

(As adopted May, 2008)

**BY-LAWS OF
THE JEWISH COMMUNITY DAY SCHOOL OF DURHAM/CHAPEL HILL
A Nonprofit Corporation**

ARTICLE ONE
CORPORATE AFFAIRS

- 1.1 Name. The name of this Corporation will be “The Jewish Community Day School of Durham/Chapel Hill” (hereinafter referred to as the “Corporation” or “JCDS”). The Jewish Community Day School of Durham/Chapel Hill is also known as the Sandra E. Lerner Jewish Community Day School and the Lerner School.
- 1.2 Purpose. The purpose of this Corporation is to operate and maintain a pre-school and an elementary school committed to excellence in Jewish and secular studies for children in the Jewish community of Durham and Chapel Hill, NC and environs.
- 1.3 Non-discrimination Policy. The Jewish Community Day School of Durham/Chapel Hill admits students of any race, color, sex, national or 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, sex, national or ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.
- 1.4 Registered Office. The Corporation will maintain a registered office as required by statute, at which it will maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors. The Corporation may also have offices and places of business at such other places within or without the State of North Carolina as the Board of Directors may from time to time determine.
- 1.5 Powers. The property, affairs, and business of the Corporation will be managed and directed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things authorized by its Articles of Incorporation or pursuant to the North Carolina Nonprofit Corporation Act.
- 1.6 Records. The Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of the Board of Directors and of committees established by the Board of Directors, and will maintain at its registered or principal office a record giving names, addresses, and telephone numbers of the Board of Directors.
- 1.7 Fiscal year. The fiscal year of the Corporation will be from July 1 through June 30.

ARTICLE TWO
MEMBERSHIP

- 2.1 Members. The membership of the Corporation consists of all parents/legal guardians of children currently enrolled in the Jewish Community Day School of Durham/Chapel Hill, parents/legal guardians of children who have been accepted for admittance to JCDS and whose acceptance fees have been received or deferred by JCDS at least 15 days before the

date of the annual meeting, the Head of School of JCDS, staff members of JCDS who work at least half-time, and members of the Board of Directors not included in the above categories.

- 2.2 Meetings and Quorum. The annual meeting of the members will be held in May of each year to elect new Directors and to conduct such business as may be appropriate. The time and place of this meeting will be selected and announced by the Board of Directors. Special meetings of the members may be called by the Board of Directors, or will be called by the President upon receipt of a petition signed by at least 20% of members requesting a meeting. Such meetings will be scheduled by the President within thirty (30) days after receipt of a signed petition.

A meeting will require a quorum consisting of members representing one fourth of all members' households. The President will preside at all meetings of the members.

- 2.3 Notice of the Meetings. Notice of the date, time and place of the annual meeting of members will be mailed to members at least ten (10) days in advance of the meeting. The notice will include a description of any matters to be approved by the members. Notice of any special meeting of members will be mailed to members at least ten (10) days in advance of the meeting.

- 2.4 Voting. Each member will be entitled to one vote. No individual may cast more than one vote. Each member must vote in person; no votes by proxy will be allowed. A simple majority of the votes cast by the members present at a meeting at which a quorum is present will be necessary for the adoption of the matter voted upon by the members, unless a greater proportion is required by the Articles of Incorporation, these By-laws, or the North Carolina General Statutes.

ARTICLE THREE BOARD OF DIRECTORS

- 3.1 Membership. The Corporation is governed by a Board of Directors elected by the members of the Corporation. The elected Board of Directors will consist of the President, the Past President for a period of 2 years after his/her term ends, the President-elect for a period of one year if not already a member of the Board in another capacity, the Officers (Vice Presidents, Treasurer, Secretary, and At-Large Officer – described in Article Four), and the Chairpersons of the Standing Committees (described in Article Five). The positions and rights to vote of the Chairperson of the Parents' Activity Committee, the Chairperson of the Fundraising Committee, and the Chairperson of the Development Committee may each be shared by two members if so nominated and elected to the Board of Directors. Six at-large voting members of the Board may be elected for a term of either one or two years, while a seventh at-large position may be filled by a community rabbi; however, all at-large positions need not be filled. The Head of School, all Past Presidents other than the immediate Past President, and the President of the Durham/Chapel Hill Jewish Federation will be non-voting, ex-officio members of the Board. Employees of JCDS may not serve as voting members of the Board of Directors.

