



SOLOMON SCHECHTER  
DAY SCHOOL OF  
NASSAU COUNTY

SOLOMON SCHECHTER  
HIGH SCHOOL  
OF LONG ISLAND



Dear Schechter Parents and Community Members:

The Board of Directors carefully considered the comments and concerns expressed at the "Town Meeting" held on May 5, 2009. We have since revised the By-Laws draft (dated April 27, 2009) which was presented to the community in May. The changes are incorporated in the attached, updated draft (dated September 16, 2009). For your convenience, we have also clearly outlined the changes in an annotated document (which follows this cover page). The By-Laws will be presented to the community for a final vote of approval at an upcoming Town Meeting on November 30, 2009. You will receive a reminder notice prior to the meeting.

Enclosed in this .pdf file are the following documents:

1. Cover Page;
2. Annotated Comments;
3. Amended Draft of By-Laws from September 16, 2009; and,
4. 1996 By-Laws.

I hope you will take the time to read the By-Laws and come to the meeting to be held on November 30<sup>th</sup>, at which time we will ratify the By-Laws for immediate implementation.

Thank you.

Lelah Abel Fleischer  
President, Board of Directors

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Barbara Lane  
Jericho  
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P. 516-935-1441  
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**SOLOMON SCHECHTER DAY SCHOOL OF NASSAU COUNTY  
SOLOMON SCHECHTER HIGH SCHOOL OF LONG ISLAND**

**CHANGES to BY-LAWS as PROPOSED by the SCHECHTER PARENT BODY  
at the MAY 5, 2009 TOWN MEETING**

**In response to the comments we heard at the Town Meeting on May 5, 2009, the BOD has modified the draft of the by-laws presented at the meeting. The comments below are intended to denote the material changes made.**

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**ARTICLE I: INTRODUCTION - SECTION 5 - MEMBERSHIP (PAGES 2-3)**

*At the Town Hall Meeting, parents/members of the School rejected this definition, noting that it ostensibly removes parents from the process. The definition of membership has been restored to its previous form, with changes for consistency of language, etc.*

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**ARTICLE III: BOARD OF TRUSTEES – SECTION 2 – COMPOSITION (PAGE 5)**

*Inserted F: From time to time the BOT will invite up to two (2) local clergy members to serve on the BOT as non-voting trustees. Non-voting clergy members shall be exempt from any attendance requirements. Nomination of such trustees will be in accord with Section D above.*

*Inserted G: From time to time the BOT will invite up to fifteen (15) Honorary Trustees to serve on the BOT as non-voting trustees. Each Honorary Trustee shall be elected for a term of five years and be exempt from any attendance requirements.*

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**ARTICLE III: BOARD OF TRUSTEES – SECTION 3 – ELECTION – ANNUAL MEETING (PAGE 5)**

*While June has, of recent years, been the timing for the Annual Meeting, parents reject the idea noting that it's the busiest time of the year, so turnout will never be great. We've designated May as the month for the Annual meeting.*

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**ARTICLE III: BOARD OF TRUSTEES – SECTION 8 – TRUSTEE RESPONSIBILITIES – I. (PAGE 6)**

*Parents understood the word “meaningful” as intended to include only the “wealthy” on our BOT. We've struck the word “meaningful”, which was actually intended to encourage donors to make Schechter a charitable priority.*

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**ARTICLE IV: OFFICERS – SECTION 2 (PAGE 7)**

*Changed the Annual Meeting from June to May to reflect change in Article III, Section 3*

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**ARTICLE IV: OFFICERS – SECTION 5 – PRESIDENT (PAGE 8)**

*Inserted: “The President shall actively seek to cultivate major gifts.”*

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**ARTICLE V: COMMITTEES – SECTION 6 – DEVELOPMENT COMMITTEE (PAGE 11)**

*Amended the language to more clearly define the responsibilities of the Development Committee and its Chair.*

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**ARTICLE VIII: MEETINGS – SECTION 1 – ANNUAL MEETING (PAGE 14)**

- A. *Note previous comment about the timing of the Annual Meeting.*
  - B. *Parents expressed the concern that virtually all BOT meetings are “executive” in nature and therefore preclude parent participation. In fact, this is the case in all for-profit and non-profit enterprises. Members of the corporation can always request that specific agenda items be considered for discussion and that portion of the relevant BOT meeting be considered “open.”*
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**ARTICLE VIII: MEETINGS – SECTION 2 – QUORUM (PAGE 14)**

- A. *This would need to be reconsidered, were the definition of “membership” be changed. The suggestion was made that “membership” could revert to the previous definition, but that quorum requirements could be scaled back significantly, allowing the BOT to make decisions and even changes to the By-Laws with far fewer members than is presently required.*
- B. *Questions about the meeting of this item and whether is it part of or in addition to the clause immediately before it.*

*Quorums for the transaction of business at any meeting of the members of the corporation, other than BOT meetings, shall be:*

- A. *We’ve revised the text to contemplate two types of meetings: closed meetings of the BOT; and, open meetings of the corporation. This is an accurate description of how the school has always been governed. Additionally, we’ve specifically noted how an item might be added to an agenda and that there is the possible of opening some portions of some BOT meetings.*

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**ARTICLE X: EMPLOYEES OF THE BOARD – HOS/CEO**

**(PAGE 17)**

*Inserted: “including the cultivation of major gifts”*

Inserted a 4<sup>th</sup> paragraph to read: The Officers of the BOT shall exercise the powers and perform the duties of the HOS/CEO in case of death, disability or other termination of employment of the HOS/CEO.

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**ARTICLE XIII: MISCELLANEOUS – SECTION 1** **(PAGE 18)**

*A year for the purpose of these By-Laws shall be deemed to begin on August 1<sup>st</sup> of each year, in concert with the school fiscal calendar.*

# BY-LAWS

SOLOMON SCHECHTER DAY SCHOOL OF NASSAU COUNTY, INC.

(REVISED September 16, 2009)

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BY-LAWS  
SOLOMON SCHECHTER DAY SCHOOL OF NASSAU COUNTY, INC.  
(REVISED September 16, 2009)

ARTICLE I INTRODUCTION

SECTION 1

Name:

The name of the corporation shall be the SOLOMON SCHECHTER DAY SCHOOL OF NASSAU COUNTY, INC. herein known as "The School." The School also will be known to do business under such other names as: "Solomon Schechter School of Long Island"; "Solomon Schechter High School of Long Island"; and, "SSDS Nassau."

