

BY-LAWS
of
HILLEL HEBREW ACADEMY

(As amended June 27, 2000)

ARTICLE I

NAME

The name of the School shall be the HILLEL HEBREW ACADEMY.

ARTICLE II

AIMS AND PURPOSES

Section 1 - The School shall provide a comprehensive course of religious Orthodox Jewish and/or general studies.

Section 2 - (a) 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.

(b) The religious ideology as stated in this article shall not be changed or modified so long as there shall be (10) members who may object to such change.

Section 3 - 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 hereof.

Section 4 - 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.

Section 5 - Though an independently incorporated institution, the School formally recognizes in its By-Laws the contribution Beth Jacob Congregation has made to the establishment of the School and shall maintain an honorary relationship with Beth Jacob Congregation. The Rabbi and President of the Board of Beth Jacob Congregation shall be invited

to serve on the advisory Board of the School. The School shall continue to seek to meet the needs of the members of Beth Jacob Congregation as well as other Orthodox congregations in the local community [provided that membership in Beth Jacob Congregation shall not be mandatory for membership in the School]. This honorary relationship and the housing of the School on Beth Jacob property shall continue by mutual consent, provided however, that the School and Beth Jacob Congregation shall remain separate legal entities with independent Boards of Directors.

ARTICLE III

MEMBERSHIP AND MEETINGS

Section 1 - Parents of students attending the School shall be deemed to be members of the School.

Section 2 - Any other person of the Jewish faith, over the age of twenty-one (21) years, may become a member of the School, upon the approval of the Board of Directors, and upon payment of annual dues as prescribed for such membership.

Section 3 - The regular meeting of members shall be held in September of every year. Notice of such regular meeting shall be given to all members by first class mail at least twenty (20) days prior thereto. Special meetings of members may be called by the President at his discretion, or when required as herein provided. The President shall be required to call a special meeting of members within twenty (20) days after he shall have received written petition therefor, signed by at least twenty-five (25) members. Notice of any such special meeting shall be given to all members by first class mail at least ten (10) days prior thereto. At any membership meeting, regular or special, a quorum shall consist of not less than twenty-five (25) members.

ARTICLE IV

DEDICATION OF ASSETS

The School's assets are irrevocably dedicated to public benefit purposes. No part of the School's net earnings, properties or assets, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any of the School's directors or officers. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all

the School's debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3) and which has aims and purposes consistent with those of the School as set forth in ARTICLE II hereinabove.

ARTICLE V

OFFICERS AND DIRECTORS

Section 1 - The officers of the School shall consist of a President, not more than four (4) Vice Presidents, a Treasurer, a Financial Secretary and a Recording Secretary.

Section 2 - There shall be a Board of Directors, consisting of up to twenty-five (25) persons. The Board of Directors shall include all the elected officers, chairmen of all standing committees, and President of Hillel P.T.A. council.

Section 3 - The Board of Directors may elect honorary non-voting board members in such numbers, at such times and for such term as it may deem fitting and proper to constitute an advisory board to the Board of Directors. The election of honorary officers shall be in recognition of past services rendered to the School, upon the basis of further interest and support to be rendered to the School on the part of such members, and upon the basis of the advice and counsel they can provide to the Board of Directors.

Section 4 - To the fullest extent permitted by law, the School shall indemnify its directors, officers, employees and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the School, by reason of the fact that the person is or was a person described in that section.

"Expenses," as used by this Article V, Section 4, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set fort in

Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of directors. At that meeting, the directors shall determine under Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the Directors present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article V, Section 4 in defending any proceeding covered by this Article V, Section 4 shall be advanced by the School before final disposition of the proceeding, on receipt by the School of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the School for those expenses.

ARTICLE VI

ELECTION OF OFFICERS AND DIRECTORS

Section 1 - At least forty-five (45) days prior to the regular meeting of members at which elections are to be held, a Nominating Committee, consisting of at least five (5) persons, one of whom shall be designated Chairman, shall be appointed by the President, subject to the provisions of Section 11 of ARTICLE XII of these By-Laws. The Chairman of the Nominating Committee shall cause a copy of the proposed slate of officers and directors to be sent to the members by first class mail at least fifteen (15) days prior to the regular meeting of member. Members shall be the right to propose additional nominations for officers and directors, subject to the provisions of these By-Laws; provided, however, that such nominations shall be in writing, signed by at least twenty-five members entitled to vote thereon, accompanied by the written acceptance of the nominee and sent by first class mail to the Chairman of the Nominating Committee or to the President, at the office of the School, at least seven (7) days prior to the regular meeting of members. All nominees shall be present on election night or shall have accepted the nomination prior thereto in writing.

