

**BY-LAWS
OF THE
ALEPH-BET JEWISH DAY SCHOOL**

ARTICLE I

OFFICES AND RESIDENT AGENT

1. The **NAME** of the corporation is The Aleph-Bet Jewish Day School.
2. The **PURPOSE** of the corporation is to operate a Jewish day school for school-aged Jewish children in Anne Arundel and Prince George's Counties.
3. The **PRINCIPAL OFFICE** of the corporation, and such other offices as it may establish, shall be located within the State of Maryland.
4. The corporation shall continuously maintain an **OFFICE and RESIDENT AGENT** within the State of Maryland.

ARTICLE II

THE BOARD OF TRUSTEES

1. The primary responsibility of the Board of Trustees ("Board") is to determine and maintain the character of the School, to establish overall policy, and to assure its financial stability.
 - (a) The Board has responsibility for the selection and appointment of the **HEAD OF SCHOOL**. The Board shall conduct an annual review of the Head's performance and set the Head's compensation and terms of employment.
 - (b) The Head of School is responsible for the effective implementation of Board policies, including, but not limited to, hiring, evaluating, retaining, and dismissing personnel; developing curriculum; selecting and purchasing educational materials; and the enrollment, evaluation, and dismissal of students.
2. Governance of, and ultimate responsibility for, the affairs of the School shall be vested in the Board of Trustees of the School. The Board shall possess, and may exercise, any and all powers granted to non-stock corporations under Maryland law.
3. In furtherance but not in limitation of its authority, the Board of Trustees shall have an **EXECUTIVE COMMITTEE** consisting of the Officers of the Board, Immediate Past President of the Board, Chairs of the Development, Community Relations, Finance, Long Range Planning, and Trustees Committees. The Head of School shall sit *ex-officio* on the Executive Committee as a non-voting member. The Executive Committee shall have and exercise governance of the School during intervals between meetings of the Board of Trustees.
4. There shall be no less than 14 and no more than 21 voting **MEMBERS OF THE BOARD OF TRUSTEES**, consisting of the four Officers of the Board (President, Vice-President, Treasurer and Secretary), the Immediate Past President of the Board, the President of the Parent-Teacher Organization ("P.T.O."), and up to 15 board-elected members as set forth below in these by-laws. The Head of School shall sit *ex-officio* on the Board of Trustees as a non-voting member. The Rabbis of the four

area synagogues (Temple Beth Shalom, Congregation Kneseth Israel, Congregation Kol Shalom, Temple Solel) shall sit *ex-officio* on the Board of Trustees as non-voting members. Voting members of the Board must either hold an Office or be a member of a Board Committee, unless otherwise designated by the President of the Board.

5. **TERM LIMITS:** Members of the Board of Trustees shall be elected to a **TERM** of two years. Each term will run from July 1 of the year of the election through June 30 two years later. A Trustee may be re-elected to an unlimited number of consecutive terms.

6. Members of the Board of Trustees shall receive no financial compensation for their services, but if acting pursuant to the Board of Trustees, may be reimbursed for expenses incurred while acting on behalf of the School.

ARTICLE III

MEETINGS OF THE BOARD

1. **REGULAR MEETINGS** of the Board of Trustees shall be held within or without the State of Maryland, and shall ordinarily be held monthly. Special meetings of the Board of Trustees may be at such times and in such places as the Board of Trustees determines at its regular meeting. Special meetings may also be called by the President of the Board and must be called upon the request of at least five members of the Board of Trustees.

2. A **QUORUM** for the transaction of any business shall consist of a majority of the seats of the Board of Trustees filled, not including the non-voting *ex officio* members. The affirmative vote of a majority of the members present at a meeting of the Board of Trustees at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board of Trustees, except as a larger vote may at any time be otherwise specifically required by the General Laws of Maryland, the Articles of Incorporation, or these By-laws.

