

BYLAWS OF TORAH ACADEMY OF MILWAUKEE

We, the members of the Torah Academy of Milwaukee (TAM), an educational corporation organized not for profit under the laws of the State of Wisconsin, assembled in general meeting pursuant to notice duly given, do hereby ratify, ordain and establish the following Bylaws for the government, management and operation of the Torah Academy of Milwaukee, hereinafter called the School.

ARTICLE I PREAMBLE

The Torah Academy of Milwaukee was initiated by members of the Orthodox Jewish Community with the following objectives as their goals:

To teach high school girls Mitzvos with the ideals and aspirations of Torah in order to provide the excellence in Orthodox Jewish education which will prepare our children to attend the finest seminaries and institutions of Jewish higher learning;

To provide our children with a superb foundation in secular education that demonstrates understanding and excellence and provides a basis for advancement into any college or university;

To provide an educational institution of such overall quality in all its programs which will encourage Jewish families to educate their children in a local environment which fosters strong community ties;

To foster meaningful Jewish ideals that promote faith and respect in the global community and recognition of their responsibilities to society and the local community;

To advance values embodied in Judaism that inspire distinguished moral and ethical behavior;

To shape our girls in the observance of Torah, Mitzvos and Midos as modelled by personalities that were and are Torah champions.

ARTICLE II
MEMBERSHIP

The membership of the School shall be comprised as follows

A) Initially those person who have given their firm personal commitment to support the creation of the School.

B) In addition, membership shall also consist of

- (1) Parents and legal guardians of all students enrolled in the School at the time of the annual meeting, and
- (2) Members at large from the community who subscribe to the aims and purposes of the School, after qualification and approval by the Board of Directors.

C) Each member shall have the following rights, privileges and responsibilities

- (1) To attend and participate in all annual and special meetings of the members of the School.
- (2) To receive reports from the Board of Directors at the annual or any special meetings of members with respect to the general affairs of the School.
- (3) To serve, if duly elected or appointed to be elected at any annual or special membership meeting.
- (4) To cast one vote for each director to be elected at any annual or special membership meeting.
- (5) To participate in fund raising and any other activities of the School in order to enhance its capabilities of achieving its objectives.

ARTICLE III
BOARD OF DIRECTORS

A. The initial Board of Directors shall consist of up to twelve directors elected by the membership at its first meeting or as soon thereafter as possible, from the membership of the School. The initial Board of Directors shall serve for a term extending until their successors are elected and qualified at the annual meeting of the membership in May of 1996.

B. Thereafter, the Board of Directors shall consist of up to twelve directors elected from the membership of the School at the annual meeting of the membership. The Board of Directors shall serve for a term of two years until their successors are elected and qualified at the regular annual meeting of the membership of the School held every even numbered year beginning in May of 1996.

C. The twelve candidates with the highest vote total shall be elected to the Board of Directors. A runoff election between candidates tied for the final seats on the Board of Directors shall be held if necessary.

D. Any director who fails to attend three Board meetings without being excused by the President, or who acts or conducts himself contrary to the best interest, ideals, policies, aims and purposes of the School may be removed from the Board of Directors by a majority of the Board of Directors at any meeting of the Board of Directors called for that purpose.

E. Vacancies on the Board of Directors occurring between election meetings of the membership of the School may be filled by appointment by the President of the School to serve until the end of that term, until a successor is duly elected and qualified.

F. The Board of Directors shall have the following duties:

(1) Elect officers of the School from candidates nominated in accordance with Article V of these Bylaws. In the event there is more than one candidate for any office, that office shall be filled in a separate vote, wherein the person with the highest vote total shall be declared the winner. In the event of a tie for the highest vote total, a runoff election shall be held between those persons only.

(2) Create committees in addition to the four standing committees provided herein.

(3) Approve the School budget and any extraordinary expenses as defined by the Board of Directors.

(4) Set School policy for the management and operation of the School.

(5) Receive information reports from the various Committees and make recommendations thereto.

(6) Engage and discharge the Principal and any other educational administrative staff.

(7) Hire all non educational employees of the School except that the Board, at its discretion, may delegate this function to the Principal of the School.

(8) Set criteria for at large membership of the School and act upon application for at large memberships.

(9) Determine terms and conditions for absentee balloting at the annual meeting of the membership called for the purpose of election of the Board of Directors.

ARTICLE IV OFFICERS

A. The officers of the School shall consist of a President, Vice President, Secretary and Treasurer. They shall be elected by the Board of Directors from those elected to the Board of Directors by the membership of the School. All officers shall be persons who subscribe to and foster the aims and purposes of the School, and shall be member of the School.

B. The initial slate of officers shall serve until the spring 1996. Beyond that, the officers of the School shall serve for a term of two years, until their successors are duly elected and qualified by the Board of Directors.

