Confirmation, subject to the policies and fees established by the Board of Trustees;

**(b)** An education in the Hebrew School including B'nai Mitzvah subject to the policies and fees established by the Board of Trustees;

**(c)** Seats for the High Holy Day Services, subject to such policies as the Board of Trustees may establish from time to time;

**(d)** Pastoral services of the Congregation's Clergy, subject to such policies as the Board of Trustees may establish from time to time; and

**(e)** Other entitlements subject to such policies as the Board of Trustees may establish from time to time.

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## ARTICLE III

### BOARD OF TRUSTEES

#### Sec. 1.

(a) The Board of Trustees shall consist of the officers of the Congregation: The President, Executive Vice President, Vice President/Treasurer, Secretary, Three (3) Vice- Presidents, then-current Past Presidents of the Congregation (see Art. III, Sect. 1(c) below), Twenty-two (22) elected Trustees (see Art. III, Sect. 1(b)-(d) below), the then-current Presidents of the Sisterhood and Men's Club, respectively, the then-current Senior Youth Group President, and also such additional Honorary Trustees as approved by the Board of Trustees [including, but not limited to, then-applicable Trustees for Life as determined per Article III, Sect. 1(d) below (as of April, 2015, such Trustees for Life being Lynn Wax and Bernice Waitsman)], and also any additional BJBE member(s) who are then a member of the Union for Reform Judaism National Board, as provided below.

The Board of Trustees shall be responsible for the management of the affairs, funds, records and property, real and personal. It shall have the authority to establish additional categories of membership and their entitlements and obligations, which shall be published in the Policy Manual from time to time.

Only members of the Congregation in good standing and who are Jewish by birth or conversion may be members of the Board of Trustees.

Any BJBE member who is a member of the union for Reform Judaism National Board shall be a member of the BJBE Board of Trustees.

**(b)** Eleven (11) Trustees, shall be elected each year at the annual meeting, each for a term of two (2) Fiscal Years. Trustees are eligible to serve three (3) consecutive terms. A Trustee serving three (3) full terms and rotating off the Board of Trustees is eligible for re- election only after two (2) years off the Board. Such limitation shall not apply to a Trustee serving less than three (3) full terms. A Trustee with portfolio may serve as chair of a single committee for two (2) consecutive two (2)-year terms. A Trustee may chair more than one committee while serving on the Board of Trustees, with committee chair service limits applying separately to each committee, providing the Trustee does not exceed three consecutive terms in total.

**(c)** Each Past President of the Congregation shall be a member of the Board of Trustees of the Congregation following the conclusion of his or her presidential term of office, as long as he or she remains a member in good standing.

**(d)** Upon recommendation of the Nominating Committee and with the unanimous consent of the Board of Trustees, at a duly convened meeting of the Board of Trustees, a member of the Congregation in good standing, consistent with Article III, Section I (b), may be slated as an Honorary Trustee, to be elected at the next regular election of the Congregation. The standard to be used is the recognition of such member for extraordinary devotion and service to the Congregation. Upon election, said Honorary Trustee shall be entitled to a lifetime position as a member of the Board of Trustees and shall have all of the customary rights, duties and obligations of a regular member of the Board of Trustees so long as said Honorary Trustee shall remain a member in good standing of the Congregation.



**Sec. 2. The Board of Trustees is authorized to:**

- (a) Act upon all applications for or suspension of Membership Units;
- (b) Approve the appointment, employment and compensation of all employees needed  
to carry out the business of the Congregation;
- (c) Establish policies to maintain the real and personal properties of the Congregation;
- (d) Approve the congregational Budget and submit it to the Membership for approval  
at the Annual Meeting;
- (e) Pass such resolutions as it deems appropriate to further the goals of the Congregation;
- (f) Direct investments, exercising ordinary business care and prudence under the facts and circumstances and general economic conditions prevailing at the time of the action or decision, and consider the long and short-term needs of the Congregation;
- (g) Establish financial commitments and levy special assessments for the members of the Congregation in accordance with Article II, Section 3 and Section 5 of this Constitution; and
- (h) Perform any other functions necessary to carry out its duties consistent with the goals of the Congregation.

**Sec. 3. Internal Rules of the Board:**

**(a)** The Board of Trustees shall meet monthly, or as often as may be necessary and adopt its own rules in accordance with the Constitution and the By Laws of the Congregation.

