

Proposed Board Bylaws for Hillel Hebrew Academy

As amended June 2007

Article I: Definitions

The terms set forth below are defined as indicated for the purposes of this document unless otherwise required by the context in which they are used:

- A. Board means the Board of Directors of the School, a self-perpetuating entity charged with the strategic, long-term protection and strengthening of the financial, physical, and programmatic assets of the School.
- B. Full Board means all Directors currently serving (not just those in attendance).
- C. Head of School means the School's Chief Executive Officer and the Board's only employee, with all other employees being hired by the Head or his designee.
- D. Majority means in excess of 50% of the applicable total number.
- E. School means *Hillel Hebrew Academy*.
- F. Planning Document(s) means the School's current list of viability-related tasks and decision points most likely to advance the school's mission over the next five- to eight-year period.
- G. Director means an individual who is a member of the Board as described in Article IV.

Article II: Aims and Purposes

- A. The school shall provide a comprehensive course of religious Orthodox Jewish and General Studies.
- B. The school shall imbue its students with a love for Jewish learning and orthodox Jewish observance. The course of religious studies shall be conducted in accordance with the laws, customs and traditions of our Torah and *Shulchan Aruch* and shall advance the knowledge and use of the Hebrew Language.

- C. The religious ideology as stated in this article shall not be changed or modified so long as there shall be two (2) members who may object to such change.
- D. The course of General Studies shall be conducted in accordance with the standards and requirements of the California State Department of Education or any other authority having jurisdiction thereof.
- E. The school shall inculcate in its students loyalty to the United States of America and to its democratic ideals and principals, and devotion to the ideals of the State of Israel.

Article III: Powers and Responsibilities of Directors

Subject to limitations imposed by law, a charter of this corporation, or these bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors. All of the affairs and business of the School will be managed by the Board in a manner consistent with these bylaws and other applicable state and local regulations. The Board will focus on: (a) planning and the annual agendas derived from the resulting planning document(s); (b) setting and implementing policy consistent with and pursuant to the planning document(s); (c) employing and evaluating of the Head of School, who will function, on the Board's behalf, as the Chief Executive Officer, of the operations level implementation of the planning document's component parts, and (d) review the mission every four years.

Without limiting the foregoing, the Board of Directors shall:

- A. maintain the goals and parameters which determine the nature of the School consistent with its charter and mission;
- B. receive and hold by purchase, gift, devise, bequest, or grant, real or personal property for the benefit of the School;
- C. reject on behalf of the School any contributions, gifts, bequests, or devises that are not consistent with the either the general or specific purposes of the School;
- D. develop and revise, as needed, both the overall planning document(s) and strategic financial plan derived therefrom;
- E. fix the Head's annual compensation package;
- F. support, nurture, review and evaluate the performance of the Head;

- G. extend the Head's contract in a systematic and timely manner or, in likewise manner, bring it to closure;
- H. delegate to the Head the full range of day-to-day management functions, avoiding encumbrances;
- I. render governance advice at the request of the Head and provide management perspective through the Board President's close contact with the Head;
- J. identify the means of funding student programs and support services;
- K. develop the annual budget, with the assistance of the administration, and approve a version consistent with the strategic financial plan;
- L. approve major capital expenditures and loans, and assure the fiscal integrity of the operation through oversight and periodic professional audits;
- M. set prudent investment policies to preserve the real-dollar value of the school's assets and regularly review such policies;
- N. monitor the condition and character of the physical plant to be certain that student and program needs are being met;
- O. communicate the Board's direction, financial position, and plans to all constituencies;
- P. evaluate constituents' and constituencies' concerns for relevance;
- Q. keep the relationship between major expenditures for plant and personnel in perspective lest resources devoted to one area deter resources being devoted to the other;
- R. cultivate, nominate, appoint, and orient Board members who possess the talent, skills, and means to further the work of the Board, specifically the School's mission and its currently approved planning document(s);
- S. identify and cultivate potential donors and solicit gifts that are appropriate to fulfill the School's mission;
- T. assess annually the performance of each Director and that of the Board as a whole, and take corrective action as needed;

- U. establish bylaws and review them annually for effective operation.