C. Candidates for officers of the School shall be nominated as provided in these Bylaws, and the election of officers shall be held as soon as possible after the first meeting of the Board of Directors subsequent to a membership meeting electing a new Board of Directors.

D. The President of the School shall preside at meetings of the membership, Board of Directors and of the Executive Committee and shall be responsible for the execution of the policies and decisions of the membership, Board of Directors, Education Committee and Executive Committee.

E. The Vice President shall preside at meetings of the membership, Board of Directors and/or Executive Committee in the absence of the President and shall assume the functions of the President for the duration of the President's term in the event the President shall be removed from office, resign, or otherwise be unable to function, shall perform all other duties as may be assigned to him by the President or the Executive Committee.

F. The Secretary shall keep a register of all the names of all the members of the School, with complete data as to their membership and of the officers, Board of Directors, members of the Executive Committee and members of all other committees, and shall issue notices of all meetings as required by these Bylaws or at the direction of the President, Executive Committee, Education Committee or Board of Directors. The Secretary shall attend the meetings of the membership, Executive Committee and Board of Directors, keep an accurate record of the proceedings at such meetings and read the minutes and communications.

G. The Treasurer of the School shall be the Chairperson of the Finance Committee. The Treasurer shall be responsible for the School funds, keep a correct and detailed account of the financial condition of the School and shall present a financial report at the regular annual meeting of the membership and at meetings of the Board of Directors and the Executive Committee, and shall perform such other duties as may be assigned to him by the President, Board of Directors and the Executive Committee.

ARTICLE V
NOMINATING COMMITTEE

A. An initial Nominating Committee shall consist of the active parents of the school at the time of the commencement of operations or the beginning of the school year or 1 September 1991 whichever comes first.

B. Thereafter, the Nomination Committee shall consist of five members of the School elected by the Board of Directors, at least thirty days prior to the membership election meeting.

C. The Nominating Committee shall present a slate of up to twelve candidates for the Board of Directors and a slate of candidates for the officers of the School. The Nominating Committee shall consult with the membership of the School as it concerns the selection of potential nominees for the Board of Directors and officers of the School. In the event that a nominated candidate for officer of the School is not elected to the Board of Directors, the Board may choose to fill that vacancy on the slate with a candidate from those elected to the Board of Directors.

D. The proposed slate of candidates shall be mailed to the membership at least ten days in advance of the meeting of the membership at which elections are to be held. Additional nominees must be submitted in writing to the Nominating Committee, with written consent of the nominee, at least five days in advance of the membership meeting.

ARTICLE VI
EXECUTIVE COMMITTEE

A. The Executive Committee shall consist of the elected officers of the School and the Chairpersons of the standing committees.

B. The Executive Committee shall transact all the Business of the School and shall carry out the decisions and resolutions of the Board of Directors subject to the direction and approval of the Board of Directors.

ARTICLE VII
STANDING COMMITTEES

A. Standing committees shall consist of the following:

(1) Finance Committee: It shall prepare the budget for the School, implement the budgetary decisions of the Board of Directors, set tuition fees, subject to the approval of the Board of Directors, supervise the collection of tuition fees; and set policy for the distribution of scholarships. Determination as to awards of scholarships in individual cases shall be assigned to a

disinterested, impartial professional pursuant to a formula for distribution authorized by the Finance Committee with the consent of the Board of Directors. Individual cases, subsequent to decision by the professional, may be appealed to the Finance Committee for final determinations. The Board of Directors shall have the right to determine the total amount of scholarships available for distribution by the Finance Committee, but shall not have authority to determine individual cases.

(2) House Committee: It shall supervise the; use and maintenance of the School facilities; approve ordinary expenditures for the maintenance and repair of the premises, classrooms and offices as it may deem appropriate, in a sum or sums not exceeding those approved by the Executive Committee or the Board of Directors.

(3) Marketing Committee: It shall promote enrollment, to the School, supervise publicity for the School, promote goodwill in the immediate and greater Jewish community, initiate plans for the raising of funds to meet the budget, subject to the approval of the Executive Committee and the Board of Directors, and supervise the fund-raising decision of the Board of Directors.

(4) Education Committee: It shall deal with both religious and secular studies and shall supervise all of the educational activities of the School, approve enrollment policies, receive and act upon reports of the Principal of the School, approve education policy, curriculum and School calendar, recommend to the Board the engagement and discharge of the principal, engage and discharge all educational, supervisory and teaching personnel, and transact all business dealing with the educational programs of the School. The Education Committee may delegate the hiring and discharge of all other educational, supervisory and teaching personnel to the Principal, but that such delegated actions taken by the Principal shall remain subject to the consent and approval of the Education Committee.

B. Other Committees may be created by the Board of Directors or the President.

C. Chairpersons of committees shall be designated by the President, with the exception that the chairperson of the Finance Committee shall be the Treasurer of the School.

