

BY-LAWS

OF

SOLOMON SCHECHTER DAY SCHOOL OF GREATER PITTSBURGH, INC.

ARTICLE I

Name

Section 1. This Corporation shall be named and known as SOLOMON SCHECHTER DAY SCHOOL OF GREATER PITTSBURGH, INC. (hereinafter referred to as the "Corporation").

ARTICLE II

Purposes

Section 1. The purpose of the Corporation is to operate and maintain an educational institution teaching both general studies and Jewish studies, consistent with the tenets of Conservative Judaism. It is organized principally for such purpose and for such other charitable purposes as may be incidental thereto, and its property is to be used for carrying out such purposes. No part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall any substantial part of its property be used to participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any of its activities for profit, it being intended that the Corporation shall be of the character described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

To implement the above aims, this Corporation, a non-profit institution, shall have the power to purchase, lease and otherwise acquire, maintain, control, operate, sell and otherwise dispose of and turn to account any real or personal property used in any way in connection with or for the above-stated purposes and to borrow money and from time to time make, accept, endorse and issue bonds, promissory notes, bills of exchange and other obligations for monies borrowed and to secure the payment of any such obligation by mortgage, pledge, deed, indenture agreement or

other instrument of trust or by other lien upon assignment of or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated.

### ARTICLE III

#### Offices

Section 1. Registered Office. The registered office of the Corporation shall be at Beacon Street at Shady Avenue, Pittsburgh, Pennsylvania 15217.

Section 2. Additional Offices. The Corporation may have additional offices at such other places as the Board of Directors may from time to time appoint or as the affairs of the Corporation may require.

### ARTICLE IV

#### Seal

Section 1. The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

### ARTICLE V

#### Members

Section 1. The Corporation shall have no members. All powers of the Corporation shall be exercised by the Board of Directors.

### ARTICLE VI

#### Board of Directors

Section 1. General Powers. The control and management of the affairs of the Corporation shall be vested in the Board of Directors.

Section 2. Interim Board of Directors. The Interim Board of Directors shall be elected by the incorporators to serve until the first annual meeting. Thereafter, such Interim Board of Directors shall elect the Board of Directors. Any Jewish person is eligible to be a Director.

Section 3. Number of Directors. The Board of Directors shall consist of not less than fifteen nor more than thirty persons.

Section 4. Term. The term of each director shall be for three (3) years or until a successor has been elected. Notwithstanding the foregoing, the initial directors elected shall be elected for the following terms as designated by the electing body: one-third (1/3) of the total number of initial directors shall have a term of one (1) year; one-third (1/3) shall have a term of two (2) years; one-third (1/3) shall have a term of three (3) years. Further, if the number of directors is increased from the number initially elected, such additional directors shall have such initial term as necessary to insure that approximately one-third (1/3) of the Board of Directors is elected annually. No director may serve for more than six consecutive years. After serving six consecutive years, the director may be eligible for reelection after a one (1) year interval.

Section 5. Election of Additional Directors. The Board of Directors shall have the power to increase and decrease, within the limits above set forth, the number of directors by a vote of the majority of the directors present at a properly called meeting of the Board of Directors. In the event the number of directors is increased, the then existing Board of Directors shall elect the additional directors by a vote of the majority of the directors present at a properly called meeting of the Board of Directors and such additional directors shall serve until their successors are elected and assume their duties.

The Board of Directors may also appoint such Honorary Directors as it deems advisable. Honorary Directors may be invited to attend meetings of the Board of Directors but shall have no vote.

Section 6. Resignation. A director may resign at any time. The resignation shall be in writing (unless the requirement of a writing is waived by a majority of the remaining directors), but the acceptance thereof shall not be necessary to make it effective. A director elected to succeed a director who has resigned or died prior to the termination of his term, shall serve for the remainder of the term of the director whom he has replaced.

Section 7. Annual Meeting. An annual meeting of the Board of Directors for the election of officers and for the transactions of such other business as may properly be brought before the Board meeting shall be held at a place designated by the Board of Directors in May of each year or on such other date,

time, and place as designated by the Board of Directors and stated in the notice of meeting. Written notice of each annual meeting shall be given to each director at least ten days before the day named for the meeting.

Section 8. Regular Meeting. Regular meetings of the Board of Directors may be held without notice at such times as are fixed by the Board of Directors but in no event shall meetings be held less often than quarter annually.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board and shall be called by the Chairman of the Board or the Secretary on the written request of any two of the directors then in office. Written notice of every special meeting, specifying the time and place of the meeting, but which need not specify the purpose of the meeting or the business to be transacted, shall be given by the Secretary to each director. If the notice is given personally or sent by telegraph, it shall be given at least 72 hours before the time named for the meeting. If the notice is given otherwise, it shall be given at least seven days before the day named for the meeting.

Section 10. Place of Meetings. The meetings of the Board of Directors shall be held at the principal location of the Corporation or at such other place or places within this Commonwealth, or elsewhere, as a majority of the directors may from time to time determine, or as may be designated in the notice calling the meeting.