SECTION 2

Purpose:

The purpose of the corporation is to maintain and operate a Jewish day school as a nonprofit enterprise as specified in section 501 (c) (3) of the Internal Revenue Code of 1954.

SECTION 3

Offices:

The corporation maintains its principal office in Nassau County, New York. The corporation may maintain additional offices within or outside of the State of New York as the Board of Trustees ("BOT") may designate from time to time, and the corporation may transact business at any such office with the same effect as business conducted at the principal office.

SECTION 4

No Corporate Seal:

No corporate seal is required to make valid any instrument executed by or on behalf of the corporation.

SECTION 5

Membership:

~~The membership of the corporation is limited to the members of the BOT alone, duly elected at the Annual Meeting by the outgoing BOT.~~

The membership of the corporation shall be on an annual basis. Members of the corporation shall include:

- (a) Parents of students enrolled in the School.
- (b) All former Presidents of the School.
- (c) All Officers, Directors, Trustees, and Committee Members while serving in office.
- (d) Such other interested persons as shall be approved by the Committee on Trustees in accordance with eligibility qualifications established by the Board of Trustees.
- (e) Such other classes of membership such as Honorary Membership which may be created from time to time by the Board of Directors which shall establish the eligibility, privileges, duties, and rights of such classes of membership.

Only one person in any membership family shall be eligible to vote at a meeting of the corporation or sign a written petition proposing candidates for election or any other petition.

## SECTION 6

### Fiscal Year:

The fiscal year of the corporation is August 1 to July 31.

## SECTION 7

### State Law:

The By-Laws shall conform to all relevant New York State laws.

## **ARTICLE II    PURPOSE**

### SECTION I

The School has been established:

- A. To build, maintain, and operate a modern, progressive Jewish day school offering a program of excellence in General and Judaic Studies (including instruction in Modern Hebrew), in the tradition of Conservative Judaism in accordance with:
  - 1. the Law Committee of the Rabbinical Assembly of America; and,
  - 2. the Statement of Requirements for Affiliation and Accreditation with the Solomon Schechter Day School Association, as hereafter amended or modified;

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- B. To integrate the School's students into the American culture while providing a Jewish religious education, per the established mission of the School;
- C. To provide General Studies in grades Kindergarten through twelve, through full educational facilities, curricula and certified teaching personnel in accordance with the standards and requirements of the Board of Regents of the State of New York.

## SECTION 2

The Official Mission Statement of the School shall be articulated by the BOT, published in a widespread fashion, and reviewed from time to time as is deemed necessary by the President of the BOT.

## ARTICLE III BOARD OF TRUSTEES

### SECTION 1

#### Duties:

The Board of Trustees shall have the responsibility and authority to:

- A. Create, develop, realize, and communicate the School Mission as defined in the Official Mission Statement of the School, as referred to in Article II;
- B. Develop and monitor a Strategic Plan to achieve the School Mission;
- C. Develop annual agenda of Strategic Priorities and specific BOT events and activities;
- D. Hire, fire, nurture, support, and evaluate the Head of School/Chief Executive Officer (HOS/CEO) of the school;
- E. Execute the fiscal responsibilities for management of the school's assets and liabilities;
- F. Approve the annual budget; and,
- G. Ensure its effective and efficient functioning, including:
  - 1. Selection of new Trustees;
  - 2. Development of its capabilities; and,
  - 3. Evaluation of its functioning and effectiveness.

### SECTION 2

#### Composition:

- A. The BOT shall have no less than 21 and no more than 24 members.

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- B. Trustees are appointed and elected as follows:
  - 1. Twenty (20) elected Trustees;
  - 2. One (1) Chair of the Parent Association; and
  - 3. Up to three (3) Presidential Appointees.
- C. No one may serve as a Trustee if s/he, or an immediate family member, is employed by the School;
- D. The BOT shall strive to limit the number of Trustees affiliated with any one organization or geographic area to no more than three (3) Trustees; "organization" shall be defined as "synagogue", "Jewish community center", etc. and geographic area shall be defined as "town" or "village", etc., and,
- E. The BOT shall strive to, but not be required to, have at least eight (8) nonparent Trustees.
- F. From time to time the BOT will invite up to two (2) local clergy members to serve on the BOT as non-voting trustees. Non-voting clergy members shall be exempt from any attendance requirements. Nomination of such trustees will be in accord with Section D above. Deleted: will be
- G. From time to time the BOT will invite up to fifteen (15) Honorary Trustees to serve on the BOT as non-voting trustees. Each Honorary Trustee shall be elected for a term of five years and be exempt from any attendance requirements.

### SECTION 3

#### Election:

Annual Meeting: The Annual Meeting of the BOT, for the purpose of electing Trustees and Officers, shall take place in ~~June~~ May of each year, at such time and place as determined by the President. The Annual Meeting may be part of the regularly scheduled ~~June~~ May BOT meeting.

- A. The election of the BOT at the Annual Meeting in ~~June~~ May will be decided as follows:
  - 1. Annually, one-third ( $\frac{1}{3}$ ) of the BOT shall be elected for a term of three (3) years; and,
  - 2. Upon a vacancy of office, a successor Trustee may be proposed by the President and elected by the BOT to serve until the next Annual Meeting of the BOT. Said vacancy shall be filled by election at the next Annual Meeting of the BOT for the unexpired term.

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#### SECTION 4

Trustees shall serve without pay.

#### SECTION 5

All ~~members~~ of the BOT members shall actively participate on at least one (1) of the committees as more fully set forth in Article V herein or non-standing committees created by the President.

#### SECTION 6

##### Conflict-of-Interest Transactions:

A conflict-of-interest transaction is a transaction with the corporation in which a Trustee of the corporation has a direct or indirect interest. When a Trustee has an interest in a transaction, that Trustee must disclose this interest to the BOT. A conflict-of-interest transaction may be authorized, approved, or ratified if it receives the affirmative vote of a majority of the Trustees who have no direct or indirect interest in the transaction.

#### SECTION 7

##### Indemnification:

The Corporation must indemnify its Trustees, HOS/CEO, Principals, Assistant Principals, and Directors against expenses incurred in actions by third parties, or on behalf of the corporation, to the fullest extent permitted by law, with the exception of acts adjudicated as illegal and/or negligent. Specific stipulations concerning indemnification as detailed in individual employment agreements supersede this provision.