A Board member may hold only one Officer position, with the exception of the President-elect, who may continue in any capacity he or she already serves on the Board. Officers may also be elected to the Chairpersonship of a standing committee. The Treasurer will be the Chair of the Finance Committee. No Board member may serve as the chair of more than one standing committee.

- 3.2 Duties. The purpose of the Board of Directors is to safeguard the existence, and to establish and maintain the values and philosophy of the Jewish Community Day School of Durham/Chapel Hill. The Board of Directors is responsible for maintaining the integrity of the education offered by the School and insuring the future of the School. All the Corporate powers, except such as are otherwise provided for in these By-laws and in the laws of the State of North Carolina, will be and are hereby vested in, and will be exercised by, the Board of Directors.

The specific duties of the Board of Directors will include, but are not limited to, the following:

- a. The Board will oversee the hiring of the Head of School, and implement administrative, financial, and academic policy.
- b. The Board will direct an evaluation of the Head of School on at least an annual basis.
- c. The Board will review the administrative, academic, and financial policies of the School on at least an annual basis.
- d. The Board will maintain, or arrange for the maintenance by administrative staff of, a complete record of all meetings and actions and will make such records available to members of the Corporation.
- e. The Board will ensure that JCDS affairs are conducted consistent with the purposes of the Corporation and the laws of the United States and the State of North Carolina.
- f. The Board will annually file with the Corporation the minutes of the annual meeting and a report, verified by the President and Treasurer, or by a majority of the Directors, showing (1) the whole amount of funds and other real and personal property owned, administered, and managed by the Corporation, including where such property is located, and where and how funds are invested; (2) the amount and nature of the property acquired and administered by the Corporation during the year immediately preceding the date of the report, and the manner of the acquisition; and (3) the amount of funds applied, appropriated, or expended during the year immediately preceding such date and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made.
- g. The Board shall also be responsible for long-term planning.

The Board of Directors may establish committees or subcommittees for specified purposes as they may see fit. Such committees will report directly to the Board.

- 3.3 Number, Term, and Qualifications. All members of the Board will be of the Jewish faith (with the exception of up to four non-Jewish members from among the Chairs of the Parent Activities Committee, the Facilities Committee, the Public Relations Committee, the Fundraising Committee, one of the co-Chairs of the Development Committee if that position is shared, and up to one at-large member who is a parent of a current or former student of the school), and at least eighteen (18) years or older. Employees of JCDS are not eligible to serve as voting members of the Board of Directors. All Directors will serve two (2) year terms. The President-elect shall continue to serve in any prior capacity on the Board. Directors will serve no more than two terms in succession in any one position. A Director may be elected again to the same position to a term that begins at least one year after he/she leaves office. The terms of Directors begin on July 1 on the year of their election. A Director will serve until the end of the term of his/her elected office or until he/she resigns as described in Article 3.9 or is terminated as described in Article 3.8.
- 3.4 Compensation. Directors will serve without salary. The Board will have the power at its discretion to contract for and to pay Directors rendering specific services to the Corporation special compensation appropriate to the value of such service.
- 3.5 Election of Directors. A Trustees Committee (described in Article Five) will nominate one or more candidates for each of the elected Director positions. The committee may

recommend committee members, other parents of students, or other individuals from the community. The committee will take into account the specific skills and knowledge needed on the Board. Any person nominated must declare in writing a willingness to serve if elected.

The Trustees Committee will obtain from the candidates personal statements regarding their qualifications to serve on the Board of Directors.

The Trustees Committee will complete its nomination process no later than March. In April, at least ten (10) days before the annual meeting of the Corporation, the Board Secretary will distribute to the members the names of all persons running for the Board, together with the information regarding the qualifications of the candidates, previously compiled by the Trustees Committee. The names of the candidates will be listed alphabetically on the ballot. The ballot will not include endorsements of particular candidates. Any candidate that is unopposed on the ballot must be approved by two-thirds of the present Board of Directors at a regular or special Board meeting before the Members' annual meeting.