Article IV: Membership of the Board of Directors

- A. **Eligibility:** The Directors of the School shall be the only members of the corporation and, upon ceasing to be a Director; any such person shall cease to be a member. The Director shall, for the purpose of any statutory provision or rule of law relating to non-profit corporations, be a member of the corporation and shall have and exercise all the rights, privileges, powers, and immunities of members thereof. No person shall be eligible who is employed by the School or has a child, sibling, spouse, parent or step-parent employed by the School. Persons under age 21 are not eligible for membership on the Board of Directors. The Head of School shall serve as a member of the Board of Directors *ex officio*.
- B. **Liability:** No Director shall be liable for the debts, liabilities, or obligations of the School.
- C. **Number:** The Board of Directors shall consist of not less than 14 or more than 22 members. No more than 60% of the total number of Board members may come from one immediate constituency, such as: parents, past parents, alumni, or grandparents. There shall be at least two members who come from no immediate constituency of the School.
- D. **Election:** Nomination for members of the Board shall be made by the Committee on Directors. The guiding principle for such recommendations, and for the full Board's subsequent approval, will be each potential new Director's willingness and capacity to further both the School's mission and its currently approved planning document(s).
 - 1. **Term:** Directors shall be elected to the Board for a term of three years, with no Director serving more than six consecutive years. However, any Director may be elected to complete a term as an officer for up to two years. Election will be by the then-existing Board at the Annual Meeting. A new Director's term shall begin at the end of the Annual Meeting. To be elected, a person must receive affirmative votes from a majority of the full Board.
 - 2. **Vacancies:** A vacancy occurring in the Board shall be filled by a majority vote of the full Board upon the recommendation of the Committee on Directors. A member of the Board elected to fill a vacancy shall be appointed for the unexpired term of such member's predecessor in office.
 - 3. The service of a Director may be extended for two additional years (beyond the six consecutive years mentioned in Article IV, Section

D, Number 1) in order to fulfill a position as an officer of the Board.

- E. Resignations: Any Director may resign from a committee of the Board, an office of the Board, or the Board itself by giving a written notice to the Board President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at a later time therein specified by the resigning Director. Announcement of the vacancy to the remaining Board shall be made by direct communication from the Board President or Secretary.
- F. Removal: A Director may be removed from the Board prior to the expiration of his term, upon recommendation of the Committee on Directors, by an affirmative vote of at least two-thirds of the full Board, provided that such removal shall be for cause – including excessive absenteeism or conduct prejudicial to the best interests of the School.
- G. Compensation: Directors shall serve without compensation. A Director may be reimbursed by the School for his travel, out-of-pocket, and other expenses incurred serving as a Director upon prior written approval from the President.

Article V: Directors Emeriti

A Director who has served with eminent distinction, whose continued assistance and expertise is sought by the Board, and who is anxious to remain involved with the School may be elected by a majority of the full Board as a Director Emeritus. Directors Emeriti shall be elected for a one-year term and may be re-elected without limit. They are entitled to receive minutes of all Board meetings and may attend any regular or special meeting of the Board. However, a Director Emeritus shall not be considered a member of the Board and serves without vote. The number of Directors Emeriti shall not exceed 25% of the number of regularly authorized Board members.

Article VI: Officers

- A. Officers: The officers of the Board shall be members of the Board and shall include at least the following: President, Vice President, Chief Financial Officer, and Secretary.
- B. Election: The officers of the Board shall be nominated by the Committee on Directors and shall be elected for a one-year term at the Annual Meeting by a majority vote of the full Board. No person may serve more

than three (3) consecutive years in any one of the offices of Vice President, Secretary, and Chief Financial Officer.

- C. Vacancies: A vacancy in any of the offices of the Board may be filled by nominee(s) from the Committee on Directors for the unexpired term by a majority vote of the full Board, provided that a notice of the election and qualifications of the nominee(s) is distributed to the members 10 calendar days prior to the election.
- D. President: The President shall preside at all meetings and shall oversee, with the assistance of the Committee on Directors, all committees. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. In the event that the Board appoints a Head Search Committee, the Committee on Directors shall nominate and the Board shall elect the succeeding President (if the current President's term is due to expire before the end of the new Head's first year in office). The President-elect shall serve as the Chair of the Search Committee. (See Article VII, Section B)
- E. Vice President: In the absence, disability, or death of the President, the Vice President shall perform all the duties of the President.
- F. President Pro Tem: In the absence of the President and Vice president, the Board of Directors may appoint a President Pro Tem.
- G. Chief Financial Officer: The Chief Financial Officer shall be the custodian of all funds and securities of the School. Funds of the School shall be disbursed only on checks or other withdrawal orders of the School signed by such officers or other persons as may be specifically authorized by the Board. The Chief Financial Officer shall generally supervise the accounting and bookkeeping of the School and shall regularly report to the Board of Directors as to the financial condition and results of the operation of the School. With the approval of the Board and the Head, the Chief Financial Officer may delegate to an administrative, salaried employee of the School such of the foregoing duties, including the signing of checks or other orders of payment for money. All such delegations shall be recorded in the minutes. The Chief Financial Officer shall function as the Chair of the Finance Committee.
- H. The Secretary: The Secretary shall keep or cause to be kept a record of the proceedings of the Board and shall ensure delivery of all notices as may be necessary and proper. The recording, transcription, and distribution of Board meeting minutes may be delegated to a qualified clerical person

hired to perform these duties with great discretion. The individual shall not be otherwise employed by the School or related by marriage or birth to any employee of the School.

