

BY-LAWS
OF
ARTHUR I. MEYER JEWISH ACADEMY, INC.
(a Florida non-profit corporation)

ARTICLE I – NAME

The name of this corporation is: ARTHUR I. MEYER JEWISH ACADEMY, INC.

ARTICLE II – PURPOSE

The purpose of this corporation is to own and operate a Jewish community day school (the “Academy”) consistent with the following mission statement:

The Arthur I. Meyer Jewish Academy is dedicated to educating Jewish children in the greater Palm Beaches. Our goal is to provide an exemplary general and Jewish education in a bi-lingual Hebrew and English format in a pervasively Jewish environment. Programs stress knowledge acquisition, information processing, social interaction and personal development in order to develop and nurture the “whole” child. Students will be provided with the tools necessary to expand intellectually, emotionally, physically and spiritually so as to have the skills they will need for a creative and constructive life-long membership in the American society and in the Jewish community.

ARTICLE III – MEMBERSHIP IN THE CORPORATION

All parents of children enrolled in the Academy shall be members of this corporation for the fiscal year of such enrollment and shall be considered in good standing provided payment of tuition is not in arrears. In addition, non-parent members of the Board of Directors, Honorary Board members, and Past Presidents are members of the corporation.

ARTICLE IV – BOARD OF DIRECTORS

SECTION I: Duties of the Board: All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be

managed under the direction of, a Board of Directors (the "Board") which will be responsible for all policies and fiscal matters and the guidance of all affairs of this corporation.

SECTION II: Qualifications:

1. A Director must understand and be personally committed to the above stated "purpose" of the Academy. (Article II).
2. A Director must support the Academy's fund-raising campaign and events through personal efforts or financial contributions.
3. Inasmuch as this corporation is a beneficiary agency of the Jewish Federation of Palm Beach County, Inc. (the "Federation"), each director shall be responsible for a meaningful commitment according to his/her ability to the annual campaign of the Federation for the campaign year(s) in which he or she shall serve as a director.
4. Full-time employees of the school are not eligible to serve as directors.

SECTION III: Composition: The Board shall be composed of not less than twenty (20) nor more than forty five (45) persons. These members shall include:

1. All members of the Executive Committee.
2. One (1) representative of the Federation, appointed by such organization.
3. One member of the Palm Beach County Board of Rabbis, appointed by such organization.
4. The President of the Parent Council of the Academy.

SECTION IV: Term of Office: Each director shall hold office for a term of two (2) years. Elections will be held yearly with one-half (1/2) of the Board to be elected each year. A director shall not serve on the Board for more than six (6) successive years. Time served on the Executive Committee shall not be counted.

SECTION V: Removal: Any director may be removed by a two-thirds (2/3) vote of the Board present at any duly constituted regular or special meeting. Notice of a motion to remove a director must be provided in the notice of that meeting.

SECTION VI: Delegation of Powers: For any reason which it deems sufficient, the Board may delegate any power or duty of any officer or director to any other officer or director.

ARTICLE V – HONORARY BOARD OF DIRECTORS

This corporation may recognize founders, past presidents and those members of the community who have demonstrated an interest, commitment, and dedication to Jewish education by appointing them to an Honorary Board of Directors. Honorary directors may attend board meetings and may speak at such meetings provided, however, that in order to qualify for voting privileges, an honorary board member must have attended fifty percent (50%) of the meetings during the year in which voting privileges are sought.

ARTICLE VI – EXECUTIVE OFFICERS

The officers of this corporation: shall consist of President, not more than seven (7) Vice Presidents, Secretary, and Treasurer, all of whom shall be members of the Board. Each officer shall be elected to hold office for a period of (1) year. Only one spouse per family may hold an officer in this corporation.