**(b)** Fifty percent (50%) of the members of the Board of Trustees (including the Immediate Past President (see Art. IV, Sect. 4 below), the then-Chairperson of the Past President's Council (see Art. V, Sect. 1(d) below, then-members of the Union for Reform Judaism's National Board, and also any Honorary Trustees), but excluding those other Trustees seated as a result of being a Past President, shall constitute a quorum of the Board of Trustees.

**(c)** A special meeting of the Board of Trustees may be called by one-fourth (1/4) of the members of the Board of Trustees or by the President and two members of the Executive Committee by giving a seven (7) day written notice by postage prepaid U.S. Mail, facsimile or email.

**(d)** The Board of Trustees may for cause declare vacant the office of any Trustee or officer.

**(e)** Any vacancy, of a Trustee or Officer, other than President, shall be filled for the unexpired remaining term upon nomination by members of the Nominating Committee as defined in Article VI of the Constitution and upon approval of the Board. Such individual appointed to or elected to fill a vacancy, including the President, shall also be eligible for election to a full term or terms in the applicable position after serving the remainder of the unexpired term.

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## ARTICLE IV

### OFFICERS

**Sec. 1. President:** The President shall preside at all meetings of the Congregation, Board of Trustees, and the Executive Committee; shall be an ex-officio member of all committees, except the Nominating Committee and the Personnel Committee and shall sign all official documents on behalf of the Congregation. It shall be the President's duty to:

(a) Rule on all questions of order with the advice of the Parliamentarian and in accordance with the then current edition of Robert's Rules of Order.

(b) With the advice of the Executive Committee and consent of the Board:

- i. appoint a Parliamentarian;
- ii. appoint such Special Committees and/or Task Forces as may from time to time be required;
- iii. appoint members of the Congregation to be representatives to all bodies at which the Congregation is entitled to representation; and
- iv. assign Committees to each of the Vice Presidents for purposes of coordinating the activities of said Committees.

(c) The President shall have no vote except to cast the deciding vote on all questions which come before the Board of Trustees, meetings of the Congregation and Executive Committee.

(d) Give a written report on the State of the Congregation at its Annual Meeting.

## **Sec. 2. Vice Presidents:**

### **(a) Executive Vice President:**

Shall be an ex-officio member of all Committees except the Nominating Committee.

The Executive Vice President shall be a member of the Personnel Committee and:

- i. In the absence or inability of the President to serve shall act as President for the duration of such absence or other inability to serve;
- ii. In the event of the death or resignation of the President, shall become the President for the remainder of the term;
- iii. In the event of the inability of the Executive Vice President to serve as successor to the President, the Board of Trustees shall elect a President for the remainder of the term; and
- iv. Shall serve as coordinator for the Leadership Development and Congregational Development committees.

### **(b) Vice Presidents:**

Three Vice Presidents shall be elected to serve as coordinators of the committees as defined in the Board Policy Manual. Each Vice President may have other duties assigned by the President with the advice of the Executive Committee and consent of the Board.

### **(c) Vice President/Treasurer:**

- i. Shall have oversight of the fiscal operations of the Congregation in accordance
- ii. with such policies as the Board may from time to time enact.

- iii. Shall make a written monthly report to the Board of Trustees on the financial status of the Congregation; shall present such other reports from time to time as may be required by the Board of Trustees, and at the Annual Meeting of the Congregation shall present a full financial report of all receipts and disbursements as consistently reported in the past.
- iv. Shall serve as coordinator for any committees that deal with the fiscal operations of the Congregation.

**Sec. 3 Secretary:** Shall attend all meetings of the Board of Trustees, Executive Committee, Congregation and such special committees as required by the President or the Board of Trustees, prepare the minutes, reports and communications; and keep a correct record of proceedings.

**Sec. 4 Immediate Past President:**

- (a) Shall advise and assist the President in order that there may be an orderly transition to the office.
- (b) Shall serve as Chair of the Nominating Committee. In the event the Immediate Past President declines or is unable to serve as Chair, the President will appoint a Chair from the Past President's Council.
- (c) Shall serve as Chair of the Personnel Committee. In the event the Immediate Past President declines or is unable to serve as Chair, the President will appoint a Chair from the Executive Committee. If the appointee is the Executive Vice President, the President shall appoint another member of the Executive Committee to fill that seat on the Personnel Committee.

**Sec. 5 Ex Officio Service:** Any Trustee appointed ex officio to a committee shall not be counted as part of the quorum nor have any vote on said committee to which he/she has been appointed. Ex officio appointments shall be for a term as may be determined by the Board of Trustees at the time of appointment.