#### SECTION 8

Trustee Responsibilities: Trustees do not represent a constituency; they represent the school's best interest. Trustee responsibilities include, but are not limited to:

- A. Confidentiality of all Board matters;
- B. Preparation as requested for full-board and committee meetings;
- C. Respectful discourse at all meetings;
- D. Actively advocating for the school publicly wherever possible;
- E. Making no negative communications publicly or with staff;

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- F. Respectful and uniform support of all motions, resolutions, etc. once accepted by the BOT;
- G. Diligently separating interests as a Trustee responsible for school stewardship of the school from other interests, especially parental interests;
- H. Serve on at least one committee or task force;
- I. Make a meaningful ~~an~~ unrestricted annual contribution to the School's Annual Campaign and other significant fundraising initiatives; and,
- J. Abiding by these and any other clearly-stated expectations communicated by the President, with the understanding that, per Article VII, Section 2, not adhering to these requirements may be grounds for removal from the BOT.

The complete statement of responsibilities of Trustees, the "Board of Trustees Covenant," is a separate document from these By-Laws.

## ARTICLE IV OFFICERS

### SECTION 1

The Officers of the Corporation shall consist of the following:

- A. President;
- B. Vice President;
- C. Treasurer; and,
- D. Secretary.

All officers must be Trustees. No Trustee may hold more than one office concurrently.

### SECTION 2

The Officers of the School shall be elected at the Annual Meeting in May as referred to in Article III, Section 3.

### SECTION 3

The Officers shall be elected for a two (2) year term and shall serve without pay.

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#### SECTION 4

No person shall be eligible to serve as President for more than two (2) consecutive terms.

#### SECTION 5

The President works in partnership with the HOS/CEO to achieve the School's Mission and present a united front to the community at large. The President shall preside at and serve as the Chair of the BOT and the Executive Committee, and shall be a voting, ex-officio member of all committees and task forces. The President shall appoint the Chairs of all committees. The President shall carry out the By-Laws, and carry into effect, all resolutions of the BOT. The President shall actively seek to cultivate major gifts.

#### SECTION 6

The Vice President (VP) shall exercise the powers and perform the duties of the President in case of death, resignation, absence, failure to perform duty, or incapacity of the President, and/or any duties designated by the President. Where possible, the Vice President is also the selected successor to the President, but this is not a requirement of the selection of the Vice President.

#### SECTION 7

The Treasurer shall have custody of all funds and securities of the School and shall see that full accounts of receipts and disbursements are kept in books belonging to the School. The Treasurer shall ensure that all funds and other valuable properties in the name and to the credit of the School are deposited in such accounts as may be designated by the BOT. The Treasurer shall:

- A. Keep adequate and correct accounts of the corporation's properties and business transactions, maintain an account of all transactions and the financial condition of the corporation;
- B. Serve as an active member of the Budget and Finance Committee of the BOT;
- C. Arrange for, coordinate and lead an annual audit and engage other outside expertise as necessary and required by law; and,
- D. Regularly present to the Trustees a report of the School's financial condition.

#### SECTION 8

The Secretary shall give notice of and attend meetings of the BOT and Executive Committee, and shall keep minutes of such meetings. After BOT meetings, the Secretary prepares and/or reviews

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the minutes from the meeting and ensures that they are circulated to Trustees in a timely manner. After Executive Committee meetings, the Secretary prepares and/or reviews the minutes from the meeting and ensures that they are circulated to the Executive Committee members in a timely manner. The Secretary shall keep and maintain all records, documents and papers relating to the affairs of the School. The Secretary maintains and updates the file of meeting minutes and other actions of the Board, pertinent committee reports and policies, and retrieves any information that has been referred to by them. The Secretary shall perform such other duties as may be assigned by the President.

## ARTICLE V COMMITTEES

### SECTION 1

#### Standing Committees:

There shall be the following standing committees:

- A. Executive Committee (EC);
- B. Committee on Trustees (COT);
- C. Budget and Finance Committee (B&F);
- D. Development Committee;
- E. House and Building Committee; and,
- F. Head Support and Evaluation Committee (HSEC).

### SECTION 2

#### Task Forces:

Task Forces (non-standing committees) other than the Standing Committees shall be constituted by the President.

### SECTION 3

#### Executive Committee:

The Executive Committee (EC) shall consist of the Officers of the School, HOS/CEO, and up to three other Trustees appointed by the President. The EC creates a strategic planning process, produces a Strategic Plan, determines annual strategic priorities, and ensures that the annual calendar of BOT activities and events successfully executes the Strategic Plan and annual

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priorities. The EC also ensures that the BOT is operating in accordance with the By-Laws. Except in emergency situations, the EC does not make decisions.

In an emergency situation, the EC shall execute the interim powers of the BOT and shall report all actions to the BOT. The President may convene the EC by teleconference or video teleconference and allow for "distance" voting under the following circumstances:

- A. An emergency situation exists that requires a vote; and,
- B. A physical meeting is impractical.

#### SECTION 4

##### Committee on Trustees:

The President selects the Chair of the Committee on Trustees (COT). The COT has a number of roles, all of which concern the staffing, effective functioning and education of the BOT. These include, but are not limited to:

- A. Creating annual BOT learning goals, plans, and agendas;
- B. Ensuring a BOT self-evaluation process in January or February of each year;
- C. Planning an annual BOT Retreat for setting annual strategic priorities, learning, and reflection on BOT performance as compared to the pre-established annual strategic priorities;
- D. Selection of new Trustees as described in Article VI;
- E. Orientation of new Trustees per materials and/or learning events designed and implemented by the COT;
- F. Ensuring a pipeline of leadership, especially regarding planned succession of officers;
- G. Selection of new Officers as described in Article VI; and,
- H. Monitoring and managing effectiveness of individual Trustees.

#### SECTION 5

##### Budget and Finance Committee:

The Budget and Finance Committee (B&F) chair shall report at least quarterly, if not monthly, to the BOT concerning variances between actual expenditures against budgeted expenditures. The B & F Committee shall lead the annual budgetary cycle in collaboration with the HOS/CEO, from the creation of the preliminary and final budgets to the final submission of the budget for approval by the

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BOT, as required by the By-Laws. The Budget & Finance Committee should maintain Gift Acceptance and Investment Policies, to be reviewed and ratified by the BOT annually. The President will appoint the Chairperson of this committee. If the Treasurer is not the appointed Chair of B & F, the Treasurer shall serve as an active participant of this Committee.