SECTION 1: President

No person shall be elected to the Office of President who has served less than one year on the Board. The President shall:

1. Preside at all meetings of the Board, at all meetings of the Executive Committee, and at the Annual Meeting.
2. Appoint all Committee Chairmen in consultation with the Executive Committee.
3. Be a member ex-officio of all committees.
4. Be chairman of the Executive Committee.
5. Perform all other duties usually pertaining to the office of President, or as may be authorized by the Board or the Executive Committee.
6. The President may vote in only two (2) cases – (1) to break a tie vote or (2) to create a tie vote in which case the vote will fail. The President cannot vote twice, first to make a tie and then to break a tie.
7. During a period when the President is unable to serve, the Executive Committee shall elect one of its members to serve in his/her stead.

SECTION II: Vice Presidents

Each Vice President shall:

1. If designated by the President, preside at meetings of the Executive Committee and the Board in the absence of the President.
2. Perform such duties as may be delegated by the President, Executive Committee or Board.

SECTION III: Secretary

The Secretary shall:

1. Record the minutes of all meetings of the Board, the Executive Committee, and the Annual Meeting of the membership. Original copies of the minutes shall be placed in a minute book to be held at all times in the principle office of this corporation. Duplicates of the minutes shall have the same force and effect as the original. The minutes of the current year shall be maintained in a minute book separate from the minutes of prior years.
2. Maintain attendance records of the meetings of the Board and of the Executive Committee. Attendance records shall be furnished to the Chairperson of the Nominating Committee upon request.
3. Insure that staff maintains a chronological log of all motions and resolutions adopted by the Board and its Executive Committee.
4. Insure that staff provides notices of all meetings required by statute, By-Laws or Resolutions.
5. Perform such other duties as may be delegated by the Board, the Executive Committee, or the President.

SECTION IV: Treasurer

1. The Treasurer shall:

- a. Supervise the custody of all funds and securities of this corporation.
- b. Review the record of the accounts and budgets of this corporation and report thereon at each regular meeting of the Board.
- c. Make a financial report at annual meeting and special reports, when requested.
- d. Supervise that all monies of this corporation are deposited in the name of this corporation in a bank or banks selected and

designated by the Board, subject to withdrawal for authorized purposes, upon the joint signature of any two (2) authorized officers of this corporation designated by the Board, all of whom shall be bonded, unless expressly exempted by the Board.

- e. Supervise the review and filing of financial reports and returns required by all governmental agencies.
2. The detailed bookkeeping shall be performed by a paid qualified bookkeeper. Books of account shall be reviewed at least monthly by the Treasurer and shall be audited annually by a Certified Public Accountant.
3. All securities and other valuable papers shall be placed in a bank safe deposit box or vault, designated by the Board, which may be opened only upon the joint signature of two persons authorized by the Board, one of whom must be an officer of this corporation.
4. Perform such other duties as may be delegated by the Board, the Executive Committee or the President

ARTICLE VII – EXECUTIVE COMMITTEE

SECTION I: Composition: The Executive Committee shall consist of the officers, the immediate Past President, and not more than three (3) other directors, appointed by the President at his or her discretion. The Principal shall be a member ex-officio.

SECTION II: Role:

1. The Executive Committee is empowered to transact the ordinary business of this corporation. The Executive Committee shall be subject to the supervision of the Board.
2. The Executive Committee may authorize emergency repairs and enter into extraordinary transactions under exigent circumstances when the interests of this corporation so require. Under any other circumstances, the Executive Committee may not spend in excess of ten thousand dollars (\$10,000) without Board approval, unless previously budgeted.
3. Minutes and reports of all other committees shall be received for consideration by the Executive Committee. The Executive Committee shall report the submission of such committee reports in its minutes together with such action, if any, as shall have been taken by the Executive committee thereon. The President will report on each regular and special meeting of the Executive Committee to the Board at the next regular meeting of the Board. The Executive committee may direct that the Chairpersons of of the various committees render reports

directly to the Board or to the membership. All minutes and reports submitted to the Board by the Executive Committee shall fairly represent the financial business transacted in sufficient detail as shall enable the Board to properly supervise the Executive Committee.