D. Membership on committees shall include those members of the School chosen by the Committee Chair with the consent of the President of the School, and shall serve for a term of up to two years, or to the election meeting of the membership, whichever occurs first.

E. A member of any committee who is absent for three meeting, without being excused by the Chairperson of the

committee, or who acts or conducts himself contrary to the best interests, ideals, policies, aims and purposes of the School, may be removed from the committee by a majority vote of the committee at a meeting called for that purpose.

ARTICLE VIII GENERAL SCHOOL OPERATIONS

The Board of Directors, Officers all committees and the entire operation of the School shall be guided by the law of Halachah and the ideals and aims of Daas Torah. If any question arises with respect thereto, such question shall be submitted for a ruling to the Rabbinic authority selected by the Board of Directors.

ARTICLE IX AUXILIARY AND AFFILIATED ORGANIZATIONS

A. A Parent-Teacher Association consisting of parents of students enrolled in the School, teachers in the School, and any parents of former students of the School; who elect to pay dues to the PTA.

B. Friends of the Torah Academy of Milwaukee consisting of any person desiring to assist the School through such an association by payment of dues thereto or by the making of contributions thereto, all of which dues or contributions shall constitute direct contributions to the School itself.

C. Any other auxiliary group or association established with the approval of the Board of Directors and subject to the provisions of these Bylaws.

D. All auxiliary organizations shall provide voluntary service, financial assistance and other consultive or supporting services pursuant to a program approved by the Board of Directors of the School.

ARTICLE X MEETINGS

A. The annual meeting of the membership shall be held within thirty days after Shavous. This regular meeting shall also be the election meeting. Special meetings of the membership shall be called at the direction of the President, Executive Committee, a majority of the Board of Directors, or at the request of twenty or more members, such request being made in writing to the President of the School, not less than thirty days prior to the date on which said meeting is to be held, and setting forth the purpose for which it is sought.

B. The notice and call of the annual or special membership

meeting shall be mailed by the Secretary to each member at least ten days prior to the date thereof. Notices of special meetings shall specifically state the nature of the business to be transacted thereat. Notices of election meeting shall include the slate of nominees proposed by the Nominating Committee.

C. Notice and call of other meetings shall be mailed to each person on said committee at least five days prior thereto, or by telephone call or other personal delivery of the notice of the meeting at least three days prior thereto. Other meetings may be called by the President, Executive Committee, or a majority of the Board of Directors.

D. Quorum.

(1) In order to amend the Articles of Incorporation or these Bylaws, a quorum of two-thirds of the total membership of the School must be present. For all other business coming before the membership, a quorum shall constitute a minimum of greater than one-half of the members of the current parent body of the School present at a meeting duly called and held.

(2) All other Boards/Committees shall have a quorum when over fifty percent of the persons on said Board/Committee are present at the meeting.

E. Votes. Amendments to the Articles of Incorporation or Bylaws shall require a two-thirds majority of those present and qualified to vote at any meeting considering such amendment. All other matters presented for vote shall be decided upon a majority of those present and qualified to vote at said meeting. However, any amendment to Articles I of these Bylaws (the Preamble) shall require a unanimous vote of those present and qualified to vote at said meeting.

F. All meetings of the membership, Board of Directors, Education Committee, the Executive Committee of any Committee, shall be conducted in accordance with Roberts Rules of Order. Minutes of such meetings shall be recorded by the Secretary or other person designated by the Chairperson of said meeting.

G. Voting by absentee ballot shall be permitted, but only at the annual meeting of the membership called for the purpose of election of the Board of Directors and only for the election of the Board of Directors and shall be conducted upon such terms and conditions established by the Board of Directors.

ARTICLE XI ASSETS

The assets of the School shall be devoted entirely toward the purposes for which this corporation has been formed as stated in the Articles of Incorporation and these Bylaws, and no individual shall at any time receive any personal benefit

therefrom, except reasonable compensation for his services. If at any time the School established and operated by this corporation shall cease to function, any assets remaining shall be distributed in accordance with the provisions of the Articles of Incorporation on dissolution. Members shall not be personally liable for any debts, obligations or liabilities of the School, nor shall they have any proprietary interest whatever in any money, property or other assets held by the School.

ARTICLE XII POWERS

A. In order to carry out the foregoing objects and purposes, the School is authorized to engage in any lawful act for which not-for-profit corporations may be organized under the laws of the State of Wisconsin, including without limitation to purchase, lease, manage operate, sell, transfer, mortgage, or pledge any real or personal property, to borrow or lend funds for the School's purposes, and on terms approved by the Board of Directors; and to do all such other acts and things as may be necessary, appropriate or advisable for, in connection with or incidental to the accomplishment, directly or indirectly, of the foregoing objects and purposes of the School; provided, however, that no such act is or may be authorized that may conflict with any Federal or State requirements for the maintenance of the Federal or State exemption.

