



BY-LAWS

OF AMERICAN JEWISH UNIVERSITY

a non-profit corporation

ARTICLE I

THE CORPORATION

A. NAME

This corporation (sometimes hereinafter referred to as the "University") shall be known as "American Jewish University." This corporation's principal office shall be located in the City of Los Angeles, State of California.

B. OBJECTS

The objects of this corporation shall be as follows:

1. To establish and maintain a university to further the study and teaching of Judaism and the other humanities and, to this end, to maintain programs (a) for the furtherance of research, (b) for the advancement of scholarship, and (c) for the education and training of teachers and leaders for educational, recreational and philanthropic purposes;
2. To serve as a center for the creative arts, and to house a library and museum; and
3. To confer academic or professional degrees, honorary degrees and issue diplomas or certificates.

C. PROPERTY

1. All property now in the possession of the corporation or such as it may hereafter require, unless otherwise directed by the donor, shall be applied to the furtherance of the general objects of the corporation.

2. The property of this non-profit corporation is irrevocably dedicated to charitable and/or educational purposes. This corporation shall not distribute at any time any assets, gains, profits or dividends to any person, and no part of the net earnings of this corporation shall inure to the benefit of any private individual or corporation; provided, however, that in the event of the dissolution of this corporation either by reason of the cessation of its activities or for any other reason (except mergers or consolidations) all of the assets of this corporation shall be distributed by the AJU Board to an organization or organizations whose religious and educational objectives and goals are consistent with those of the AJU and which is/are exempt from taxation under Section 501(c)(3) of the Code or any successor to such Section, and which organization(s) shall have its/their property dedicated to exempt purposes as specified in California Revenue and Taxation Code Section 214, said organization(s) to be selected by the Board of Directors of this corporation.

ARTICLE II

BOARD OF DIRECTORS

A. BOARD MEMBERS

1. **Number of Directors.** The Board of Directors shall consist of no fewer than thirty (30) voting members nor more than fifty-five (55) voting members plus the President of the University, all past Chairpersons of the Board, all "Honorary Life Directors" (as such term is defined in Paragraph 4 below) and the "Appointed Directors" (as such term is defined in Paragraph 2 below). The exact number of directors (the "Fixed Number"), other than the President, all past Chairpersons of the Board, all Honorary Life Directors and the Appointed Directors, shall be fixed from time to time by vote of a majority of the entire Board, provided that the Fixed Number shall be initially fixed at forty (40). The President of the University and all past Chairpersons of the Board shall be full, voting members of the Board, but shall not be counted in the Fixed Number.
2. **Appointed Directors.** The Chairperson of the Board shall have the right to appoint up to three (3) additional directors (the "Appointed Directors") subject to the approval of the Board. The Appointed Directors shall not be counted in the Fixed Number, but shall serve as full, voting members of the Board of Directors of the corporation. The term of office of an Appointed Director shall expire at the next annual election of the Board following the appointment of the Appointed Director.
3. **Support Group Directors.** With regard to each support and programmatic group of the University designated by the Chairperson of the Board and approved by the Board, the presiding officer or chairperson of such support or programmatic group (a "Support

Group Director") shall serve as a non-voting member of the Board of Directors. The term of office as a Support Group Director shall expire upon the expiration of such Support Group Director's term of office with the support or programmatic group. The Support Group Directors shall not be counted in the Fixed Number.