4. The Executive Committee shall hold a regular meeting in each month of the year. Special meetings may be called by the President or by three (3) members of the Executive Committee. Notice of special meetings shall be in accordance with Article XI, Section I.
5. One-half (1/2) of the membership of the Executive Committee shall constitute a quorum to transact business at regular and special meetings.
6. All investments of funds of this corporation shall be approved by the Executive Committee.
7. The order of business for meetings of the Executive committee shall be at the discretion of the President.
8. Special ballot: When, in the opinion of the Executive Committee, there exists an extraordinary item of business which requires the urgent approval of the Board, the Executive Committee shall direct the Secretary to prepare a ballot containing the proposed resolution or matter together with the recommendation of the Executive Committee and contact each director. Approval shall require a two-thirds (2/3) majority vote of no fewer than two-thirds (2/3) of each of the Executive Committee and the Board of Directors.
9. Under exigent circumstances the Executive Committee may act by telephonic or personal communication with no fewer than two-thirds of the members of the Executive Committee responding with a minimum of two thirds (2/3) votes in favor. A record of the ballot shall be placed in the minutes of the Executive Committee.
10. Confidentiality: Nothing in these By-Laws shall require the publication of personal nature where student-faculty relations, personal finances, staff morale, personal reputation, or the interests of this corporation would be adversely affected.

ARTICLE VIII – PRINCIPAL

SECTION I: Upon the recommendation of the Executive Committee, the Board shall vote upon employment of a Principal. The Principal shall be responsible and accountable to the Board of Directors.

SECTION II: The Principal shall attend all meetings of the Board and the Executive Committee, and may attend standing and ad hoc

committees, except where his or her performance, compensation, or retention is being considered.

SECTION III: The Principal is responsible for carrying out Board policies and the general administration of the School and to keep the Board informed, in a timely manner, concerning the affairs and activities of the School, and of any special problems encountered or anticipated in the administration thereof.

ARTICLE IX – COMMITTEES

With the exception of the Executive committee, whose membership is provided by these By-Laws, the President, with the approval of the Executive Committee, will appoint committee chairpersons for all standing committees within one month after election. The membership of each of the standing committees shall be appointed by the chairperson with approval of the President with the exception of the Nominating Committee (See Article X, Section I hereof). Each standing committee shall consist of a minimum of three (3) members. In addition to the standing committees, the President may create special committees and appoint the members there to at such times and for such purposes as the President may determine from time to time. The standing committees shall be:

SECTION I: Budget Committee. It shall:

1. Examine the needs of this corporation and prepare an annual budget.
2. Assist the Treasurer in the preparation of budget reports.

SECTION II: Tuition Assistance Committee. It shall:

Evaluate all applicants for tuition assistance, to determine the degree of need for each family, and to distribute the available funds to help the maximum number of children attend the School. Parents of students are not eligible to serve on this committee. All committee transactions shall be kept in strictest confidence.

SECTION III: Nominating Committee. It shall:

Propose a slate of officers and directors of the Board of Directors and Honorary Board on an annual basis and provide for the filling of vacancies as provided below.

ARTICLE X – NOMINATIONS AND ELECTIONS

- SECTION I: The Nominating Committee shall be composed of three members of the Board and three members at large, all of whom shall be appointed by the chairperson, subject to the approval of the President.
- SECTION II: The Nominating Committee shall submit a written slate of the officers and directors at least twenty (20) days prior to the Annual Meeting. No person shall be nominated by the Nominating Committee without having first provided a written consent to serve prior to the submission of the slate. Said slate is to be provided to each member of this corporation in the notice of Annual Meeting.
- SECTION III: Nominations from other than the Nominating Committee may be made by written notice to the Committee at least ten (10) days prior to the Annual Meeting, provided said non-committee nomination is accompanied by a petition signed by at least twenty (20) members of this corporation, in good standing and a written consent to serve. Floor nominations will not be allowed at the Annual Meeting.
- SECTION IV: If a vacancy occurs among the officers or directors, the Nominating Committee shall, at the direction of the President or the Board, submit to the Board within sixty (60) days the name of a candidate for Board approval. Once approved, the candidate will serve the remainder of the term of the officer or director whose vacancy such candidate shall have been approved to fill.