B. Except as required by statute, the Articles of Incorporation of the School or these Bylaws, any contracts or other instruments may be executed and delivered in the name of and on behalf of the School by such officer or officers (including any assistant officers) of the School as the Board may from time to time direct. Such authority may be general or confined to specific instances as the Board may determine. Unless authorized by the Board or expressly by these Bylaws, an officer or agent or employee shall not have any power or authority to bind the School by any contract or engagement, pledge its credit, or render it pecuniarily liable for any purpose or to any account.

C. Except when authorized by the Board, no officer or officers may:

(1) Effect loans or advances at any time for the corporation from any bank or other institution, or from any firm or individual; or

(2) Execute and deliver any promissory notes, certificates, or evidence of indebtedness of the School; or

(3) Mortgage, pledge, or transfer any property of the School.

D. All checks, drafts, bills, or exchange or other orders

of payment of money out of the funds of the School shall be signed in the name of and on behalf of the School by such persons and in such manner as shall from time to time be authorized by the Board.

E. All funds of the School not otherwise employed shall be deposited from time to time to the credit of the School in such banks, trust companies, or other depositories as the Board may from time to time designate or a may be designated by any officer of officers of the School to whom such power of designation may from time to time be delegated by the Board. For the purpose of deposit and collections for the account of the School, checks, drafts, and other orders for payment of money which are payable to the order of the School may be endorsed by any officer or agent of the School or in such other manner as the Board may determine by resolution.

F. The Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies, or other depositories as the Board may designate or as may be designated by any officer or officers of the School to whom such power of designation may from time to time be delegate by the Board.

ARTICLE XIII FISCAL YEAR

The fiscal year of the School shall be determined by the Board.

Torah Academy of Milwaukee

Amendment to the end of Article I of the By-laws

"Torah Academy of Milwaukee was founded by five families whose desire was to create a high school educational environment for their daughters. The goal was to have unquestioned and unwavering Torah commitment accompanied by the intensity of a Torah education with a superb quality college-bound secular curriculum in an environment maintained as politically pareve as possible. With those goals in mind, the school has now been in existence for over seven years. The school's longevity has been a function of it excellent educators, unwavering Torah hashkafa and relative political neutrality. Based upon the community nature of the school, extremely strong attempts have been made to remain as apolitical as possible to best serve the girls educationally. Therefore, we have strived to defuse issues and perform academically within the precedence and status quo of the goals of the founding families of the institution."

"Under normal circumstances of day-to-day operation, questions of substance and issue are determined by the Menahal/Menacheles of the school either independently or by individual consultation with appropriate rabbis or advisors. Under unusual circumstances, particularly related to underlying halachic issues, it may be necessary to obtain a p'sak halacha from someone of national renown. To that end, the school hereby directs Rabbi David Feinstein or Rabbi David Cohen to serve as the school's ultimate halachic authority."

"In the eventually that either of these revered Torah scholars are, G-d forbid, unable or unwilling to serve the capacity as noted, then they alone shall be responsible for appointing a new "second" to serve in that capacity. The founding fathers of the school and the Board of Directors recognize the importance of maintaining the direction and stability of the school at all times. Therefore, this amendment shall become a permanent part of the By-laws and cannot be amended without a 100% vote of all members of the Board."

Amendment to Article III-B of the By-laws

"Hereafter, the Board of Directors shall consist of up to sixteen directors elected from the membership of the School at the annual meeting of the membership."

All other references to Twelve (12) board members shall be changed to Sixteen (16).

Amendment to the end of Article I of the By-laws

❖Torah Academy of Milwaukee was founded by five families whose desire was to create a high school educational environment for their daughters. The goal was to have unquestioned and unwavering Torah commitment accompanied by the intensity of a Torah education with a superb quality college-bound secular curriculum in an environment maintained as politically pareve as possible. With those goals in mind, the school has now been in existence for over seven years. The school's longevity has been a function of it excellent educators, unwavering Torah hashkafa and relative political neutrality. Based upon the community nature of the school, extremely strong attempts have been made to remain as apolitical as possible to best serve the girls educationally. Therefore, we have strived to defuse issues and perform academically within the precedence and status quo of the goals of the founding families of the institution.❖

❖Under normal circumstances of day-to-day operation, questions of substance and issue are determined by the Menahal/Menacheles of the school either independently or by individual consultation with appropriate rabbis or advisors. Under unusual circumstances, particularly related to underlying halachic issues, it may be necessary to obtain a p'sak halacha from someone of national renown. To that end, the school hereby directs Rabbi David Feinstein or Rabbi David Cohen to serve as the school's ultimate halachic authority.❖

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