The year before the current President's term expires, as part of the process for election of Directors, the Trustees Committee will nominate a President-elect, to be approved at the Members' annual meeting. If the Trustees nominate one President-elect, she or he must be approved by two-thirds of the present Board of Directors at a regular or special Board meeting before the Members' annual meeting.

- 3.6 Decisions by Vote. The Board of Directors will vote on questions only when there is a quorum present consisting of more than 50% of the total voting Board membership. All matters voted by the Directors will be determined by a majority vote of those present at a meeting at which there is a quorum, except as may be otherwise regulated by statute, or as specifically provided in these By-laws. Each Director present will have one vote except ex-officio members who will not vote. Votes generally will be taken verbally or by a show of hands. No proxy voting will be permitted.
- 3.7 Notice. All matters to be discussed and voted upon at meetings of the Board will be announced to the Directors, and all relevant materials will be provided to the Directors, at least 48 hours prior to the start of the meeting, not including hours that are part of a Jewish holiday. Three-quarters of present Directors may vote to waive this notice requirement.
- 3.8 Termination for Cause. Members of the Corporation or members of the Board of Directors of the Corporation may petition, in writing, for a special meeting to vote on the removal from office of any Director if that Director's actions are deemed counter to the best interests of the Jewish Community Day School of Durham/Chapel Hill. Such a petition must state the reasons for which the dismissal is requested and include the signatures of 10% of the members of the Corporation. The petition must be presented to the Secretary or President of the Board of Directors. All members of the Corporation must be notified of the special meeting at least ten (10) days in advance. Members of the Corporation and the Director in question will be given the opportunity to address the membership regarding the specifics of the charges. Removal for cause will require a "yea" vote by a simple majority of the Corporation members.

If a Board member misses three (3) consecutive meetings, the President will inquire whether the member is able and willing to continue on the Board. Consistent failure to attend meetings may be deemed cause for removal from the Board.

- 3.9 Resignation. A Director may resign at any time by giving written notice of such resignation to the Board. The effective date of the resignation will be 30 days after receipt of written notice by the President or Secretary of the Board.

- 3.10 Vacancies. If a Director is not able to complete his/her term for any reason, the Trustees committee, within ninety (90) days of receiving notice that the position has or will become vacant, will nominate another person to serve in that position, which two-thirds of the present Board of Directors must approve at the appropriate Board meeting. The new Board member will serve until the next annual meeting at which time, if the term has not been completed, the position will be filled for the remainder of the original term by election as provided in Article 3.5.
- 3.11 Meetings of the Board of Directors. The Board of Directors will meet at least once every month, from August and until June. Other meetings may be scheduled at the discretion of the President. Meetings of the Board of Directors will be open to all members of the Corporation; provided, however, that upon a vote of the majority of the Directors present an “executive session” (attended by Board members only and others at the request of the Board), may be held for consideration of a particular issue which must be specified. The act of a simple majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors.
- 3.12 Informal Action by the Directors. Action taken by all of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE FOUR OFFICERS

- 4.1 Officers of the Corporation. The Officers of the Corporation, all of whom will be Directors, will consist of a President, a President-elect if such a person is elected and not already on the Executive Committee, a Past President, the Vice-Presidents, a Treasurer, and a Secretary. There may be one At-Large Officer, chosen by the President. An individual may only hold one (1) Officer position, with the exception of the President-elect, who may continue in any capacity he or she already serves on the Board. An Officer may also be elected to one (1) committee chairpersonship. Each individual Board member has only one vote, even if he/she holds two positions.
- 4.2 Executive Committee. The Officers of the Corporation will comprise the Executive Committee. The Executive Committee will meet, when necessary, to discuss matters that require a timely decision between regular Board meetings. The Executive Committee has the power to act on behalf of the Board on all matters, subject to approval of the Board at the next regular meeting. If he or she does not already hold a position as an officer of the Corporation, the President-elect will serve on the Executive Committee as a non-voting member.
- 4.3 Election and Term. Officers of the Corporation and other members of the Board of Directors will be elected in the elections for Board of Directors according to the process described in Article 3.5 of the By-laws. Officers will serve for a term of two (2) years, except that the President-elect will serve in the capacity only for one year. An Officer’s service may be terminated for cause pursuant to Article 3.7 of these By-laws or by resignation as provided in Article 3.8.
- 4.4 Bonds. The Board of Directors may by resolution require any Officer of the Corporation, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or