Section 2 - Election of officers shall take place biennially at the regular meeting of members to be held in September of each odd numbered year.

Section 3 - Election of directors shall take place annually at the regular meeting of members to be held in September of each year. Each elected director shall hold office until the next meeting for the election of directors following the expiration of their term and until his or her successor shall have been elected and qualified. The term of office of each director shall be three (3) years, so that approximately 1/3 of the directors are subject to reelection each year. In the first year following adoption of this section 3 of this ARTICLE (i) approximately 1/3 of the directors appointed or selected in accordance with this section shall hold office for a term of one (1) year; (ii) approximately 1/3 of the directors appointed or selected in accordance with this section shall hold office for a term of two (2) years; (iii) approximately 1/3 of the directors appointed or selected in accordance with this section shall hold office for a term of three (3) years; (iv) directors appointed to fill vacancies in accordance with ARTICLE X shall hold office for the remainder of the unexpired term of the director whose vacancy they fill. No decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

Section 4 - No person shall be elected an Officer of the School unless he has been a member for at least two years and has been a member of the Board of Directors for at least one (1) year.

ARTICLE VII

DUTIES OF OFFICERS

Section 1 - (a) The President shall preside at all regular and special meetings of the Board of Directors, and at all regular and special membership meetings of members; appoint, subject to the provisions of Section 11 of ARTICLE XII of these By-Laws, all Chairmen and members of committees, except as herein otherwise provided; call special meetings when required; cast the deciding vote in the event of a tie in all matters voted upon by the members, including elections; and shall sign all checks and other negotiable instruments of the School in excess of \$2,000.00 in conjunction with the Treasurer, Financial Secretary or other designated officer.

(b) The President shall be a member of all committees, ex-officio.

(c) The President shall, in the event of his temporary absence, designate one of the Vice Presidents to serve in his stead. Upon his failure to make such designation, the Board of Directors shall select one of the Vice Presidents in his place and stead.

(d) In the event the President shall be permanently unable to act, or in the event that there shall be a vacancy in the officer of the Presidency, the Board of Directors shall select one of the Vice Presidents as his successor to fill the unexpired portion of his term.

(e) Upon expiration of his term of office, the President, or someone on his behalf, shall render a report of his administration to the general membership.

Section 2 - (a) The Vice Presidents may serve as Chairmen of such committees as shall be designated by the President and they shall assist the President in the administration of his office.

(b) A Vice President, when designated, shall, in the absence of the President, preside in his place and be vested with all of his powers as provided in Article VII, Section 1, herein.

Section 3 - The Treasurer shall supervise the financial transactions of the School. He may sign checks and other negotiable instruments of the School in conjunction with either the President, the Financial Secretary, or other designated officer.

Section 4 - The Financial Secretary, with such assistance as he or she may require, shall supervise the receipt and disbursement of all School Funds and render a periodic account thereof to the President and Treasurer of the School. He shall conduct all correspondence relating to the financial matters of the School; keep true and accurate books and records of all monies received and expended, indicating the specific sources and disposition of the funds, which books and records shall at all times be available for inspection by the President, Treasurer and the Board of Directors. He shall render quarter-annual reports to the Board of Directors of all financial transactions, and he shall submit a complete itemized account of the financial condition of the school at the end of his term of office. He may sign all checks and other negotiable instruments in conjunction with either the President, Treasurer or other designated officer. The Financial Secretary shall make available at each meeting of the Board of Directors the complete

general ledger and all sub-ledgers relating to the financial matters of the School. The Financial Secretary shall chair the Finance Committee as set forth in Article XII, Section 2.

Section 5 - The Recording Secretary shall take minutes of all the regular and special meetings of the members and of the Board of Directors.

Section 6 - Each officer at the expiration of his term of office, shall deliver all papers, records and other property of the School to the President or his designee.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1 - The administration, management and control of the School shall be vested in the Board of Directors as the governing body of the School.

Section 2 - The Board of Directors shall also have the right and power to authorize any and all expenditures it may deem necessary in the best interests of the School.

Section 3 - The Board of Directors shall also have supervision and control of hiring and removing of administrative and supervisory personnel of the School.

Section 4 - The Board of Directors may delegate the administration and supervision of School functions to properly constituted committees.