## SECTION 6

### Development Committee:

The Development Committee provides lay leadership for overall school Development and procures sponsorships including sponsorship for key fundraising activities and special events throughout the year. The Development Chair and the lead Development Professional work together in collaboration with the HOS/CEO to address all development needs of the School. The Chair Committee works in partnership with the HOS/CEO and school Development Professional(s) to create a development strategy, including the annual fundraising calendar, and execution of events and other development programs. Committee responsibilities include cultivation of donors over long periods of time, and formation of sub-committees, notably a Major Gifts Committee, as needed. The annual fundraising goal will be determined by the Chair of the Committee, in consultation with the President, HOS/CEO, lead Development Professional, and the Chair of the Budget and Finance Committee. The Chair of the Committee, together with the President, HOS/CEO and lead Development Professional, in consultation with the Chair of the Budget and Finance Committee, set an annual fundraising goal. The Committee works with the HOS/CEO and lead Development Professional to achieve the annual goal.

The Committee does not solely do the fundraising. The BOT is in its entirety is responsible for development as well. The Committee leads the BOT in fulfilling its fundraising duties; the Committee does not solely do the fundraising. The Committee does not plan and execute all fundraising activities; rather, it is guided by the lead Development Professional, under the guidance of together with the HOS/CEO, in both strategic and tactical decisions about Development. However, the Development Committee is responsible, in collaboration with the lead Development Professional for the staffing of fundraising activities with the recruitment of Development volunteers.

Setting and maintaining appropriate boundaries, expectations, and responsibilities for Development lay leadership and how volunteers work with professional leadership is an important, ongoing responsibility of this committee, its Chair and the HOS/CEO.

## SECTION 7

### House and Building Committee:

The House and Building Committee develops the master plan for the School's buildings and grounds with the staff and outside consultants as needed; monitors implementation of the plan; reports to the BOT periodically on building and maintenance issues; and keeps the Budget and Finance Committee informed of buildings and grounds needs. Sometimes the Committee provides BOT oversight of major building projects, but it does not act as the project manager. The

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Committee does not get involved in day-to-day operations, but it should be especially attentive to the deferred maintenance needs of the plant.

## SECTION 8

### Head Support and Evaluation Committee (HSEC):

This Committee serves two separate functions – support and evaluation.

Support shall be ongoing and take both a retrospective and prospective view of important issues. The Committee offers wise guidance from informed, knowledgeable, caring stewards to guide the HOS/CEO regularly. The Committee also works with the HOS/CEO to set annual performance goals in alignment with the annual Board priorities. A Support Committee meeting shall take place at least quarterly, but not more than monthly.

Evaluation shall take place annually. The Committee prepares for and conducts a face-to-face meeting with the HOS/CEO and produces a written annual evaluation. Evaluation method(s) shall be mutually determined by the Committee and the HOS/CEO regarding sources of input, format of written evaluation, and criteria of evaluation. Job performance will be measured against the HOS/CEO position description and progress measured against annual goals. Discussion of the written evaluation shall take place in private with the members of the Committee and the HOS/CEO only. The results of the evaluation will be shared with the BOT in a planned, formal presentation by the Committee.

The Head of School Support and Evaluation Committee is comprised of 3-5 people. The Chair of the Committee is a member of the Executive Committee. The Chair and all members are selected by the President with input from the HOS/CEO. Members need not be Trustees.

## **ARTICLE VI ELECTION OF OFFICERS AND TRUSTEES**

### SECTION 1

#### General Provisions:

The election of Officers and Trustees shall take place at the Annual Meeting, with consideration of the following general provisions:

- A. A simple majority of votes is required to elect a Trustee or Officer;
- B. In case of a tie, the President (or President's designee) shall have the deciding vote; and
- C. In the event no candidate position receives a majority of the votes cast of the Trustees present, a run-off vote shall be taken between the two (2) candidates receiving the most votes.

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## SECTION 2

### Officers:

The COT solicits in writing from the BOT no later than May 1<sup>st</sup> of each year, the names of prospective nominees. The COT may also, at its discretion, employ other means for the solicitation of nominees. Such nominees' names shall be submitted to the BOT at the May BOT meeting. Thereafter, the slate of nominees shall be included in the notice to the BOT prior to the Annual Meeting. Officers are selected at the Annual Meeting by majority vote to succeed those whose terms expire. The President shall not vote except in the case of a tie.

## SECTION 3

### Trustees:

The COT solicits in writing from the BOT no later than May 1<sup>st</sup> of each year, the names of prospective nominees. The COT may also, at its discretion, employ other means for the solicitation of nominees. Such nominees' names shall be submitted to the BOT at the May BOT meeting. Thereafter, the slate of nominees shall be included in the notice to the BOT prior to the Annual Meeting. Trustees are selected at the Annual Meeting by majority vote to succeed those whose terms expire and/or to fill any vacancy for any unexpired term. The President shall not vote except in the case of a tie.

## SECTION 4

### Term Length:

The term length of all Trustees will be three (3) years. Individual terms will be staggered so that one-third ( $\frac{1}{3}$ ) of the BOT is renewed each year. [During the first two (2) years after the adoption of these By-Laws, the terms will be limited in order to achieve the aforementioned plan for staggered succession of Trustees.]

## **ARTICLE VII VACANCIES AND REMOVALS**

### SECTION 1

#### Vacancies:

In the event of any interim vacancy in any office for any reason, such office shall be filled by a majority vote of the BOT for the unexpired term of such office, upon the nomination by the President.

### SECTION 2

#### Removal of Officers and Trustees:

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In the event of neglect or failure of any officer, or any Trustee to attend to the duties of his/her office, or without satisfactory cause, failure to attend three (3) consecutive meetings of the BOT, s/he may be removed from their office or Trusteeship by a vote of two-thirds ( $\frac{2}{3}$ ) of the BOT then present. The President of the Board may be removed by a two-thirds ( $\frac{2}{3}$ ) vote of the BOT.

Before any Officer or Trustee can be submitted for removal, a warning by the Board President, both oral and written, are required regarding any given neglect or failure to adhere to clearly-stated responsibilities and expectations of the role (see Article III, Section 8, "Trustee Responsibilities").