**Sec. 6 Term of Officers:** The President, Executive Vice President, and Immediate Past President shall each be elected to serve for a single term of two (2) fiscal years, with the ability to extend such term to a third fiscal year upon the recommendation of the Nominating Committee and with the approval of the Board of Trustees, with the total term not to exceed three (3) fiscal years. An individual may serve as Vice President/Treasurer, Vice President, and/or Secretary for two (2) consecutive two (2) year terms, for a cumulative total of four (4) consecutive years. After reaching the four (4) year service limit: the Vice President/Treasurer may be elected as Executive Vice President or rotate off the Executive Committee; a Vice President may be elected as Vice President/Treasurer or Executive Vice President or rotate off the Executive Committee; and the Secretary may be elected as Vice President/Treasurer, Executive Vice President, or rotate off the Executive Committee. If a Trustee is elected as an officer, Trustees term limits described in Article III section 1 (b) are no longer applicable and will be reset at zero if such individual is subsequently re-elected as a Trustee.

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## ARTICLE V

### STANDING COMMITTEES

**Sec. 1.** The committees and their basic duties are defined as follows, subject to the policies established by the Board of Trustees. Each committee shall meet at the call of its respective Chair or coordinating Vice President:

**(a)**     EXECUTIVE COMMITTEE:

The Executive Committee shall be advisory only, with no policy-making authority. It shall consist of the President, Executive Vice President, Vice President/Treasurer, Secretary, three (3) Vice Presidents, President of the Sisterhood, President of the Brotherhood and the Immediate Past President. The President may invite other persons from time to time, as deemed appropriate, to attend Executive Committee meetings in an advisory capacity.

**(b)**     PERSONNEL COMMITTEE:

The Personnel Committee shall evaluate and formulate policies and procedures for the employees of the Congregation, including negotiation of employment contracts and recommendations to the Board of Trustees regarding all employment issues. It shall consist of the Immediate Past President, President, the Executive Vice President and two (2) additional members appointed by the Chair of the Committee with the advice and consent of the Executive Committee, with at least one of the appointees being a member of the Congregation who is not a current Trustee. The President may invite other persons from time to time, as deemed appropriate, to attend Personnel Committee meetings in an advisory capacity.



(c) NOMINATING COMMITTEE:

The Nominating Committee shall consist of the Chair, who is the immediate Past President, and eight (8) members, four (4) of whom shall be from the membership-at-large, and four from the Board of Trustees. A quorum shall be seven (7) members, including the chair, and this Committee shall function as a committee of the whole. Eight (8) members of this Committee shall be selected by the President, the Executive Vice President, and the Immediate Past President from a list of candidates provided by the Board of Trustees in the month of July.

It is acknowledged that in the year 2007, eight committee members were selected, four (4) serving for a term of one (1) year and four (4) serving a term of two (2) years. Thereafter, four (4) members of the committee shall be so selected each year to serve for the following two (2) fiscal years. No member shall serve more than two (2) consecutive two (2)-year terms except the Chair. The selection of committee members shall be ratified by a majority vote of the Board of Trustees. Members of the committee cannot be slated to serve on the Executive Board while serving on the committee. Members of the committee may resign after one (1) full year of committee service, thereby becoming eligible for nomination to the Executive Board.

This Committee shall slate the candidates to be elected at the Annual Meeting. Any member of the Congregation may submit to the Nominating Committee the name of any member to be considered for any Board position. The name of any member submitted must be given due and proper consideration by this Committee.

This Committee shall report to the Board of Trustees and shall notify the membership by letter or publication of the slated candidates at least thirty days prior to the Annual Meeting.

Nominations also may be made by written petition, signed by no less than fifty (50) members of the Congregation and filed with the Secretary of the Congregation not less than twenty (20) days prior to the date of election. Notice of such nomination must be mailed to the Congregation at least ten (10) days before the Annual Meeting.

**(d) PAST PRESIDENTS' COUNCIL**

The Past Presidents' Council shall consist of all the then-Past Presidents. The Past President preceding the current Immediate Past President shall be the Chairperson of the Past Presidents' Council. All current Past-Presidents shall sit as a members of the Board of Trustees, as provided in Article III, Section 1(c) above. If this person declines or is unable to act as Chair, the Past Presidents Council shall elect a new Chair from the Council. The Council shall perform such tasks as may from time to time be assigned to it by the President, and shall, if directed to do so by the President, submit a report to the President with regard to such tasks.