Section 11. Remote Participation in Meetings. One or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, by which all persons participating in the meeting can hear each other.

Section 12. Quorum and Majority Vote. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the directors then in office. A majority of the directors at the meeting shall be required to pass any motion.

Section 13. Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Corporation.

Section 14. Compensation. The directors shall receive no compensation for their services.

Section 15. Power to Make By-Laws. The Board of Directors shall have power to make and alter any by-law or by-laws, including the fixing and altering of the number of the directors.

Section 16. Power to Elect Officers. The Board of Directors shall select a Chairman of the Board, a Vice Chairman, a Secretary and Treasurer. Any two or more offices may be held by the same person except the offices of Chairman of the Board and Secretary.

Section 17. Power to Appoint Other Officers and Agents. The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation.

Section 18. Removal of Officers and Agents. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the interests of the Corporation will be served thereby.

Section 19. Power to Fill Vacancies. The Board shall have power to fill any vacancy in any office occurring at any time from any reason whatsoever.

Section 20. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 21. Power to Appoint Executive Committee. The Board of Directors in their discretion shall have power to appoint by resolution an Executive Committee or any other committee composed of two or more directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 22. Power to Require Bonds. The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his duties.

## ARTICLE VII

### Officers

Section 1. Officers. The officers of the Corporation shall be a Chairman of the Board, a Vice Chairman, a Secretary, a Treasurer, and such other officers as the Board of Directors from time to time deems advisable. The Board may refrain from filling any of such offices other than Chairman of the Board, Secretary and Treasurer. The Chairman of the Board, Secretary and Treasurer shall be elected by the Board of Directors at each of its annual meetings to hold office until the next annual meeting. Other officers shall be elected at such time, in such manner and for such terms as are determined by the Board. Except in the event of his/her earlier resignation or removal, each officer shall hold office until his/her successor has been duly elected and has qualified.

Section 2. Chairman of the Board. The Chairman of the Board shall be a director of the Corporation. The Chairman of the Board shall preside at all meetings of the Board of Directors. The Chairman of the Board shall be responsible for having all orders and resolutions of the Board of Directors carried into effect. As authorized by the Board of Directors, the Chairman of the Board shall execute on behalf of the Corporation and may affix, or cause to be affixed, the corporate seal to all instruments requiring such execution, except to the extent that signing and execution thereof are expressly delegated to some other person. The Chairman of the Board shall perform such other duties as are prescribed by the Board of Directors.

Section 3. Vice Chairman. The Vice Chairman shall perform such duties and do such acts as are prescribed by the Board of Directors or the Chairman of the Board. Subject to the provisions of this section, the Vice Chairmen in order of their seniority, unless designated by the Board of Directors, shall perform the duties and have the powers of the Chairman of the Board in the event of his absence or disability.

Section 4. Executive Director. The Executive Director shall perform such duties and do such acts as are prescribed by the Board of Directors or the Chairman of the Board.

Section 5. Secretary. The Secretary shall act under the direction of the Chairman of the Board. Unless a designation to the contrary is made at a meeting, the Secretary shall attend all meetings of the Board of Directors and record the proceedings of such meetings in a minute book, and shall perform like duties for committees when required. The Secretary shall give, or cause to be given, notice of annual and special meetings of the Board of Directors. The Secretary shall keep in safe custody the

corporate seal of the Corporation and, when authorized by the Chairman of the Board or the Board of Directors, cause it to be affixed to any instruments requiring it. The Secretary shall perform such other duties as are prescribed by the Board of Directors or the Chairman of the Board.

Section 6. Treasurer. The Treasurer shall act under the direction of the Chairman of the Board. The Treasurer shall keep full and accurate accounts of corporate receipts and disbursements in books belonging to the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or by the Chairman of the Board, taking proper vouchers for such disbursements, and shall render to the Board of Directors and the Chairman of the Board at their regular meetings, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall have custody of the corporate funds and securities and shall keep the moneys of the Corporation in accounts of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall perform such other duties as are prescribed by the Board of Directors or the Chairman of the Board.

Section 7. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any persons so removed.

Section 8. Vacancy. If the office of any officer or agent becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 9. General Powers. Subject always to the direction of the Board of Directors, the officers are authorized to do and perform all corporate acts appropriate to carry on the business of the Corporation.

Section 10. Compensation. No officer shall receive compensation for their services.

## ARTICLE VIII

### Budget

Section 1. A budget for the Corporation's next succeeding fiscal year shall be approved at the annual meeting of the Board

of Directors after having been prepared and presented by a standing or special committee appointed pursuant to Section 1 of Article X hereof.

## ARTICLE IX

### Execution of Documents

Section 1. Checks, etc. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned, by the Chairman of the Board and the Treasurer or by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts, Conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the Chairman of the Board, or any Vice Chairman, and the Secretary, or Assistant Secretary, may execute the same in the name and behalf of this Corporation and may affix the corporate seal thereto. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of this Corporation.