## ARTICLE VIII MEETINGS

### SECTION 1

- A. Annual Meeting: The Annual Meeting of the BOT shall be held at the ~~June~~ May BOT meeting of each year, at such time and place as may be determined by the President. At such meeting, the Trustees and Officers for the upcoming term will be elected.
- B. The BOT: The BOT shall hold General Meetings not fewer than seven (7) times per year. The annual calendar of meetings shall be decided upon and published by July 1 of the upcoming year.  ~~BOT meetings are generally closed to individuals other than the Trustees and the HOS/CEO. The BOT may, from time to time, invite administrators, faculty members, non-Trustee committee members, students, parents, or outside community members to attend all or part of any regular or special meeting of the BOT. No invitee may vote on any matter before the BOT, and no invitee may be present during any vote of the BOT on any matter.~~
- C. The Executive Committee: The President shall determine the time and location of meetings of the Executive Committee.
- D. Minutes: Minutes of all meetings of the BOT and its Executive Committee shall be archived and communicated directly to their respective members.

### SECTION 2

#### Quorum:

~~Quorums for the transaction of business of any meeting shall be:~~

- ~~A. Ten (10) of its members for the BOT; and~~
- ~~B. A majority of its members for all committees.~~

Quorums for the transaction of business at any BOT meeting shall be:

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- A. Ten (10) of its members for the BOT; and
- B. A majority of its members for all committees.

Quorums for the transaction of business at any meeting of the members of the corporation, other than BOT meetings, shall be:

- A. A simple majority of 50% + 1 member of those members in attendance.

### SECTION 3

#### Notices of Meetings:

Except as hereinabove set forth, notice of all meetings of Trustees and of any adjournments thereof, shall be made to each member thereof at least seven (7) days in advance of the time set for the holding of such meeting or adjourned meeting. Notices of all special meetings shall state the purpose thereof.

### SECTION 4

#### Voting:

Except as specified herein or by the laws of the State of New York, a majority vote of those in attendance shall be necessary and sufficient to adopt any resolution or pass any motion. Members of the BOT must be present in order to participate in any vote; proxy votes are not acceptable.

### SECTION 5

#### Rules of Order:

Roberts Rules of Order shall be the standard parliamentary procedure in the School in the absence of any other rule or law governing the particular situation or as otherwise provided in these By-Laws.

## **ARTICLE IX FISCAL MATTERS**

### SECTION 1

#### Power to Borrow or Mortgage:

The School, whenever its general interest requires the same, may borrow money and issue its promissory note or bond for the repayment thereof with interest, and may in like case, mortgage its property as security for its debts or other lawful engagements; the same, however, shall be first authorized by resolution of two-thirds ( $\frac{2}{3}$ ) of the BOT present at any meeting duly called for the purpose of securing such authorization.

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## SECTION 2

### Tuition:

Recommendations for tuition, building fund and special assessments, if any, must be submitted to the Board by the Budget and Finance Committee no later than the annual January BOT meeting.

## SECTION 3

- A. Expenditures: ~~Relocation of School:~~ Any capital expenditure in excess of five hundred thousand (\$500,000.00) or the relocation of the School or any part thereof shall be approved by resolution of two-thirds ( $\frac{2}{3}$ ) of the BOT present at any meeting duly called for the purpose of securing such approval.
- B. Gift Acceptance: The Budget & Finance Committee shall establish a published Gift Acceptance Policy to be ratified by the BOT to govern what gifts should be accepted by the School and under what circumstances,
- C. Investments: The Budget & Finance Committee shall establish an investment policy, to be ratified by the BOT to govern how school funds are managed.

## SECTION 4

### Bond:

The Trustees may at any time, place any officer or employee under bond at the expense of the School.

## SECTION 5

### Required Signatures:

All checks and drafts on the School's bank accounts and all bonds and promissory notes of the School and all other instruments for the payment of money and all other obligations for, by, or on behalf of the School, shall be signed by two (2) individuals explicitly designated and whose names are kept on file in the Business Office. Designated signers include one (1) or more Board Officers, the HOS/CEO, and any others determined by the Board President in consultation with the Treasurer. Explicit revision and documentation of this approved list of signers shall occur annually.

The HOS/CEO, if also a recognized clergy person, may establish and administer a "Discretionary Account" exclusively for charitable purposes. For reasons of confidentiality, only the signature of the HOS/CEO shall be required for transactions involving the discretionary account. Discretionary accounts are subject to annual review by the School's independent auditor.

## SECTION 6

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Dissolution of Assets:

In the event of dissolution of assets, all funds remaining after disposition of all bills shall go to organizations of similar mission in the local Jewish community.

**ARTICLE X EMPLOYEES OF THE BOARD**

There shall be a single employee of the BOT called Head of School (HOS/CEO) and Chief Executive Officer (CEO). The BOT, through the HSEC, is responsible for the hiring, firing, development, and evaluation of the HOS/CEO.

The HOS/CEO is responsible for hiring, firing, and development of all staff and is free to rearrange the work of or reassign employees in accordance with his mandate to effectively achieve the School mission but within the guidelines provided by any contractual obligations (e. g., unions as needed). S/he is responsible for all matters related to the day-to-day management of the school, adhering to school policies, achieve School goals and mission, and being the primary face of the School to all constituencies. S/he is expected to play a major role in Development, including the cultivation of major gifts, but not to lead or organize the development efforts of the School. S/he supervises all divisions and department heads, and is ultimately accountable for all of their work.

The HOS/CEO is a nonvoting, ex-officio member of every committee and task force, including the EC and the full BOT. At the President's discretion, the HOS/CEO may be asked to absent himself/herself from a given, specific full BOT or EC deliberation. The HOS/CEO is expected to make orderly, complete, accurate reports to the BOT and EC as requested by the President. It is expected that the HOS/CEO and Board President will meet regularly, preferably every week or two, but at least once monthly.

The Officers of the BOT shall exercise the powers and perform the duties of the HOS/CEO in case of death, disability or other termination of employment of the HOS/CEO.

**ARTICLE XI PARENT ASSOCIATION AND AFFILIATED ORGANIZATIONS**

SECTION 1

The Parent Association:

The Parent Association (PA) is recognized as the primary affiliated organization of the School. The PA is dedicated to the welfare of the students and the parents of the School, and to further the academic, financial, religious and social well-being of the School.

The mission of the PA is to develop a positive and welcoming climate for all current and prospective students and parents, to express appreciation and support for THE SCHOOL staff and administration, and to work with THE SCHOOL staff and administration to meet the current needs of THE SCHOOL. The PA's program and agenda shall be developed through meetings, committees and projects and are governed by the policies set forth herein.

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PA Objectives:

- A. To aid and promote the well-being of current and prospective students and parents at THE SCHOOL;
- B. To facilitate communication between the home and THE SCHOOL;
- C. In coordination with the School's professional leadership, to promote THE SCHOOL'S educational programs and educational atmosphere by means of manpower, presence and financial supplement; and,
- D. To provide an atmosphere for parental support.