position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

- 4.5 President. The President will be the principal executive officer of the Corporation and Chairperson of the Board. The President will preside over meetings of the members of the Corporation and the Board of Directors and act as liaison between the Board and JCDS administrators. The President will, with the Vice-Presidents, oversee the activities of all committees. The President will set the agenda for each meeting of the Directors and the members of the Corporation and will see that all Directors and members are informed in detail of the issues to be discussed at their respective meetings. Directors and members may also request that specific agenda items be included, and the President will accommodate such requests in so far as is reasonably possible. In general he/she will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 4.6 Vice President. There shall be two Vice Presidents. The Vice Presidents shall be available to the President to chair ad hoc committees, execute special assignments, and share in other responsibilities. Each Vice President shall support the activities of at least three (3) committees by maintaining regular contact with committee chairs and attending meetings on a regular basis. If the President is absent or unable to perform his/her duties, then one of the Vice Presidents shall temporarily perform the duties of the President as delegated by the Board.
- 4.7 Secretary. The Secretary will see that all records, minutes, and accounts of Director business are kept in proper order and will oversee the school Secretary's work for the Directors. The Secretary will be responsible for notifying Board members of Board meetings and notifying members of the annual meeting and other special meetings of the Corporation. The Secretary will in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
- 4.8 Treasurer. The Treasurer will serve as Chairperson of the Finance Committee. The Treasurer will be responsible for the funds, receipts, and disbursements of the Corporation, payment of taxes, and adherence to government financial reporting and payment regulations. The Treasurer may delegate day-to-day management of finances to the Head of School, Financial Manager, or other responsible individuals approved by the Board. The Treasurer will work with the Finance Committee, the School's Financial Manager and Director to develop a budget under which the school will operate. The Treasurer will present this budget for review and approval by the Board of Directors at least annually and more often if requested by the Board. The Treasurer and the Financial Manager will maintain the budget under standard accounting procedures and see that reports are filed as required by federal and state law. In cooperation with the Head of School and Financial Manager, the Treasurer will be responsible for maintaining the financial assets of the corporation in appropriate accounts in responsible institutions. In cooperation with the Financial Manager, the Treasurer will be responsible for the maintenance in good order of the financial records of the Corporation and will oversee the accuracy of bookkeeping entries and adherence to financial controls by school staff in between audits. The Treasurer will provide a statement of the financial condition of the Corporation to the Directors upon request, and at the annual meetings of the Corporation and the first meeting of the Directors following the annual meeting of the Corporation. The Treasurer, whether or not reelected to a new term, will be prepared to make the financial records of the Corporation available to the auditor for audit sixty (60) days before the end of his/her present term. The auditor will be selected by the Board of Directors.

- 4.9 Vacancies. If for any reason any Officer of the Corporation is not able to complete his/her term of office, the Directors, within sixty (60) days of receiving notice that the position has or will become vacant, will meet and elect another Director to serve in that position for the remainder of the term.

ARTICLE FIVE
COMMITTEES

- 5.1 Committees. The responsibilities of the Board of Directors will be carried out by Standing, Special, and Ad Hoc Committees subject to approval of the Board of Directors. Standing committee members shall be appointed by the committee chair. Members of the Special and Ad Hoc committees may volunteer with the approval of the committee chair or the President or be appointed by the committee or the President. All committees will be directly responsible to the Board of Directors. No committee may exercise the authority of the Board of Directors. All decisions requiring Board authority must be brought to the Board of Directors for approval. The President and Vice Presidents will share the responsibility for oversight of the activities of the standing committees. Each will be an ex-officio, non-voting member of all committees he/she oversees. The Head of School will be a non-voting, ex-officio member of all standing committees. The members of any committee will remain in office at the pleasure of the Board of Directors.

In general, all regular standing committee meetings are open to all members of the Corporation. Only committee members may vote. From time to time, a standing, special or ad hoc committee may convene a special meeting which, due to the sensitive nature of the discussion (e.g. problem with a student, financial assistance, etc.), only committee members may attend.

