

CONSTITUTION & BYLAWS OF BAIS AHAVAS YISROEL, THE BAY SHUL

PREAMBLE

The mission of Bais Ahavas Yisroel, The BAY Shul, is to maintain and conduct in perpetuity an Orthodox synagogue for divine worship and religious observance according to the tenets and precepts of the written and oral laws of Orthodox Judaism and to being at all times sensitive to the particular religious and charitable needs of the greater Buffalo Grove Jewish community.

RELIGIOUS AUTHORITY

It is expressly affirmed that (a) the tenets of Orthodox Judaism are divinely ordained; (b) Jewish law is morally binding on all Jews; and (c) that the authoritative definition and interpretation of Jewish law and Torah teaching lies within the competence only of the Orthodox Jewish Rabbinat. Accordingly, BAY Shul will continuously promote and uphold the Jewish faith and its Torah through the precepts and guidance of “Da'as Torah” (as set forth and elucidated by “the Torah leaders of the generation”) or of “Orthodox Judaism” (per the precepts and guidance of the Chicago Rabbinical Council (CRC) or the Orthodox Union (OU) or the Rabbinical Council of America (RCA)).

ARTICLE I

NAME

The name of this Congregation shall be Bais Ahavas Yisroel, the BAY Shul, an Illinois corporation, as set forth in its Articles of Incorporation, and subject to the applicable regulations of the State and of the United States, exclusively organized for religious, educational, and charitable purposes.

ARTICLE II

THE OFFICE OF THE RABBI

1. The retention of, and his appointment to, the position of the Rabbi of this Congregation shall be limited solely to an Orthodox Rabbi who has received his Semichas Harabanus, ordination, from a recognized Orthodox Yeshiva or other

Orthodox Rabbinical authority acknowledged as such among Orthodox Jewry, and, further, who is eligible for membership in either the Union of Orthodox Jewish Congregations of America (OU) or the Chicago Rabbinical Council (CRC), or both.

2. The Rabbi shall be vested with complete authority in those matters relating to the religious observances of the Congregation. He shall be the sole interpreter and adjudicator of Halakhah and Hashkafa (Orthodox Jewish Religious Outlook).
3. The Rabbi may exercise the right to refer a matter relating to Halakhah or Hashkafa, or both, to Agudath Israel of Illinois or the Chicago Rabbinical Council (CRC) for interpretation and adjudication, which will be religiously binding on the Congregation. In the absence of an incumbent Rabbi, all matters of Halakhah and Haskafah shall be submitted to the Agudath Israel of Illinois or to the CRC for final and binding determination.
4. No other tribunal, civil or religious, shall ever be called upon to decide any disputes or differences involving the Halakhic or Hashkafic observances or orientation of the Congregation.

ARTICLE III

MEMBERSHIP

Any person 18 years or older may be eligible for membership in the Congregation in one of the following classes:

1. Family Membership includes husband and wife along with any children of school or college age residing in the family's principal residence. This Membership shall be entitled to 2 votes and eligibility for a Board of Directors' position.
2. Individual Membership includes a single person along with any children of school or college age residing in that individual's principal residence. This Membership shall be entitled to 1 vote and eligibility for a Board of Directors' position.
3. Associate Membership includes those persons who might not permanently live in the BAY Shul community and/or who have limited association with BAY Shul. This Membership is not entitled to vote, is ineligible for Board Membership, and does not include a High Holiday seat, without payment of additional fees for each High Holiday seat.

4. Special Membership includes any person under the age of 25 whose family is not a member or, in the alternative, lives apart from the family, and is not entitled to vote.
5. Senior Membership includes any person at least 65 years of age who shall be eligible for a family or individual membership at a discounted rate from the full membership dues.

ARTICLE IV
DUES AND FEES

1. BAY Shul fiscal year begins on July 1st and ends on June 30th of the following year. Dues are payable in full prior to the High Holidays unless alternative arrangements have been made with the Financial Dues Review Committee. The deadline for cancellation of yearly memberships shall be 14 days prior to Rosh Hashanah. Once that deadline has passed, lack of participation by a member in any of the services available at the synagogue will not diminish the obligation to pay the full yearly dues.
2. Each member shall pay annual dues and fees in an amount to be determined by the Board of Directors except for those members whose dues and fees are modified by the Financial Dues Review Committee.
3. High Holiday seating may be purchased, subject to the discretion of the Board of Directors and based upon availability, with priority being given to relatives of BAY Shul members. The cost of a High Holiday seat shall be determined by the Board of Directors on a yearly basis.
4. The Financial Dues Review Committee shall be composed of the BAY Shul officers and/or the Rabbi. All activities of this committee shall be strictly confidential.
5. This Committee shall have the power to waive, reduce, or defer the payment of annual dues and fees or special assessments for any member or prospective member who requests such financial consideration.