SECTION 2

The PA and all affiliated organizations of the School shall conduct themselves in consonance with the religious philosophy of the School and its policies. Events and activities shall be coordinated with the appropriate professional staff member under the direction of the HOS/CEO.

SECTION 3

Any group that wishes to organize and affiliate itself with the School for the general welfare of the School must first receive the authorization of the BOT to do so.

SECTION 4

The PA and all affiliated organizations of the School shall submit their proposals for major fund-raising activities to the Development Professional and all other major activities to the appropriate professional leader for approval.

**ARTICLE XII AMENDMENTS**

SECTION 1

The By-Laws may be amended or repealed at an Annual Meeting or special meeting of the BOT by  $\frac{2}{3}$  vote of the Trustees present at such meeting provided that notice of the proposed amendment or repeal shall have been given in the notice of such meeting.

**ARTICLE XIII MISCELLANEOUS**

Deleted: 9/16/2009

SECTION 1

A year for the purpose of these By-Laws shall be deemed to begin ~~at each June meeting of the Board~~ on August 1<sup>st</sup> of each year, in concert with the school fiscal calendar.

SECTION 2

The Solomon Schechter School of Long Island 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, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

SECTION 3

No Trustee or member of his/her immediate family may be employed at the School.

SECTION 4

The BOD of THE SCHOOL duly and lawfully adopted By-Laws in 1967 and duly and lawfully amended these By-Laws in June, 1996. The BOT adopted the current revisions to the By-Laws on ~~May 18~~ October X, 2009 to be effective ~~upon election of Trustees and a Slate of Officers under the provisions of these By Laws~~ immediately. Adoption of these By-Laws witnessed and affirmed by:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Full Name (printed)

\_\_\_\_\_  
Date

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Solomon Schechter Day School of Nassau County  
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**BY-LAWS**

**SOLOMON SCHECHTER DAY SCHOOL OF NASSAU COUNTY**

**REVISED 6/96**

**ARTICLE I – NAME**

SECTION I

The name of the corporation shall be the SOLOMON SCHECHTER DAY SCHOOL OF NASSAU COUNTY.

**ARTICLE II – AIMS AND PURPOSES**

SECTION I

The aims and purposes of the School shall be:

- (a) To build, maintain, and operate a modern, progressive Day School combining Hebraic-Religious instructions and General Studies in the tradition of Conservative Judaism as interpreted by the Law Committee of the Rabbinical Assembly of America and in accordance with the Statement of Requirements for Affiliation and Accreditation with the Solomon Schechter Day School Association, as hereafter amended or modified.
- (b) To integrate the students into the American environment while providing a Hebraic-Religious education.
- (c) To provide General Studies in grades one through twelve, through full educational facilities, curricula and certified teaching personnel in accordance with the standards and requirements of the Board of Regents of the State of New York. In addition, to provide a Kindergarten and/or Pre-Kindergarten Program through proper facilities, curricula and teaching personnel in accordance with the standards and requirements of the Board of Regents of the State of New York.

**ARTICLE III – MEMBERSHIP**

SECTION I

Membership in the School shall be on an annual basis. Members shall be:

- (a) Parents of students enrolled in the School.
- (b) All former Presidents of the School.

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- (c) All Officers and Directors while serving in office.
- (d) Such other interested persons as shall be approved by the Membership Committee in accordance with eligibility qualifications established by the Board of Directors.
- (e) Such other classes of membership such as Honorary Membership which may be created from time to time by the Board of Directors which shall establish the eligibility, privileges, duties, and rights of such classes of membership.

SECTION 2

Only one person in any membership family under Section I of the Article shall be eligible to vote or sign a written petition proposing candidates for election in accordance with Section 8 (d) of Article VII or any other petition.

**ARTICLE IV – BOARD OF DIRECTORS**

SECTION 1

Duties: The Board of Directors shall have the responsibility and authority to:

- (a) Manage all the affairs of the School.

SECTION 2

- (a) Composition: The Board of Directors shall be comprised of the following members:
  - Eight officers
  - One (1) Chairperson of the Board of Education
  - One (1) President of the Parents Association
  - 27 elected Directors
  - All Past Presidents of the School shall serve as members of the Board of Directors
  - Presidential Appointees: The President has the right to appoint three (3) individuals for a one-year term.

- (b) No member may serve as a Director if a member of the immediate family is employed by the School.

SECTION 3

Election: There shall be an election of the Board of Directors at the next annual general membership meeting as follows:

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- (a) Annually, one third ( $\frac{1}{3}$ ) of the Article IV, Section 2 (d): Directors shall be elected for a term of three (3) years.
- (b) Upon a vacancy of office, a successor Director may be proposed by the President and elected by the Board of Directors to serve until the next general membership meeting. Said vacancy shall be filled by election at the next general membership meeting for the unexpired term.

SECTION 4

Directors shall serve without pay.

SECTION 5

All officers and members of the Board of Directors shall be affiliated with a synagogue in their local community.

SECTION 6

All members of Board of Directors shall actively participate on at least one (1) of the committees as more fully set forth in Article VII herein.

**ARTICLE V –OFFICERS**

SECTION 1

The Officers of the Corporation shall consist of the following:

- (a) President
- (b) Executive Vice President
- (c) Vice President of Finance
- (d) Vice President of Recruitment
- (e) Vice President of Development
- (f) Vice President of Community Relations
- (g) Treasurer
- (h) Secretary

SECTION 2

The Officers of the School shall be elected by the members at an annual meeting held in May of each year.

SECTION 3

The Officers shall be elected for a one (1) year term and shall serve without pay.

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SECTION 4

No person shall be eligible to serve as President for more than four (4) consecutive terms.

SECTION 5

The President shall be the Chief Operating Officer and Executive Officer of the School. The President shall perform such duties as are ordinarily performed by such officers. The President shall preside at all Board of Directors, Executive Committee and Membership meetings and shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint the chairperson and other members of the standing committees and such other committees as he/she in their discretion shall deem desirable. The President shall carry out the by-laws, and carry into effect, all resolutions of the Board of Directors and Membership.

SECTION 6

The Executive Vice President shall exercise the powers and perform the duties of the President in case of death, resignation, absence, failure to perform duty, or incapacity of the President, and/or any duties designated by the President.

SECTION 7

The Vice President shall perform any duties designated by the President.