- 5.2 Standing Committees of the Board. The Board of Directors will be assisted in their work by several standing committees. The chairpersons of these committees will be elected at the annual meeting of the Corporation for a term of two (2) years. Their terms will begin on July 1 of the year of their election. Any member of the Corporation or the community at large may serve as a member of a standing committee. Except for the President and Vice Presidents, no member of the Board will serve on more than three (3) standing committees. No one can serve more than four consecutive years on the Trustees Committee, and no more than two consecutive years as Committee chair, though Presidents may serve on the Committee regardless of years of prior service. The standing committees of the Board of Directors will include the following:
- a) Policy Committee. This committee will be commissioned by the Directors to study certain policy issues that come into question and will make recommendations for policy changes. The Policy Committee also will conduct an annual review of the By-laws and recommend any necessary changes. Members of the Corporation may recommend By-law changes to the Policy Committee or to the Board of Directors.
 - b) Finance Committee. The Treasurer will serve as chair of the Finance Committee. The Committee will develop and oversee the budgeting and financial reporting processes of the Jewish Community Day School of Durham/Chapel Hill in conjunction with the School's Director or other responsible person approved by the Board.
 - c) Facilities Committee. The Facilities Committee will be responsible for overseeing the School's equipment, furniture, and supply inventory; setting up safety/fire inspections as required by law; repairing and/or arranging for repair of equipment/furniture; making arrangements with and overseeing custodial service; acting as a liaison with the Judea Reform Board and the Jewish Community Center Board in matters of building and grounds maintenance and improvement; suggesting building and grounds improvements; and all other duties as the Board of Directors and/or President may prescribe.

- d) Religious Practices Committee. The Religious Practices Committee will be responsible for making recommendations to the Board of Directors for approval regarding the religious practices of the School. This includes Kashrut, Shabbat, and holiday observance, school closures, Kippot, Prayer, etc. The Religious Practices Committee will work closely with the Head of School to implement policies in a positive and age-appropriate manner and to educate parents and community members regarding the policies adopted by the school. The chair, with consideration for diversity of composition, shall appoint committee members from the broad range of the community that supports the aims of the school. The committee shall seek regular input from congregational rabbis in the Durham/Chapel Hill area. At least two parents should sit on this committee.
- e) Public Relations Committee. This committee will be responsible for making known the existence and activities of the Jewish Community Day School of Durham/Chapel Hill to the Jewish and general public of the Durham/Chapel Hill community in order to build interest in and support for the School, as directed by the Board.
- f) Fundraising Committee. The Fundraising Committee raises operating funds. The Fundraising Committee will be responsible for General fundraising, including major annual events, the Annual Campaign, and annual fundraising projects that are run by the school for the purpose of raising monies for specific budget items and for raising the school profile and name recognition in the community.
- g) Development Committee. The Development Committee raises capital funds. The committee will be responsible for establishing endowments, planned giving programs, capital campaigns, major gifts, grants, and other major long term fund raising efforts designed to ensure the long term viability of the school.
- h) Parent Activities Committee. The Parent Activities Committee will be responsible for assisting JCDS Staff in planning, scheduling, and organizing activities including, but not limited to, special events, holidays, and school tzedakah projects. The committee will be made up entirely of JCDS parents.
- i) Trustees Committee. The Trustees Committee will recruit and nominate new Board members according to the process described in Article 3.5 of the By-laws. Its responsibilities will include orienting new Board members, developing the skills of new Board members, ensuring that Board informal and formal networks are optimally utilized, and evaluating the Board annually. Membership on the Trustees Committee will include the President and one Past President, and three to four additional members, at least two of whom are not on the Board of Directors. The President will select two members of the committee. The Chair of the Trustees Committee will be appointed by the President. At all times the committee will include a member that is directly connected to the pre-school community.

5.3 Rabbinical Advisors. Rabbis from the Durham/Chapel Hill/Raleigh area may be asked by the Trustees Committee to serve as Advisors, and counsel the Board of Directors as needed.

5.4 Special Ad Hoc Committees. The Board will be assisted in its work by special and ad hoc committees which may not meet regularly throughout the year but will meet either at specified times each year or on an as needed basis. There are two established special committees. Other special and ad hoc committees may be formed when deemed necessary by the Board of Directors. The special committees are the following:

- a) Financial Assistance Committee. The Financial Assistance Committee will consider and review all applications for scholarship and/or tuition allowances based upon financial need, and will provide recommendations to the Director for distribution of financial assistance funds. The identity of financial assistance applicants will be kept confidential. This committee will include interested members of the community who are sensitive to the special needs of this committee, including the President of the

Durham/Chapel Hill Federation or his/her representative. No parent/legal guardian will be a member of the Financial Assistance Committee.