4. **Honorary Life Directors.** The Board may elect and promote distinguished Directors who have rendered outstanding service to the University to the position of Honorary Life Director. Such Honorary Life Directors shall be nominated by the nominating committee at any Nominating Meeting (as such term is defined in paragraph 7 below) and shall stand for election by the Board to this position at the next following Annual Meeting (as such term is defined in Paragraph 6 below). The term of office of any Honorary Life Director shall continue for his or her lifetime. Honorary Life Directors shall be full, voting members of the Board, but shall not be counted in the Fixed Number."
5. **Term of Office.** All members of the Board of Directors counted in the Fixed Number shall serve for a term of the later of one year or until the election of a successor. The persons receiving a plurality of the votes cast at each election for Directors shall be so elected. Each of the terms shall commence on the later of the first day of July or immediately upon the election of such Director. Any director may resign his or her office at any time. If a Director, during his or her term, shall (a) be absent for three (3) consecutive meetings without adequate excuse, (b) fail to participate actively on at least one committee of the Board or as an officer of at least one support or programmatic group of the University, or (c) fail to contribute such minimum level of financial support to the University as shall be fixed from time to time by the Board, the Board shall have the right to remove such Director from the Board and to declare the Board position held by such Director to be vacant.
6. **Annual Meeting.** The annual meeting of the Board of Directors (the "Annual Meeting") shall be held each year prior to July 1. The election of the Board of Directors shall be held at the Annual Meeting. The time and place of the Annual Meeting and the subject or subjects proposed to be considered shall be stated in the notice which shall be sent to each member of the Board at least five (5) days before the meeting. The Board may consider and take action upon any item of business at the Annual Meeting, whether or not such item is specified in the notice.
7. **Nominations.** Candidates for the Board of Directors shall be nominated by the Nominating Committee and presented to the Board of Directors at the Board meeting prior to the Annual Meeting (the "Nominating Meeting"). Directors shall have the right to nominate additional candidates at the Nominating Meeting.
8. **Sabbatical.** Except as provided herein, a Director may be reelected for no more than six (6) consecutive terms. In the event a Director serves for six (6) consecutive terms

then the Director shall take a one year sabbatical from serving on the Board of Directors and will not be eligible to stand for election to, or to serve on, the board of Directors until the expiration of the sabbatical year. In order to provide for an orderly rotation of the members of the Board of Directors, the members of the Board of Directors shall be assigned to one of six (6) classes of Directors with each class taking its sabbatical in sequential years as follows: Class I Directors shall take their sabbatical in the fiscal year commencing July 1, 2011, and every sixth year thereafter; class II Directors shall take their sabbatical in the fiscal year commencing July 1, 2012 and every sixth year thereafter; Class III Directors shall take their sabbatical in the fiscal year commencing July 1, 2013 and every sixth year thereafter; Class IV Directors shall take their sabbatical in the fiscal year commencing July 1, 2014 and every sixth year thereafter; Class V Directors shall take their sabbatical in the fiscal year commencing July 1, 2015 and every sixth year thereafter; Class VI Directors shall take their sabbatical in the fiscal year commencing July 1, 2016 and every sixth year thereafter. The Board shall assign each director to a class in accordance with a process approved by the Board, provided however, that no more than seventeen percent (17%) of the members of the Board may be assigned to any one class. The foregoing notwithstanding, except as hereinafter provided, a director shall take his/her sabbatical in the year of the class to which the director has been assigned even if the director's service shall have been less than six (6) years.

The foregoing furthermore notwithstanding, a Director's sabbatical year shall be bypassed if a Director is serving as an officer or committee chair during the year of that Director's scheduled sabbatical and said Director shall not be required to take his/her sabbatical year until the next time his/her class is scheduled to take its sabbatical. Directors who have not previously been members of the Board and Directors who are returning from a sabbatical from the board shall, at the time of their election, be assigned a class in accordance with the procedure to be determined by the Board of Directors. If more than ten percent (10%) of the Directors are to take a sabbatical in any one fiscal year, the Chairperson of the Board in consultation with and in accordance with a process approved by the Board, may, prior to the commencement of such fiscal year, reassign those Directors scheduled to take sabbaticals into alternative classes.

9. **Vacancies.** The Chairperson of the Board, with the approval of the Board, shall have the right to fill any vacancy, which may occur, for the unexpired term thereof. Any vacancy created by the expansion of the number of members of the Board of Directors shall be filled by the Board of Directors designating for each such new Director position whether it is Class I, Class II, Class III or Class IV.
10. **Regular and Special Board Meetings.** The Board shall meet at least five (5) times during the year, the dates to be set by the Chairperson of the Board, at least one month apart. Special meetings may be called by the President or the Chairperson of the Board or upon written request of one-third of the Fixed Number of Directors, designating the

purpose thereof. The time and place of each regular and special meeting and the subject or subjects proposed to be considered shall be stated in the notice which shall be sent to each member of the Board at least forty-eight hours before the meeting. The Board may consider and take action upon any item of business at a regular meeting, whether or not such item was specified in the notice. At any special meeting, no action shall be taken on any subject other than those named in the notice.