ARTICLE V

SYNAGOGUE ADMINISTRATION

1. All policy changes, or newly introduced policy changes to this Constitution as set forth in the above paragraphs entitled “Preamble” and “Religious Authority,” must be approved by the unanimous vote of the Board of Directors subject to the majority vote approval of the entire eligible BAY Shul Membership entitled to vote.
2. The President and Vice President shall be elected by a simple majority vote of casted ballots by the entire BAY Shul Membership entitled to vote. The Secretary and Treasurer may be nominated by the Board of Directors, or by self-nomination of candidates. Other officers may be selected by the Board of Directors by their majority vote. The position of Past President shall be automatically conferred upon the President upon expiration of his term of office unless he is not able to fulfill this position or is unwilling to serve in this capacity. In the absence of a majority vote for President and Vice President, by a vote of the entire BAY Shul Membership, the President and Vice President shall be elected by majority vote of the Board of Directors.
3. Should the Office of President become vacant, the Vice-President shall take over and serve as President for the remaining term of the Presidency. The Board of Directors may select one of the Board of Directors to temporarily fill the Officer of the Vice President pending the calling of an election among the entitled voting Membership.
4. The term of office for Board Members shall not be limited.
5. All Board meetings must be conducted according to the most recently revised edition *Roberts Rules of Order*.

ARTICLE VI

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Always acting in the best interests of the BAY Shul membership, the Board of Directors shall have the responsibility for the day to day operations of the synagogue and the activities relating to these operations, including the following:

- a. All Contractual obligations of BAY Shul, including the salaries of the Rabbi, and other personnel which, from time to time, may be hired for identified and approved administrative activities.
 - b. Any expenditure involving the repair or maintenance of the synagogue exceeding \$300.
 - c. Approval of the yearly budget.
 - d. Any action which entails expenditures relating to the purchase, expansion, or major renovation to current or proposed facilities shall require the Board of Directors to call for a General Membership Meeting for the purpose of obtaining feedback from those in attendance.
 - e. Any other matters deemed to be Board responsibility herein. All actions taken by the Board of Directors in fulfillment of its responsibilities and duties must be preceded by full discussion and consideration at a Board Meeting, either regularly scheduled or specially called for such purpose.
2. A Quorum is required to conduct any regularly scheduled or specially called board meeting. A quorum requires the attendance of one-half the filled positions of Board of Directors. If one-half is not a whole number, this shall be rounded up to the next whole number. While synagogue matters may be discussed at these meetings, no vote may be taken in the absence of a quorum, both present and voting. Board Members may not vote *in absentia*.
 3. The President shall preside at all Board of Director meetings. In the absence of the President, a Board member designated by the President shall preside.
 4. The Board of Directors shall meet every three weeks, unless circumstances dictate otherwise. However, the Board must meet at least once every three months.

ARTICLE VII

IMPEACHMENT OF A MEMBER OF THE BOARD OF DIRECTORS

Reasons for impeachment are:

1. Failure to fully perform the duties and responsibilities of a Board Member as set forth in this Constitution.

2. Conduct or actions not befitting the position as a Board Member of BAY Shul or in accordance with Article VI.

A formal impeachment proceeding pursuant to Roberts Rules of Order may be undertaken by the Board of Directors, at a meeting specially called for this purpose. If the Board Member subject to impeachment is the President, the attending members shall appoint one of them as the presiding officer. Only discussion shall be held at that meeting. The Motion itself shall not be voted on until the next regularly scheduled Board of Directors meeting. The person proposed for impeachment shall be notified in writing with reasons for the impeachment included and given the opportunity to speak at the next Board of Directors meeting prior to voting. But for the Board Member under impeachment, the motion for impeachment must be ratified by a secret ballot by the Board of Directors present and voting. A plurality of affirmative votes must follow.

ARTICLE VIII

FILLING VACANCIES ON THE BOARD OF DIRECTORS

Recommended by any Board member, vacancies may be filled with a member in good standing and approved by a majority vote of the Board.