3. Both regular and special meetings of the Board of Trustees, or any changes in the time or place thereof, must be preceded by a **NOTICE OF UPCOMING MEETING** to each member. Such a notice shall specify the date, time and place of the meeting, and with the case of special meetings, shall specify the purpose of the meeting or the business to be conducted. Such notice must be given not less than 5, nor more than 30 days prior to the meeting date, and may be communicated to each member either personally, by telephone, by e-mail, or by letter or telegram sent to his/her home and/or business address.

ARTICLE IV

NOMINATION AND ELECTION TO THE BOARD

1. **NOMINATING PROCESS:** The Committee on Trustees shall present to the Board its slate of nominees for Officers and Trustees no later than the April board meeting.

2. **ELECTIONS:** Elections shall take place at or before the May board meeting. The Board shall elect its new Trustees and Officers by a 2/3 vote.

(a) At any meeting at which the Board of Trustees votes to elect a Trustee or an Officer of the Board, the President may appoint two members of the Board to serve as Tellers. The Tellers shall tabulate the votes cast and announce the names of the candidates who have been elected.

(b) No person may serve as an Office or Trustee if he/she has defaulted on any account

3. **MID-TERM ELECTIONS**: Short of the natural expiration of the term of any members of the Board of Trustees, the terms of any Board of Trustees' member shall terminate upon the effective date of his/her resignation submitted in writing to the Board of Trustees; upon his/her death; absence from 3 consecutive board meetings without a valid excuse, as determined by the Executive Committee; or upon the vote of 2/3 of the members of the Board of Trustees to remove him/her from office whenever the Board of Trustees deems it in the best interests of the School.

(a) Upon the termination of office of any elected Trustee by reason of any of the events described in the preceding sentence, the Board may elect a **SUCCESSOR TRUSTEE** at its next meeting. The successor Trustee shall serve out the remaining term of the member whom he/she succeeds beginning on the date of the Board of Trustees meeting after his/her election. Any portion of such a term is not considered a term for the purpose of term limits.

ARTICLE V

OFFICERS OF THE BOARD

1. The **OFFICERS OF THE BOARD** shall consist of a President, Vice-President, Secretary, and Treasurer.

2. All the Officers of the Board shall be elected by the Board of Trustees at the same meeting during which Trustees are elected, normally in May. All of the Officers shall hold a **TERM** of two years beginning on July 1 of the year of election and ending June 30, two years later.

3. In the event of the **INCAPACITY** of an Officer, the Board shall have the option of holding an election to replace the Officer or giving the incapacitated Officer a leave of absence, with the Board having one less Trustee during said leave.

4. The **PRESIDENT** of the Board shall preside as chair at all meetings of the Board and shall execute all decisions of or programs adopted by the Board of Trustees. He/she shall perform such other duties as the Board of Trustees may from time to time prescribe or authorize by resolution consistent with these By-Laws. The foregoing duties, subject to the authorization and direction of the Board, shall include, but not be limited to, the execution of any contract or other instrument on behalf of the School, the signing of checks, drafts, or other orders for the payment of money and the leasing or renting of space for the School. The President may delegate check signing authority to the Treasurer. The President may vote only to break a tie vote.

5. The **VICE-PRESIDENT** of the Board shall have such powers and perform such duties as the Board of Trustees may prescribe. The Vice-President shall conduct Board meetings when the President is absent.

6. The **SECRETARY** of the Board shall keep the minutes of all meetings of the Board of Trustees, including all votes and resolutions adopted, and shall record all documents and records in a book to be kept for that purpose. He/she shall ensure the safekeeping of official Board records. He/she shall issue notices of all meetings, file reports required by governmental authorities, and perform such other duties as the Board may from time to time prescribe.

7. The **TREASURER** of the Board shall be responsible for all funds, securities and assets of the School. He/she (or designee) shall keep full and accurate accounts of the School's receipts and disbursements, and deposit all monies and other assets of the School in its name in such depositories as the Board may direct. He/she (or designee) shall disburse corporate funds or assets as ordered by the

Board, making proper vouchers therefore, and shall render to the President and the Board, on a monthly basis, an account of all transactions as Treasurer and of the financial condition of the School. He/she shall also perform such duties as the Board may from time to time prescribe.