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## **ARTICLE VI**

### **AUXILIARIES**

The Auxiliaries shall be the Sisterhood, the Brotherhood, the Senior Youth Group and any other auxiliary organization approved by the Board of Trustees. Their respective Constitutions, By-Laws and any amendments thereto must be approved by the Board of Trustees. Except as hereinafter provided, they shall operate as self-governing entities supporting policies and programming of the Congregation. Auxiliaries, except for the Senior Youth Group shall have the ability to self-determine number and membership requirements of their respective boards. The Auxiliaries shall submit annually a Statement of Financial Condition to the Board of Trustees.

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## **ARTICLE VII**

### **ANNUAL AND SPECIAL MEETINGS**

**Sec. 1.** The Annual Meeting of the Congregation shall be held within the first fifteen (15) days of June, as called by the Board of Trustees.

**Sec. 2.** Special meetings of the Congregation may be called by the President or on written application of one hundred (100) adult members. The call for special meetings shall set the purpose of the meeting, and written notice thereof shall be mailed to all members at least ten (10) days prior to the meeting. Only business specified in the call shall be transacted as such meetings.

**Sec. 3.** Except as provided in Article II, Section 4, Article VIII, Sections 1 and 2 and Article X, One hundred (100) adult members shall constitute a quorum for the transaction of all business at annual or special meetings of the Congregation.

**Sec. 4.** A majority of votes shall be required for the election of officers and Trustees, to adopt resolutions and transact other business, except as provided in Articles IX and XI. Members must vote in person, other than as follows: If during any fiscal year, an emergency is declared as a result of a natural disaster, State or Federal emergency declaration, act of God, or an event outside the congregation's control that prevents an in-person annual meeting from being held, members in digital attendance may vote digitally. In the event of a tie, the Chair of the Annual or Special meeting shall cast the deciding vote.

## **ARTICLE VIII**

### **REAL ESTATE**

**Sec. 1.** A quorum for any vote required under Article VIII, Section 2 shall be not less than Two Hundred Fifty (250) adult members of the Congregation.

**Sec. 2.** Except as provided in Article VIII, Section 3, the purchase, sale, mortgage, acquisition or disposition of real estate by or for the Congregation or any major improvement to the existing building or the property on which the existing building is located shall require an affirmative vote of Sixty (60%) percent of the adult members in attendance at a special meeting or annual meeting at which the foregoing shall be on the agenda.

**Sec. 3.** The Board of Trustees shall have the authority, without approval of the Congregation, to accept a gift of real estate. The Board of Trustees shall have the authority, without approval of the Congregation, to sell or otherwise dispose of real estate acquired by gift within twelve (12) months from the date of acquisition. However, the sale, mortgage or other disposition of any real estate acquired by gift, and held by the Congregation for more than twelve (12) months, shall require approval by the Congregation as provided in Section 1.

## **ARTICLE IX**

### **AMENDMENTS**

**Sec. 1.** Amendments to this Constitution may be proposed by a majority of the Board of Trustees or by One hundred (100) adult members not later than the third Wednesday in May.

The Amendments must be filed with the Board of Trustees, which shall advise the Congregation as to its opinion of the amendments, in the call to the meeting. The Amendments may be acted on at an annual or special meeting of the Congregation.

**Sec. 2.** Copies of the proposed Amendments shall be posted on the Congregation's Website, and mailed to each member of the Congregation, with the notice of the meeting, at least ten (10) days in advance of the meeting. An affirmative vote of Sixty (60%) percent of the membership in attendance may adopt a proposed amendment.

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## **ARTICLE X**

### **DISSOLUTION**

A quorum for any vote required under Article X shall be not less than Two Hundred Fifty (250) adult members of the Congregation. If the Congregation deems it necessary to dissolve, the dissolution shall be by the affirmative vote of Sixty (60%) percent vote of the adult members of the Congregation at a special meeting called for that purpose. A Plan of Dissolution shall be presented at the Special Congregational Meeting and shall be approved by Sixty (60%) of the adult members in attendance. Upon the dissolution of the Congregation, the Board shall pay or make provision to pay all of the liabilities of the Congregation, dispose of all of the assets of the Congregation to such organizations as may be organized and operated exclusively for charitable, educational or religious purposes as shall at that time qualify as exempt organizations under the Internal Revenue Code in accordance with the plan. However, the disposition of real estate shall not be limited by the foregoing. Dissolution shall be in accordance with the Illinois statutory scheme for Dissolution of Not for Profit Corporations.