SECTION 8

The Treasurer shall have the custody of all funds and securities of the School and shall see that full accounts of receipts and disbursements are kept in books belonging to the School. The Treasurer shall deposit all moneys and other valuable properties in the name and to the credit of the School in such depositories as may be designated by the Board of Directors. The Treasurer shall render reports to the Executive Committee and the Board of Directors as shall be required by them.

SECTION 9

The Secretary shall give notice of and attend meetings of the Membership, the Board of Directors and Executive Committees, and shall keep minutes of such meetings. The Secretary shall keep all records, documents and papers relating to the affairs of the School. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

SECTION 10

The President shall appoint a Corresponding Secretary, who will be responsible to provide regular communications to the parents of our school, informing them of key discussions and decisions of the Board of Directors. The Corresponding Secretary will not be part of the Executive Committee as described in Article VII, Section 3.

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**ARTICLE VI – BOARD OF OVERSEERS**

**SECTION 1**

**Duties:** The Board of Overseers shall have the function and responsibility of advising the Board of Directors in the latter’s planning and managing of the affairs of the School. Each Overseer shall have all the rights and privileges of a member of the Board of Directors, except the right to vote. Each Overseer shall have the right to attend all meetings of the Board of Directors.

**SECTION 2**

**Nominations and Election:** The President shall nominate each candidate to the Board of Overseers and each shall be elected by majority vote of the Board of Directors.

**SECTION 3**

**Term:** Each member of the Board of Overseers shall be elected for a two-year term and shall serve without pay.

**ARTICLE VII –COMMITTEES**

**SECTION 1**

**Standing Committees:** There shall be the following Standing Committees:

- (a) Executive Committee
- (b) Board of Education
- (c) Budget and Finance]Membership Committee
- (d) Scholarship Committee
- (e) Nominating Committee
- (f) Fund Raising Committee
- (g) House and Building Committee
- (h) Recruitment and Retention Committee
- (i) Publicity and Public Relations Committee
- (j) Personnel Committee

**SECTION 2**

**Additional Committees:** Committees other than the Standing Committees shall be constituted by the President.

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SECTION 3

Executive Committee: The Executive Committee shall consist of the Officers of the School, the President of the Parent's Association and Chairman of the Board of Education. It shall execute the interim powers of the Board of Directors and shall report all actions to the Board of Directors for approval.

SECTION 4

Board of Education: The Board of Education, together with the Principal, shall supervise all of the educational activities of the School, determine the curriculum and make recommendations to the Board of Directors concerning educational policies of the School.

SECTION 5

Budget and Finance Committee: The Budget and Finance Committee shall consist of at least three (3) members. The duties of this committee shall include, but not be limited to periodic reviews of the financial operation of the School, and it shall report its findings at the Annual Meeting and periodically to meetings of the Board of Directors. It shall also present for approval of the Board of Directors preliminary and final budgets as required by the by-laws. The Financial Vice President shall act as Chairperson of this committee.

SECTION 6

Membership Committee: The Membership Committee shall perform those duties specified in Article III, Section 1 (d) and 1 (e).

SECTION 7

Scholarship Committee: The Scholarship Committee shall consider, review, and act upon all applications for scholarships and/or tuition allowances, based upon need, merit and other worthy considerations. A report shall be made to the Board of Directors of the total monetary amount of such scholarships and tuition allowances which result from their determination not to exceed the amount designated by the Board of Directors at its December meeting.

SECTION 8

Nominating Committee:

- (a) At the January meeting of the Board of Directors, the President shall appoint four members, one (1) of whom shall be named Chairman of the Nominating Committee for a period of one year. Four additional members of the Nominating Committee shall be elected by the Board of Directors. (Any vacancies on this committee occasioned by death, disability, resignation, or otherwise, shall be filled by the President for the balance of the unexpired term.)

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- (b) It shall be the duty of the Nominating Committee to solicit in writing from the entire membership no later than February 15<sup>th</sup>, the names of prospective nominees and nominate, by majority vote, officers and members to the Board of Directors to succeed those whose terms expire and/or to fill any vacancy for the unexpired term in May of the same year. Such nominees' names shall be submitted to the Board of Directors at the March meeting. (Chairman shall not vote except in the case of a tie.) Thereafter, the slate of nominees shall be included in the notice to the membership prior to the Annual Membership Meeting, to be held in May.
- (c) The Secretary shall mail to the membership the slate of nominees by no later than April 10<sup>th</sup> of each year.
- (d) Any twenty (20) members in good standing of the School may propose, in writing, addressed to the Secretary, the names of members, parents of alumni or alumni, as candidates for any or all such Annual Meeting, no later than April 30<sup>th</sup> of each year, or twenty (20) days after the mailing of the slate to the general membership, whichever is later, and the nominations thus made shall be sent to the members of the School with notice of the Annual Meeting.

SECTION 9

**Fund Raising Committee:** The Fund Raising Committee shall consist of at least three (3) members. The duties of this committee shall include, but not be limited to, the preparation, organization and coordination of special events and projects (such as a Journal) for the entire school year in an effort to provide diversified activities for the procurement of funds necessary for the growth and perpetuation of the School. The Fund Raising Chairperson shall act as Chairperson of this Committee.

SECTION 10

**House and Building Committee:** The House and Building Committee shall consist of at least three (3) members. The duties of this committee shall include, but not be limited to, supervising construction and maintenance of the physical plant, use of school facilities, health practices and insurance of said facilities. The Executive Vice President shall act as Chairperson of the committee.

SECTION 11

**Recruitment and Retention Committee:** The Recruitment and Retention Committee shall consist of at least three (3) members. The duties of this committee shall include, but not be limited to, the recruitment of students, the retention of students, and the general encouragement of Jewish children to enroll and remain in the school. The Recruitment and Retention Vice President shall act as the Chairperson of this committee.

SECTION 12

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Publicity and Public Relations Committee: The Publicity and Public Relations Committee shall consist of at least three (3) members. The duties of this committee shall include, but not be limited to, providing positive publicity, advertising and public relations for the School.

SECTION 13

Personnel Committee: The Personnel Committee would be responsible for the negotiation and supervision of all employee contracts. Additionally, the committee would be responsible for the development and implementation of the code of Personnel Practice.

**ARTICLE VIII – ELECTION OF OFFICERS AND DIRECTORS**

SECTION 1

General Provisions: The election of officers and Article IV, Section 2 (d) Directors shall take place the Annual Meeting.