Article VII: Duties and Performance of the Head

- A. **Executive Functions:** The Head of School shall be the Chief Executive Officer and official advisor and executive agent of the Board. The Head shall exercise general superintendence over all the affairs of the school and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities. The Head shall have the power, on behalf of the Board, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved budget, or in any capital budget or emergency expenditure authorized and approved by the Board. The Head shall be an ex-officio member of the Board, without vote.
- B. **Appointment and Contract:** In the event of a permanent vacancy in the office of the Head, the Board shall elect a replacement from among candidates submitted for consideration by a special Search Committee appointed by the Board (see Article VI, Section D). An affirmative vote of at least two-thirds of the full Board is required for appointment. The elected candidate shall receive a two-year contract. The Head's employment contract shall be renewed subject to satisfactory performance review by the Head Evaluation/Support Committee and by an affirmative vote of a majority of the Directors present at the meeting during which renewal is considered. Each new contract will be completed between July 1 and October 1 and apply through June of the following academic year, and supercede all prior contracts.
- C. **Administrative Responsibilities:** Within the policy guidelines established by the Board, the Head shall develop the instructional program, provide administrative and educational leadership, employ and discharge personnel, enroll and dismiss students, participate in the drafting of the annual budget for Board approval, and be responsible for the day-to-day operation of the school.
- D. **Assistance to the Board:** The Head shall work in close conjunction with the Board President and the Board, support the work of all Board committees, guide the Board President in the preparation of agendas for meetings, and assist in developing and fulfilling the School's planning documents.

- E. **Annual Review of Performance and Compensation:** The Head shall, in June of each year, submit to the four officers of the Board a written self-assessment of his performance with respect to the achievement of goals mutually agreed upon by the Head and the Head Evaluation/Support Committee (see Article IX, Section C, Number 2) the previous July. The four officers shall draft the Head's contract having first received the report from the Head Evaluation/Support Committee, and after having consulted with the Chair of the Finance Committee. Following a satisfactory final report of the Head Evaluation/Support Committee and endorsement of the four officers of the Board, the Board shall renew the Head's contract and set compensation.

Article: VIII: Meetings of the Board

- A. **Annual Meeting:** The Annual Meeting of the Board of Directors shall be held in April. The Board shall elect persons to serve as members of the Board and to serve as officers. The time, date, and place of the Annual Meeting shall be announced by the Board of Directors no later than the preceding February.
- B. **Regular Meetings:** The Board's meeting calendar shall be annually designed in such a manner as to advance the planning document(s) in the most efficient way possible. The President shall annually – normally during the early summer – establish and publish the upcoming year's calendar of Board meetings. The primary rationale for establishing Board meeting dates will be the expected schedule of Board committee proposals to be discussed and acted upon. The primary rationale for committee proposal development will be the furtherance of the planning document(s). There shall be a minimum of six Board meetings each calendar year. Three may be held off campus and two must be held on campus during portions of the academic year when classes are in session.
- C. **Special Meetings:** Special meetings of the Board for any purpose may be held on the call of the President or any three Directors. Notice of each special meeting, setting forth the time, date, and place of the meeting and the general nature of the business to transacted, shall be given by the Secretary in any two of the following manners: personal telephone contact with the Director, registered mail, e-mail, or fax. Notice must be given to each individual Director not less than 5 days in advance of the meeting. Business transacted at a special meeting of the Board shall be limited to the matter stated as the reason for the meeting.
- D. **Waiver of Consent:** Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or

an approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice of such Director. All such waivers, consents, and approvals shall be in writing and filed with the corporate records or made a part of the minutes of the meeting.

- E. **Action Without Meeting:** Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or such committee shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the Board or such committee.

- F. **Quorum** A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors then serving. An act of the majority of Directors present and voting at a duly called meeting shall be an act of the Board except as may be provided elsewhere by these bylaws. Members of the Board shall be counted as present and may participate in a meeting through the use of conference telephone or video conferencing, so long as all members listed as present participate in the entire discussion preceding a given vote.