- b) Head Support Committee. The Head Support Committee will provide regular support to the Head of School as requested by the Head of School or by the President of the Board. The Head Support Committee will consist of at least three and no more than five members. Each year, the Head of School will propose a list of Committee members to be approved by the Executive Committee of the Board. One member of the Committee, mutually agreed upon by the President and the Head of School, shall act as a liaison to the Board and Executive Committee. Head Support Committee members should provide the Head of School with advice and guidance as requested based on their professional knowledge, experiences, and relationships. Further, all Head Support Committee members should have a firm understanding of the mission of JCDS and annual goals of the Head of School.

ARTICLE SIX PROFESSIONAL STAFF

- 6.1 The Head of School. The Head of School will be selected by the Board of Directors and employed by the Corporation to develop and maintain the environment, staff, and program of The Jewish Community Day School of Durham/Chapel Hill consistent with the educational philosophy and policies as established by the Board of Directors. Assistants to the Head of School may be employed by the Corporation. Any assistants to the Head of School will be hired and dismissed on the recommendation of the Head of School and will be responsible and accountable to the Head of School for all matters pertaining to their employment at the Jewish Community Day School of Durham/Chapel Hill.

The Head of School will be an ex-officio member of the Board of Directors.

While the Board of Directors is responsible for establishing the purposes and policies of the Jewish Community Day School of Durham/Chapel Hill, the Head of School is the administrative and operating head of the School who has complete authority and responsibility for the execution of the Board's purposes and policy in the daily management of the School.

If a member of the Corporation objects to the Head of School's decision on any matter, an appeal may be submitted in writing to the Board of Directors within 15 days of the Head of School's decision. If requested by the Board, the President will convene an Appeals Committee consisting of at least five Directors to hear the appeal within 45 days of receipt of the appeal. The Appeals Committee will primarily be interested in assuring that there is no evidence of discrimination or disregard for proper procedures or School policy in the Head of School's handling of the matter. The Head of School's decision will stand until the appeals process is complete. The appealing party and the Head of School will have the right to present to the Appeals Committee those facts deemed appropriate to review of the Head of School's decision. The Appeals Committee may request the appealing party and/or the Head of School to personally attend the appeals session. The Appeals Committee will notify the appealing party and the Head of School in writing of their decision within thirty (30) days of the hearing.

The Head of School may be dismissed by a vote of more than 50% of the Directors. The meeting time and agenda for such action must be announced to the members of the Corporation ten (10) days in advance.

- 6.2 Professional Staff. The teaching staff will be employed by the JCDS to develop and implement the educational program consistent with the educational philosophy and the policies established by the Board of Directors.

The teaching staff will be hired and dismissed on the recommendation of the Head of School and will be responsible and accountable to the Head of School for all matters pertaining to their employment at the Jewish Community Day School of Durham/Chapel Hill. Duties of the teaching staff will be determined by the Head of School.

ARTICLE SEVEN
THE BOARD OF ADVISORS

A Board of Advisors may be commissioned by the Board of Directors to assist in evaluating and planning for the future of the Jewish Community Day School of Durham/Chapel Hill. Advisors will be persons of any faith who, because of their profession and interest, can offer knowledge, advice, and support to the Corporation. Nominations will be approved by the Board of Directors. Advisors may be called upon individually by the Board of Directors or professional staff when advice and assistance is needed by the Corporation in the area of their expertise.

ARTICLE EIGHT
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- 8.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or defined in specific instances.
- 8.2 Checks and Drafts. All checks, drafts or orders for the payment of money issued in the name of the Corporation will be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as will from time to time be determined by resolution of the Board of Directors.
- 8.3 Loans. No loans will be contracted on behalf of the Corporation and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 8.4 Deposits. All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE NINE
INDEMNIFICATION

- 9.1 The Corporation will indemnify and hold harmless each person who will serve at any time hereafter as a Director, Officer, employee, or authorized agent of the Corporation (including heirs, executors, administrators, or estate of such person) from and against any and all claims and liabilities to which such person will become subject by reason of his or her having heretofore or hereafter been a Director, Officer, employee, or authorized agent of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such Director, Officer, employee or authorized agent to the fullest extent permitted under the laws of the State of North Carolina, and will reimburse such person

for legal and other expenses reasonably incurred by him or her in connection with any such claim or liability provided, however, that no such person will be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of any appropriation of any business opportunity of the Corporation, any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or any transaction from which he or she derived an improper person benefit.