- (a) All contested elections shall be by closed ballots if requested by any member entitled to vote.
- (b) In case of a tie, the presiding officer of the meeting shall have the deciding vote.

SECTION 2

Officers:

- (a) In the event that any petition is submitted for a vice presidency position, the candidate running on a petition shall specify the particular vice presidency.
- (b) In the event no candidate for an officer's position receives a majority of the votes cast of the membership present, a run-off vote shall be taken between the two (2) candidates receiving the most votes.

SECTION 3

Directors:

- (a) In the event there is to be an election of Directors for terms less than three (3) years, there shall be a separate ballot for each separate length of term.
- (b) A member may vote for one or more Directors on the ballot.
- (c) The vacancies on the Board of Directors shall be filled by the proper number receiving the greatest number of votes on each ballot.

**ARTICLE IX – VACANCIES AND REMOVALS**

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SECTION 1

Vacancies: In the event of any interim vacancy in any office for any reason, such office shall be filled by a majority vote of the Board of Directors for the unexpired term of such office, upon the nomination of the President.

SECTION 2

Removal of Officers and Board Members: In the event of neglect or failure of any officer, or any Director to attend to the duties of his/her office, or without satisfactory cause, to attend three (3) successive meetings of the Board, he/she may be removed from their office or Directorship by vote of two-thirds ( $\frac{2}{3}$ ) of the Board of Directors then present. The Chairman of the Board may be removed by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors.

**ARTICLE X – MEETINGS**

SECTION 1

- (a) Members: The Annual Meeting of the members shall be held in the fourth week of May in each year, at such time and place as may be determined upon by the President. At such meeting, the members shall elect the Directors and Officers to be elected. Special meetings may be called at such times or places as the President may determine. In addition, the President shall call a special meeting within 14 days of the receipt of a petition requesting such meeting which has been signed by at least one-fifth ( $\frac{1}{5}$ ) of the parent members of the school.
- (b) The Board of Directors: The Board of Directors shall hold regular meetings not fewer than ten (10) times per year.
- (c) The Executive Committee: The Executive Committee shall hold meetings at such places and times as the President may determine, and special meetings upon call by five (5) members of the Committee.
- (d) Minutes: Minutes of Annual and special meetings of the members and all meeting of the Board of Directors shall be open to all members.

SECTION 2

Quorum: Quorums for the transaction of business of any meetings shall be:

- (a) Thirty-six (36) of its members for the general membership;
- (b) Fifteen (15) of its members for the Board of Directors;

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- (c) A majority of its members for all committees.

SECTION 3

Notices: Except as hereinabove set forth, notices of all meetings of members, Directors and of any adjournments thereof, shall be mailed to each member thereof at least seven (7) days in advance of the time set for the holding of such meeting or adjourned meeting. Notices of all special meetings shall state the purpose thereof.

SECTION 4

Voting: Except as specified herein or by the laws of the State of New York, a majority vote shall be necessary and sufficient to adopt any resolution or pass any motion.

SECTION 5

Rules of Order: Roberts Rules of Order shall be the standard parliamentary procedure in the School in the absence of any other rule or law governing the particular situation or as otherwise provided in these By-Laws.

**ARTICLE XI – FISCAL MATTERS**

SECTION 1

Power to Borrow or Mortgage: The School, whenever its general interest require the same, may borrow money and issue its promissory note or bond for the repayment thereof with interest, and may in like case, mortgage its property as security for its debts or other lawful engagements; the same, however, shall be first authorized by resolution of two-thirds ( $\frac{2}{3}$ ) of the Board of Directors present at any meeting duly called for the purpose of securing such authorization.

SECTION 2

Tuition: Recommendations for tuition, building fund, journal and special assessments, if any, must be submitted to the Board by the Budget and Finance Committee no later than the annual January Board of Directors meeting.

SECTION 3

- (a) Expenditures: Relocation of School: Any capital expenditure in excess of five hundred thousand (\$500,000.00) or the relocation of the School or any part thereof shall be first approved by resolution of two-thirds ( $\frac{2}{3}$ ) of the Board of Directors present at any meeting duly called for the purpose of securing such approval. The resolution for the stated expenditure shall then be submitted to the membership for authorization subject to the approval of the membership by majority.

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- (b) Donations: The acceptance of any donation of property or non-liquid asset valued in excess of Five Thousand (\$5000.00) dollars must be approved by a majority vote of the Board of Directors.

SECTION 4

Bond: The Directors may at any time, place any officer or employee under bond at the expense of the School.

SECTION 5

Required Signatures: All checks and drafts on the School's bank accounts and all bonds and promissory notes of the School and all other instruments for the payment of money and all other obligations for, by, or on behalf of the School, shall be signed by two (2) officers of the School, one of whom shall be the President or Treasurer or Financial Vice President.

**ARTICLE XII – AFFILIATED ORGANIZATIONS**

SECTION 1

The Parents' Association is recognized as the primary affiliated organization of the School. The Parents' Association is dedicated to the welfare of the students and the parents of the School, and to further the academic, financial, religious and social well being of the School.

SECTION 2

All affiliated organizations of the School shall conduct themselves in consonance with the religious philosophy of the School and under the policies and coordination of the Board of Directors.

SECTION 3

Any group which wishes to organize and affiliate itself with the School for the general welfare of the School must first receive the authorization of the Board of Directors to do so.

SECTION 4

All affiliated organizations of the School shall submit their proposed major fund-raising and other major activities to the Board of Directors for approval.

**ARTICLE XIII – AMENDMENTS**

SECTION 1

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The By-Laws may be amended or repealed at an annual or special meeting of the members by  $\frac{2}{3}$  vote of the members present at such meeting provided that notice of the proposed amendment or repeal shall have been given in the notice of such meeting. The By-Laws may only be amended or repealed once each year.

**ARTICLE XIV – MISCELLANEOUS**

**SECTION 1**

A year for the purpose of these By-Laws shall be deemed to begin at each Annual Meeting.

**SECTION 2**

The Solomon Schechter Day School of Nassau County 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, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

**SECTION 3**

- (a) All newly created positions must be approved by the Board of Directors.
- (b) No member may be hired to work in the Solomon Schechter Day School of Nassau County without the approval of the members of the Board of Directors.
- (c) A new Principal must be approved by the Board of Directors.
- (d) A Principal may be removed only by a majority vote of the Board of Directors after a recommendation by the Board of Education.
- (e) A chief administrative officer or director must be approved by the Board of Directors.