- G. **Conduct of Meetings:** The Board shall conduct its meetings in accordance with the rules and structures:
 - 1. Any member present at a meeting of the Board may make a motion for action to be taken by the Board.
 - 2. The Board President shall allow such discussion as shall be required for all persons to be heard and for all current issues to be clarified.
 - 3. At the conclusion of discussion, a vote shall be taken. If a voice vote does not make for clear decision, a count shall be made.
 - 4. Any member may introduce amendments. The Board President shall decide whether the proposed amendment is germane to the motion. If not, the matter of the proposed amendment shall be postponed.
 - 5. In voting on the motion, the last amendment made shall be the first amendment voted on, and the voting on the amendment(s) shall precede the voting on the motion.
 - 6. In the event a procedural question cannot be easily decided by these rules, common sense and the discretion of the Board President shall govern. When making procedural decisions, the Board President shall be mindful that all persons reasonably desiring to be heard should be permitted to speak, and to the greatest extent possible, each member should feel that a decision is fairly arrived at, even though it does not conform to his desires.

7. In the event any member desires to challenge a discretionary procedural decision of the Board President, this may be done by a "motion to set aside the decision," if entered immediately after the decision is made. This motion shall be privileged and shall be discussed immediately. Debate shall be limited to a maximum of five minutes, after which a vote shall be taken. During a discussion of this motion, the meeting shall be chaired by another officer of the Board to be selected in the order of his listing on the Board's roster of officers.
8. Any member may move to table a motion. This motion shall be privileged and shall be voted upon at once, without discussion.
9. Members may not vote by proxy.

Article IX: Committee

- A. **Special Committees:** There may be such special or ad hoc committees as the Board may from time to time establish for the discharge of particular duties.
- B. **Committees:** Committee structure and function will be determined annually by a process that begins with the re-examination of the planning document(s). The review, normally conducted each summer, results in the creation of the annual Board agenda – the schedule of actions to be taken by the Board in the coming year. Committees are expected to report periodically to the Board and it is expected such reports should take the form of recommendations that call for specific Board action. Once the Board agenda has been set, the Board President shall determine what committees will be needed to complete the agenda. The Board President shall select Directors to serve as committee Chairs. The Board President shall then develop lists of Directors and non-Directors to fill the roles in each committee. The goal is to appoint the individuals' best suited to advance the committee's charge – and thereby, the overall planning document(s) – during the year. There shall be at least two Board members on each committee. No Director may serve on more than two committees except the Board President who, along with the Head, shall be an ex-officio member of every committee. The President shall have a vote at all times and the Head shall have a vote only when the committee is recommending action by the Board.
- C. **Standing committees:**
 1. **Committee on Directors:** The Committee on Directors shall consist of four Board members selected by an affirmative vote of a majority of the full Board. The Head shall serve as a fifth member,

with a vote. The Committee on Directors may recommend to the Board successors for members rotating off the committee. The Committee on Directors will periodically review the planning documents to determine the Board's personnel needs and then profile the Board, listing the ideal characteristics needed for the fulfillment of the planning document's goals. The committee will then identify individuals whose characteristics and backgrounds (cumulatively) fulfill the profile. The committee will formulate and oversee a cultivation plan to bring those individuals to eventual Board membership. At the appropriate time, the committee will nominate cultivated individuals for Board and/or committee membership. The Committee on Directors shall direct training for the Board, with special orientation for all newly elected members. The Committee on Directors, in conjunction with the Head, shall conduct an annual evaluation of the Board based on the level of excellence with which the Board has fulfilled annual agenda. The evaluation will focus upon the Board's overall activity – individual Board members, all committees, and the President –as needed and appropriate. The objective of the evaluation will be the ongoing strengthening of the Board.

2. **Head Evaluation/Support Committee:** The Head Evaluation/Support Committee shall be appointed by the President and consist of not more than five members including the President, a minority of whom may be determined by the Head. A minority of the members may be non-Board members. All members should qualify as having been involved with the Head on multiple occasions and projects throughout the year. The Head Evaluation/Support Committee shall solicit observations from other members of the Board and then work in concert with the Head to delineate several annual major objectives, each of which clearly advances the planning documents and/or corrects perceived operation-level weaknesses or problems.
3. **Finance:** The Finance Committee shall be composed of not less than three or more than five members, all of whom must be Board members. It shall develop the details of a strategic financial plan; review the annual operation and capital budgets drafted by the Head to assure that they conform to, and efficiently advance, the planning documents and their financial components; and make recommendations with respect thereto to the Board. It shall review major financial or property transactions not provided for in the budget and submit proposed variances, with recommendations, to the Board. The Finance Committee shall have charge of the investment of all funds of the School, including the power to affect purchases, sales, and exchanges of securities and other investment

assets of the school, except real property. The committee may employ investment counsel and may delegate authority to purchase and sell securities for the account of the School to such investment counsel or any officer of the School, subject to such financial and other limitations as the committee may impose. The committee shall report changes in the investments to the Board in a timely manner. The Director of Finance and Services shall be an ex-officio member of the committee, without vote. The majority of the members of the committee shall constitute a quorum, but an affirmative vote of a majority of the whole committee shall be necessary in every case.