ARTICLE XI – MEETINGS

- SECTION I: Regular and Special Board Meetings
1. Regular Board Meetings. Regular meetings shall be held monthly with a minimum of seven (7) meetings in each calendar year with a minimum of seven (7) days previous notice.
 2. Special Board Meetings. A special meeting of the Board may be called by the President or three (3) members of the Executive Committee, or by seven (7) members of the Board. Special meetings shall require at least twenty-four (24) hours notice by phone or by mail, and such notice shall include the topic to be discussed.
 3. Quorum: The presence of one-third (1/3) of the Board shall be necessary at any regular or special meeting to constitute a quorum to transact business. The act of a majority of the directors present at a meeting shall be the act of the Board.

Once a quorum is established, the departure of any director shall not affect the quorum.

4. Voting. Every member of the Board in good standing, shall have the right and be entitled to one (1) vote, in person, upon every proposal submitted to a vote. Any member of the Board may request, without giving cause, that a particular proposal submitted to a vote be by closed ballot. Voting by proxy shall not be permitted.
5. Open Meetings. Regular meetings of the Board are open, except those meetings or portions of meetings designated by the President or by a majority of a quorum of the Board as being "Executive Sessions." What shall constitute an Executive Session shall be determined at the discretion of the President or a majority of a quorum of the Board. Non-Board members may address the Board during the Good and Welfare segment of each Board meeting.

SECTION II: Annual Meeting

1. Date. Unless otherwise ordered by the Executive Committee, the annual meeting of the membership of this corporation shall be held in May of each year; one of the purposes of which shall be the election of the officers and the other members of the Board who are candidates for election or reelection for the ensuing year, all of whom shall take office immediately following such election.
2. Notice. Notice of the annual meeting shall be sent to each member of this corporation at least twenty (20) days prior to the annual meeting and shall include the Nominating Committee's slate and procedure for non-committee nominations.
3. Quorum: Any number of the members present shall constitute a quorum for the transaction of business at the annual meeting.
4. Voting. Every member of this corporation, in good standing, shall have the right and be entitled to one vote, in person, upon every proposal submitted to a vote at any annual meeting of this corporation. Voting by proxy shall not be permitted.

ARTICLE XII – FISCAL YEAR

The fiscal year of this corporation shall be established in accordance with the Federation's fiscal year.

ARTICLE XIII – ORDER

"Roberts Rules of Order" newly revised shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws.

ARTICLE XIV – AMENDMENTS TO THE BY-LAWS

Any director may propose an amendment of these By-Laws to the Board of Directors. The Board may amend, revise, add to, repeal, and rescind these By-Laws and/or adopt new By-Laws, provided that a written copy of the propose alteration, amendment, revision, addition, repeal, or rescission of the By-Laws or adoption of new By-Laws shall have been given at least fifteen (15) days preceding the meeting. Amendments to the By-Laws must be approved by a quorum of two-thirds (2/3) of the Board of Directors and passed by two-thirds (2/3) of those present voting in person.

ARTICLE XV – INDEMNIFICATION

This corporation shall indemnify any officer or director who is made a party or is threatened to be made a party to any threatened, pending or completed actions whether civil, criminal, administrative, or investigative by reason of the fact that he is or was an officer, director, employee, or agent, against expenses including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any action, suit or proceeding including any appeal thereof, provided that:

1. He/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed (to,) the best interests of this corporation, and
2. He/she acted or reasonably believed that he/she was acting within the scope of his/her duty, office, or agency, and
3. All material aspects of the transaction or series of transactions relating to the action, suit, or proceeding were disclosed to the Executive Committee.

If any expenses or amounts are paid by way of indemnification other than by an insurance carrier pursuant to insurance maintained by this corporation, a statement of the litigation or threatened litigation specifying the persons paid, the amounts paid, and the nature and status at the time of such payment shall be read at the next regular meeting of the membership.

Duly Adopted By the Board of Directors on April 2, 2001.