## ARTICLE X

### Committees

Section 1. Appointment. The Chairman of the Board shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the Chairman of the Board or Board of Directors may deem necessary to properly carry on the activities and effect the objects and purposes of the Corporation. Such committees shall perform such duties as the Chairman of the Board or the Board of Directors may direct.

## ARTICLE XI

### Transaction of Business

Section 1. Incidental Profits. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or



distributed in any manner whatsoever among the directors or officers of the Corporation.

## ARTICLE XII

### Miscellaneous

Section 1. Indemnification. The Corporation shall, to the full extent permitted by the Pennsylvania Non-Profit Corporation Law of 1972, as amended from time to time, indemnify each person whom it may lawfully indemnify pursuant thereto.

Section 2. Fiscal Year. The Corporation's fiscal year shall be determined by the Board of Directors.

Section 3. Audit. The Board of Directors shall cause an audit of the finances of the Corporation to be conducted by a certified public accountant selected by it, which audit shall be conducted as soon as is practicable following the close of each fiscal year of the Corporation.

## ARTICLE XIII

### Termination, Dissolution or Winding Up

Section 1. In the event of the entire or partial termination, dissolution or winding up of this Corporation in any manner or for any reason whatsoever, the assets of the Corporation which remain after payment or making provision for payment of all liabilities of the Corporation shall be distributed to, and in accordance with the lawful activities and purposes of the Corporation.

## ARTICLE XIV

### Adoption, Amendment and Repeal of By-Laws

Section 1. Adoption. These By-Laws, which are supplemental to the Pennsylvania Non-Profit Corporation Law of 1972 as in effect from time to time, have been adopted as the By-Laws of the Corporation on the \_\_\_\_\_ day of \_\_\_\_\_, 1981 and shall be effective as of that date.

Section 2. Amendment or Repeal. These By-Laws may be amended or repealed, in whole or in part, and new By-Laws may be adopted by a majority vote of the directors in office at any

meeting of the Board of Directors after notice to the directors of that purpose.

Section 3. Recording Amendments and Repeals. The text of each amendment to or repeal of these By-Laws with a notation of the date of such amendment or repeal.

## ARTICLE XV

### Emergency By-Laws

Section 1. When Operative. The emergency By-Laws provided by the following sections shall be operative during any emergency resulting from warlike damage or an attack of the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding sections of the By-Laws or in the Articles of Incorporation of the Corporation or in the Pennsylvania Non-Profit Corporation Law. To the extent not inconsistent with the emergency By-Laws, the By-Laws provided in the preceding sections shall remain in effect during such emergency the emergency By-Laws shall ceased to be operative unless and until another such emergency shall occur.

Section 2. Meetings. During any such emergency:

(a) Any meeting of the Board of Directors may be called by any Director. Whenever any officer of the Corporation who is not a Director has reason to believe that no Director is available to participate in a meeting, such officer may call a meeting to be held under the provisions of this section.

(b) Notice of each meeting called under the provisions of this section shall be given by the person calling the meeting or at his request by any officer of the Corporation. The notice shall specify the time and the place of the meeting, which shall be the head office of the Corporation at the time if feasible and otherwise any other place specified in the notice. Notice need be given only to such of the Directors as it may be feasible to reach at the time and may be given by such means as may be feasible at the time, including publication or radio. If given by mail, messenger, telephone or telegram, the notice shall be addressed to the director at his residence or business address or such other place as the person giving the notice shall deem suitable. In the case of meetings called by an officer who is not a Director, notice shall also be given similarly, to the extent feasible, to the persons named in the list referred to in part (c) of this section. Notice shall be given at least two days before the meeting if feasible in the judgment of the person

giving the notice and otherwise the meeting may be held on any shorter notice he shall deem suitable.

(c) At any meeting called under the provisions of this section, the Director or Directors present shall constitute a quorum for the transaction of business. If no Director attends a meeting called by an officer who is not a Director and if there are present at least three of the persons named on a numbered list of personnel approved by the Board of Directors before the emergency, those present (but not more than the nine appearing highest in priority on such list) shall be deemed Directors for such meeting and shall constitute a quorum for the transaction of business.

Section 3. Lines of Succession. The Board of Directors, during as well as before any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.

Section 4. Offices. The Board of Directors, during as well as before any such emergency, may, effective in the emergency, change the head office or designate several alternative head offices or regional offices, or authorize the officers so to do.

Section 5. Liability. No officer, director or employee acting in accordance with these emergency By-Laws shall be liable except for wilful misconduct.

Section 6. Repeal or Change. The emergency By-Laws shall be subject to repeal or change by action of the Board of Directors or by action of the Shareholders, except that no such repeal or change shall modify the provisions of the next preceding section with regard to action or inaction prior to the time of such repeal or change.

IN WITNESS WHEREOF, we have hereunto subscribed our names,  
this \_\_\_\_\_ day of \_\_\_\_\_, 1981.

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