ARTICLE IX

SLATE MAKING AND ELECTION PROCEDURES

1. The Slate Making Committee for the Board of Directors shall consist of five members of the congregation in good standing. The Committee shall appoint a chairman from among them.
2. No person shall occupy more than one office at any one time and no household shall have more than one person on the Board of Directors at any one time. Employees of BAY Shul, including the Rabbi, shall not hold a position on the Board of Directors.
3. The committee's decision to slate a candidate shall be by a majority vote of the entire committee with the consent of the candidate. Any committee member shall not cast a vote for a particular position if he/she is seeking to be slated for such position.

4. The Slate Making Committee shall present its proposed slate to the Board of Directors for approval of each individual candidate not later than the first week in March. Each slated candidate must be approved by at least a majority vote among the Board membership. The approved slate shall be distributed to the congregation not later than seven days after the slate has been approved.
5. Congregants in good standing who are not slated but wish to run for a position shall request from the Slate Making Committee Chairperson the appropriate petition.
6. The General Election of the Board of Directors shall be held in a format as directed by the Board of Directors:
 - A. A simple majority vote of casted ballots by the entire BAY Shul Membership entitled to vote shall be needed for the election of Board of Director positions. New Directors shall take office effective at the beginning of the fiscal year.

ARTICLE X

CONSTITUTIONAL AMENDMENTS

1. This Constitution or any portion thereof, may be amended in the following manner unless it contradicts the language or intent of the Preamble.
2. Any such proposal made by the Board of Directors after having been approved by a majority of affirmative votes of the Board of Directors shall be presented to a meeting of the Congregation for presentation of the proposal, which meeting shall be (at the discretion of the Board of Directors) not sooner than thirty days and not later than 45 days thereafter. The notice of any such meeting shall include a copy of the proposal and shall be distributed to the Congregation not later than fourteen days prior to such meeting.
3. At such meeting the Board of Directors shall present the proposal together with their recommendations, if any.
4. Official numbered secret ballots shall be distributed not later than fourteen days after such meeting. A fourteen-day period shall be allowed for return of official ballots. Each numbered official secret ballot shall be validated by the original signature of a synagogue member appointed for this purpose by the Rabbi.

5. On their return, these official numbered secret ballots shall be tabulated by that same synagogue member at a special Board of Directors meeting to coincide with the return of such ballots. Only those ballots returned shall be tabulated. An unreturned ballot or a returned ballot without indicating a YES or NO vote shall not be counted.
6. If two thirds of the members in good standing of the Congregation vote in favor of the proposal, it shall be declared adopted and effective as of the date of such meeting unless another effective date subsequent to the date of such meeting shall be included in the proposal.
7. Proposal for amendment of the Constitution which has been rejected by the Congregation may not be submitted for consideration of the Congregation unless twenty-four months have elapsed since the time of such rejection.

ARTICLE XI

MEMBERSHIP MEETINGS AND NOTICES

The Annual General Membership Meeting of the Congregation shall be held in October and or November of each year.

The Board of Directors will call for a special General Membership meeting whenever the Board deems it necessary or the Constitution requires such a meeting.

Notice of any General Membership Meeting shall be made to all members of the Congregation not later than fourteen days prior to such meeting.

APPENDIX

ARTICLES OF INCORPORATION

1. **PURPOSE:** This Corporation is organized exclusively for charitable, educational, and religious purposes within the meaning of section 501(c) (3) of the Internal Revenuer Code.
2. **INUREMENT OF INCOME:** No part of the Corporation's income, which derives solely from membership dues of and contributions by members and donors to the Corporation shall incur to the benefit of, or to be distributed to, its members, trustees, officers or other private persons except that the corporation shall be authorized and

empowered to pay reasonable compensation for services specifically rendered to the Corporation.

3. LEGISLATIVE OR POLITICAL ACTIVITIES: None of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
4. OPERATIONAL LIMITATIONS: This Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
5. DISSOLUTION CLAUSE: Upon the dissolution of the corporation the Board of Directors shall, after paying or making provisions for a the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes that will continuously promote and uphold the Jewish faith and its Torah through the precepts and guidance of “Da'as Torah” (as set forth and elucidated by “the Torah leaders of the generation”) or of “Orthodox Judaism” (per the precepts and guidance of the Chicago Rabbinical Council (CRC) or the Orthodox Union (OU) or the Rabbinical Council of America (RCA)); and as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.