Section 5 - The President may call special meetings of the Board of Directors from time to time. Notice of such special meetings shall be given to all members of the Board of Directors by first class mail at least seven (7) days prior thereto, or by telefax at least forty-eight (48) hours prior thereto.

Section 6 - Regular meetings of the Board of Directors shall be held on the last Wednesday of each August, September and/or October, November, December, February, April and May, or on such other day as the President may from time to time designate. If any such date shall be a legal or Jewish holiday, then the meeting scheduled for such date shall not be held but the President shall call a special meeting to be held within fourteen (14) days thereafter. A majority of the members of the Board of Directors shall constitute a quorum at such meetings; if a meeting is convened with a quorum, there shall be deemed to be a quorum for the entirety of said meeting.

ARTICLE IX

REMOVAL OF OFFICERS AND DIRECTORS

Section 1 - An officer or director may be removed, censured or suspended in the event of any misconduct, or act, or omission detrimental to the interests of the School on his part. A petition in writing, signed by not less than five (5) directors, shall be presented to the President or Chairman of the Grievance Committee, setting forth the facts and charges for the removal of such officer or director. The petition shall thereupon promptly be presented to the Grievance Committee, which shall forthwith investigate, deliberate and make recommendations thereon to the Board of Directors. The Grievance Committee shall inform the person or persons charged as above stated of the charges filed against him or them and the person or persons so charged shall be asked to appear before the Grievance Committee to answer such charges. The findings and recommendations of the Grievance Committee shall be submitted to the Board of Directors without delay. The Board of Directors shall act promptly thereon at a special meeting called therefor, and two thirds (2/3) vote of those present, by secret ballot, shall be required to remove, censure or suspend such person or persons from office.

Section 2 - Failure on the part of an officer or director to attend three successive Board Meetings, without reasonable cause, may constitute ground for his removal from office.

ARTICLE X

VACANCIES

Should a vacancy or vacancies occur in the Board of Directors, the President shall fill, by appointment, such vacancy or vacancies, with the approval of the Board of Directors. The person or persons so appointed shall serve until the next general election.

ARTICLE XI

P.T.A. AND AFFILIATED GROUPS

There shall be P.T.A. and other groups affiliated with the School. They shall aid, assist, participate and cooperate in all matters pertaining to the School, subject to the provisions of these By-Laws. They shall promote the general interest and welfare of the School by conducting

cultural and educational programs and by engaging in fund-raising projects for the benefit of the School. The books and records of all affiliated groups shall at all times be open for inspection by the Board of Directors.

ARTICLE XII
COMMITTEES

Section 1 - The following standing committees shall be appointed by the President. Members of such committees shall serve for a period of one (1) year except as hereinafter otherwise provided:

- a) Finance Committee
- b) Long Range Planning
- c) General Studies
- d) Grievance
- e) House-Health
- f) Scholarship
- g) Vaad Ha'Chinuch
- h) Banquet
- i) Medot

Section 2 - The Finance Committee shall be responsible for the finances of the School and shall be chaired by the Financial Secretary. The Finance Committee shall also be composed of key members of the business staff of the School who shall serve on an advisory basis. The Finance Committee shall review and approve salary scales for the School personnel (except the Dean, the Education Director and the Principal(s)) based upon the advice and recommendations of the administrative staff. The Finance Committee shall report to Board on a quarterly basis.

Section 3 - The General Studies Committee shall have authority over the curricula, secular rules and regulations applicable to the teaching staff, and the educational program of the department of General Studies of the School.

Section 4 - Vaad Ha'Chinuch shall be composed of Orthodox Rabbis, educators, and laymen who are committed to espouse the furtherance of the ideology and the aims and purposes of the School as outlined in ARTICLE II, Section 2(a).

The Vaad Ha'Chinuch shall have full responsibility of overseeing the following matters:

- 1) The implementation of the basic Jewish Orthodox ideology in the various departments and functions of the School and its affiliated groups.
- 2) The Torah and Hebrew studies curriculum.
- 3) The establishment of rules and regulations applicable to the staff and the student body of the School in keeping with the said ideology.

Section 5 - The General Studies Committee and the Vaad Ha'Chinuch shall each consist of 5 - 10 persons and each shall include the President of the School. Each shall be appointed by the President, but it shall elect its own Chairman or Chairmen.

Section 6 - The President shall annually re-appoint for the ensuing year at least two (2) members who had served on the previous Finance Committee, Long Range Planning Committee, General Studies Committee and/or Vaad Ha'Chinuch.