9.2 The right accruing to any person under the foregoing provisions of this Article will not exclude any other right to which he or she may be lawfully entitled, nor will anything herein contained restrict the right of the Corporation to indemnify or reimburse such persons in any proper case even though not specifically herein provided for. The Corporation, its Directors, Officers, employees, and authorized agents will be fully protected in taking any action or making any payment under this Article or in refusing to do so in reliance upon the advice of counsel to the Corporation.

ARTICLE TEN PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, Officer or employee of, or member of a committee of the Corporation, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), will at any time receive any of the net earnings from the activities of the Corporation, but this will not prevent the payment to any person of such reasonable compensation as will be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes, and no such person will be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation. All Directors of the Corporation will be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the Corporation then remaining in the hands of the Board of Directors, after satisfaction of the Corporation's liabilities, will be transferred, conveyed, delivered, and paid over as provided in the Articles of Incorporation.

ARTICLE ELEVEN SEAL

The seal of the Corporation will be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation following the word "Seal" enclosed in parentheses or scroll will be deemed the seal of the Corporation. The seal will be in the custody of the Secretary and affixed by him or her, or an Assistant Secretary, on such papers as may be directed by law, by these By-laws, or by the Board of Directors.

ARTICLE TWELVE CONFLICT OF INTEREST

A Conflict of Interest exists any time a Board or staff member, or any organization with which that individual is affiliated, has a direct or indirect interest with the business of the School. Such interests include gaining or suffering a negative impact, either directly or indirectly, from a decision regarding the School, or creating the perception that such a gain or negative impact might occur. Whenever a Conflict of Interest does or may exist, the Board/staff member shall disclose to the Board (or relevant Committee) the nature of the actual or potential conflict of interest. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board, excluding the individual(s) concerning whose circumstances the doubt has arisen. The Board/staff member's disclosure, participation and abstention from voting shall be recorded in the

minutes, absent a majority vote of the Board to the contrary. If a Conflict of Interest is discovered with respect to an action that the Board or School has already taken, the Board shall reconsider the matter at the next regular meeting of the Board, or, at the discretion of the Executive Committee, at a special meeting of the Board.

ARTICLE THIRTEEN
GENERAL PROVISIONS

- 13.1 Limit of Use of Property and Funds to Purposes of the Corporation. No funds or property of the Corporation will be devoted to or expended for any purpose or objective not set forth in the Corporation Articles of Incorporation, but all of the Corporation's funds and properties at all times will be used exclusively for said Corporate purposes.
- 13.2 Waiver of Notice. Whenever any notice is required to be given to any Director or other person under the provisions of these By-laws, the Articles of Incorporation, or any applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be equivalent to the giving of such notice.
- 13.3 Amendments. Any amendment to these By-laws will be made upon recommendation to the general membership at a regular or special meeting called for this purpose by the President provided that:
- a) The amendment is approved by a majority vote of the Board of Directors.
 - b) Copies of the proposed amendment are sent to the general membership at least two (2) weeks prior to the said meeting.
 - c) The amendment so proposed is ratified by a two-thirds majority of the membership present at said meeting.
- 13.4 Rules of Order. All Parliamentary questions on rules of order not otherwise determined by these By-laws will be decided upon in accordance with "Robert's Rules of Order". The Vice Presidents will act as parliamentarians at all Board of Directors and membership meetings of the Corporation.

No By-law adopted or amended by the members will be altered or repealed by the Board of Directors.

These By-laws adopted and effective by action of the Steering Committee and Parents of the Jewish Community Day School of Durham/Chapel Hill as of April, 1995 and amended by the action of the Membership of the Jewish Community Day School of Durham/Chapel Hill as of May 15, 2008, _____, Secretary, JCDS Board.