4. **Development Committee:** The Development Committee shall consist of four to six members, a minority of whom may be non-Board members. The committee shall review, recommend, and supervise (1) the scheduling of all fund-raising programs, (2) gift acceptance policies, (3) capital campaigns, and (4) endowment and planned giving programs. The committee may create a major gifts subcommittee with a specific focus on identifying, cultivating, and soliciting special, major donations. (The amount of a major gift will be recommended by the Development Committee to the Board.) The Director of Development shall be an ex-officio member of the committee, without vote.
5. Other committees may be formed at the discretion of the President committee necessary to fulfill the strategic plan.

Article X: Miscellaneous

- A. **Fiscal Year:** The fiscal year of the School shall commence on the first day of July in each year.
- B. **Indemnification:** Each Director and officer of the Board shall be indemnified against all expenses actually and necessarily incurred by such Director or officer in connection with the defense of any action, suit, or proceedings to which he has been made party by reason of his being or having been such Director or officer, except when the Director or officer is judged liable for gross negligence or willful misconduct in the performance of duty.
- C. **Execution of Contracts:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and behalf of this School and such authority may be general or confined to specific instances.

- D. **Conflicts of Interest:** A Director shall be considered to have a conflict of interest if the Director (1) has existing or potential financial interests which impair or might reasonably appear to impair such member's independent unbiased judgment in the discharge of his responsibilities to the School; or (2) is aware that a member of his family (which, for the purposes of these bylaws, shall be parent, sibling, spouse, or child) or (3) is aware that any organization in which such Director (or member of his family) is an officer, director, employee, member, partner, Director, or controlling stockholder, has such existing or potential financial interests. All Directors shall disclose to the Board any possible conflict of interest at the earliest practical time. No Director shall vote on any matter, under consideration of the Board or a committee, in which such Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having a conflict of interest abstained from voting. Any Director, who is uncertain whether he has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by a majority vote.
- E. **Bias:** A Director is expected to declare his bias if he feels that his support or opposition to a matter before the Board or a committee would unduly affect the outcome to the benefit or detriment of his child(ren). The member is responsible for disclosing such bias at the earliest possible time. The minutes shall reflect such disclosure. The member who has disclosed a bias may abstain from voting. The minutes shall reflect if and when the member abstained. If the member is unsure about the effect of his bias, he may ask the Board to make the decision about the appearance of bias and whether the member must abstain. The minutes shall reflect any Board decision in regard to bias and abstention.

Article XI: Discrimination Prohibited

- A. **Non-discriminatory Admission and Action:** The School admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admission policies, tuition assistance programs and athletic and other school-administered programs.
- B. **Terminology** In interpreting these bylaws, all masculine pronouns shall be deemed to refer equally to the feminine gender.

Article XII: Amendment and Review of the Bylaws

New bylaws may be adopted or these bylaws amended or repealed by an affirmative vote of two-thirds of the full Board, provided that the proposed changes are distributed to the full Board 30 days in advance of any meeting at which changes are to be considered. Prior to the Annual Meeting of the Board, the Committee on Directors shall review these bylaws and suggest any changes which it deems appropriate.

Article XII: Dissolution

The properties and assets of this nonprofit religious corporation are irrevocably dedicated to educational purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director of this corporation. In the event of the dissolution or final liquidation of the corporation, none of the property of the corporation nor any of the proceeds thereof shall be distributed to or divided among any of the Directors of the corporation or inure to the benefit of any individual. After all liabilities and obligations of the corporation have been paid, satisfied, and discharged, or adequate provision has been made therefore, all remaining property and assets of the corporation shall be distributed to one or more nonprofit organizations that meet the following criteria:

- (a) Such organizations shall be organized and operated exclusively for charitable, scientific, research, or educational purposes;
- (b) Transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States, be exempt from federal gift, succession, inheritance, estate, or death taxes (by whatever name called);
- (c) Such organizations shall be exempt from federal income taxes by reason of section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax law).