Section 7 - The Grievance Committee shall consist of the President, Chairman of the General Studies Committee, Chairman of Vaad Ha'Chinuch and three (3) other persons who shall be appointed by the President. This committee shall investigate any and all complaints or grievances pertaining to the School pursuant to rules, policies and procedures to be adopted from time to time by the Board of Directors. It shall report and make recommendations to the Board of Directors for further action. However, the committee shall afford any person against whom any grievance shall have been filed the opportunity to be heard by it before the committee renders its report to the Board of Directors.

Section 8 - The House-Health Committee shall consist of not less than 3 - 5 persons whose duty it shall be to direct and supervise the care and maintenance of all school facilities and supervise the health program and report to the Board of Directors its recommendations for the proper administration thereof.

Section 9 - The Scholarship Committee shall consist of not less than three (3) persons and shall be in charge of granting scholarships to students of the School.

Section 10 - The Banquet Committee shall consist of not less than five (5) persons and shall devise, coordinate and execute plans for the annual fund raising banquet for the School.

Section 11 - The Board of Directors shall have the right to define and prescribe the scope and function of every committee, so long as such scope and function are not inconsistent with the provisions of these By-Laws. All appointments to committees shall be subject to the approval of the Board of Directors.

Section 12 - The President may establish such other Committees as he may deem necessary and proper or as authorized by the Board of Directors.

Section 13 - A majority of the members of a committee shall constitute a quorum and any action taken by a majority of a quorum shall constitute a valid action of such committee. The provisions of this Section shall apply to all committees established pursuant to these By-Laws.

Section 14 - Each member of the Board of Directors shall be obligated to serve on a standing committee, the Executive Committee, or such other committee as the Board shall establish for at least two (2) years of any three (3) year term or one (1) year of any two (2) year term.

ARTICLE XIII

EXECUTIVE COMMITTEE

The Board of Directors shall appoint an Executive Committee which shall consist of the President and at least four (4) other members of the Board of Directors which have been nominated by the President. The Executive Committee shall establish the salaries of the Dean, Principals and the Educational Director of the School and shall have such other powers as shall be determined by the Board of Directors consistent with these By-Laws. There shall be a report of the activities of the Executive Committee at each regularly scheduled meeting of the Board of Directors.

ARTICLE XIV

PRINCIPALS AND FACULTY

The Board of Directors shall engage one or more Principals and such other personnel, which may include an Educational Director, as it may deem fit to be properly qualified for their responsibilities. It shall accord to them such authority, confidence and standards of employment

as are consistent with their respective professional positions and in keeping with the terms of these By-Laws and such contractual agreements which may be entered into, not in violation of these By-Laws.

ARTICLE XV

PROCEDURE

Robert's Rules of Order shall be the authority controlling the parliamentary actions of all officers, board, committees and meetings, unless otherwise provided herein.

ARTICLE XVI

NOTICES

Any and all notices required or desired to be given pursuant to these By-Laws shall be given by either personal delivery, first class mail, telegram, telefax, or express delivery service providing for delivery within twenty-four (24) hours. If sent by mail, telegram or express delivery, the notice shall be deemed to be delivered upon its deposit in the mail or upon its delivery to the telegraph or express delivery company. Such notices shall be addressed to each director at his address as shown on the records of the School, and shall specify the place, day and hour of the meeting.

ARTICLE XVII

AMENDMENTS

A proposed amendment to these By-Laws shall be made in writing, signed by at least twelve (12) members entitled to vote, and such proposed amendment must be filed with the President of the School at least seven (7) days prior to a regular meeting of the Board of Directors. Written notice of the proposed amendment shall be sent to all Directors prior to such meeting. The Board of Directors shall consider the proposed amendment and submit its recommendation thereon at the next regular meeting of members. Due notice of the proposed amendment shall be sent to all members prior to such meeting; a two-thirds (2/3) vote of the members present shall be necessary for the enactment of the amendment. But in no event shall ARTICLE II, Sections 2(a) and 2(b) be subject to amendment.

PROPOSAL FOR AMENDMENT OF BYLAWS

TO: THE PRESIDENT OF HILLEL HEBREW ACADEMY:

We, the undersigned Members of Hillel Hebrew Academy, hereby propose that the Bylaws of Hillel Hebrew Academy be amended to incorporate the changes set forth on Exhibit "A" hereto.

Executed and submitted as of this 28th day of March 2000.