ARTICLE VI

COMMITTEES OF THE BOARD

1. There are five **STANDING COMMITTEES** of the Board: 1) Community Relations Committee, 2) Development Committee, 3) Finance Committee, 4) Long Range Planning Committee, and 5) Committee on Trustees. The Board of Trustees shall have the power to designate upon recommendation of the President of the Board or otherwise, such standing or special committees it may determine to be necessary or appropriate.

(a) The President of the Board, with the approval of the Board of Trustees, shall designate the Chair of any Committee so designated, or authorize such Committee to determine its own Chair.

(b) The Chairs of the five standing Committees must be Members of the Board of Trustees.

(c) The President of the School and the Head of School are *ex officio* members of all standing committees.

2. The **COMMUNITY RELATIONS COMMITTEE** shall supervise publicity and develop and maintain relationships with the sponsoring synagogues of the School.

3. The **DEVELOPMENT COMMITTEE** shall coordinate long-term and short-term fund raising activities on behalf of the School, working in conjunction with the Finance Committee and other short-term committees.

4. The **FINANCE COMMITTEE** is responsible for overseeing the fiscal welfare of the School, student contract policies, financial assistance policies, and broad personnel policies of the School. It shall monitor carefully the income and disbursements of the School. In cooperation with the Head of School, it shall prepare the yearly operational budget and tuition levels, subject to the approval of the Board of Trustees. The Treasurer shall be the Chair of the Finance Committee.

5. The **LONG RANGE PLANNING COMMITTEE** shall, in concert with the Head of School and the faculty, develop the Strategic Plan for the School, monitor its implementation, and report to the Board the progress of its implementation. It shall oversee a **BUILDING & GROUNDS COMMITTEE**, which shall develop the master plan of the School's buildings and grounds for Board approval and monitor implementation of the plan. It shall provide oversight of major building projects. It shall report to the board periodically on major plant and campus issues.

6. The **COMMITTEE ON TRUSTEES** shall oversee board self-assessment, planning, and nominations to the Board of Officers and Trustees. It shall coordinate the identification, recruitment, and orientation of new trustees. It shall identify the Board's needs for education and training and implement appropriate activities to meet these needs.

7. The Chairs of all the standing committees and those otherwise appointed, shall determine the size of the Committee and appoint Committee members after consultation with the President of the Board.

ARTICLE VII

RELIGIOUS ISSUES

1. Aleph Bet Jewish Day School defines itself as a community school of multi-denominational nature. The three major branches of Judaism, Orthodox, Reform, and Conservative, are equally respected in philosophy and practice. Specific policies and procedures of a religious nature will be defined by the Board of Trustees, in cooperation with the Head of School and the Rabbis. Such policies and procedures will be decided upon by a majority vote of the Board and will be put in writing.

2. Aleph Bet is in a relationship of mutual support and benefit with area synagogues and Rabbis. In establishing the religious policies of the School, the Board shall consult with the Rabbis. Religious issues and policies shall be discussed by the Rabbis and recommendations shall be brought to the Head of School and the Board. Consensus of the Rabbis shall be given great weight and consideration.

ARTICLE VIII

PROXY VOTING

Voting by proxy shall not be permitted at any meeting of the Board of Trustees, or any Committee.

ARTICLE IX

AMENDMENTS

All amendments to these By-laws shall be initiated by the Board of Trustees. These By-laws may be amended by a 2/3 vote of those present and voting if there is a quorum present. Notice of the proposed amendment shall have been mailed to all members of the Board at least 20 days in advance of the date of the meeting at which such vote takes place. Any amendment to these By-Laws voted pursuant to the preceding sentence, shall become effective immediately.

ARTICLE X

PARLIAMENTARY AUTHORITY

Roberts Rules of Order Newly Revised shall be the parliamentary authority, unless superseded by these By-laws.

ARTICLE XI

ACCOUNTING PERIOD

The annual Accounting Period of the School shall be July 1 through June 30.

ARTICLE XII

NON-DISCRIMINATION POLICY

In administering its affairs, the School shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex or age.