11. **Quorum.** Forty percent (40%) of the directors then duly elected and in office shall constitute a quorum. All voting members of the Board shall be counted in determining whether a quorum is present.
12. **Waiver.** The actions taken at any meeting of the Board, however called or noticed and wherever held, shall be valid as though at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present but entitled to vote signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof.
13. **Action Without Formal Meeting.** Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a formal meeting, provided that a written consent setting forth the action so taken and signed by two-thirds (2/3) of the voting members of the Board of Directors or a committee thereof, as the case may be, must be filed with the minutes of the proceedings of the Board or of the committee.
14. **Notices.** Any notice required or permitted to be given by these By-laws shall be deemed sufficiently given if given in person or by telephone, or sent by facsimile transmission, or by electronic mail ("email"), or by express mail or other overnight delivery service or mail, postage prepaid, to such place as shall appear on the corporation's records for the recipient of such notice.

B. **POWERS OF THE BOARD OF DIRECTORS**

1. **Manage Affairs of the Corporation.** The Board shall conduct, manage and control all of the affairs of the corporation, subject to the provisions of the laws of the State of California, consistent with the Articles and By-Laws of this corporation.
2. **Appointment of Additional Bodies.** The Board shall have the power to create additional bodies, including but not limited to sub-boards or committees as shall be deemed necessary. The number of persons to thus serve their specific functions and their terms shall be fixed from time to time by the Board of Directors. In addition, the Board shall have the power to appoint directors, members or participants to serve on boards or other bodies, which invite participation by representatives of the University.

The appointment of such directors, members or participants to all boards or committees either internal or external to the University shall be subject to annual board approval.

3. **Approval of Budget.** The Board shall approve the annual budget of the University.

C. **EXECUTIVE COMMITTEE**

1. **Selection.** There shall be an Executive Committee composed of the Chairperson of the Board, all Vice-Chairpersons, the Secretary, the Treasurer, the President, the immediate past Chairperson, additional past chairpersons at the discretion of the current chairperson, and such other members of the Board of Directors, not to exceed -six (6), as the Chairperson shall appoint, subject to the approval of the Board of Directors.
2. **Term.** Except with regard to the University President and the immediate past Chairperson of the Board, the Executive Committee shall be selected for a one year term, without any limitation on re-election except subject to the limitations on terms of office as set forth elsewhere in these By-Laws.
3. **Chairperson.** The Chairperson of the Board shall be the Chairperson of the Executive Committee.
4. **Powers.** The Executive Committee shall have the following functions: (a) to serve as a vehicle for long range planning for the University, (b) to provide a sounding board and source of counsel for the President of the University, (c) to act on behalf of the Board of Directors on all day-to-day financial matters involving individual expenditures of not more than \$100,000 and (d) to exercise the powers of the Board of Directors in matters referred to it by the Board of Directors and all other matters that must be acted upon prior to the next regular Board meeting.
5. **Quorum.** Fifty percent (50%) of the members of the Executive Committee shall constitute a quorum.

D. **OTHER STANDING COMMITTEES**

1. **Standing Committees.** The following Standing Committees shall be appointed by the Chairperson of the Board:
 - a. Academic Affairs Committee
 - b. Audit Committee
 - c. Finance Committee
 - d. Investment Committee
 - e. Nominating Committee

2. **Other Committees.** In addition to the committees listed in Paragraph 1 above, the Chairperson of the Board may appoint such other committees from time to time, as he or she shall deem necessary or appropriate.
3. **Membership.** The Chairperson of each committee, other than the Executive Committee, must be a member of the Board of Directors, but the members of such committees need not be. The Board shall appoint the Chairperson and members of each committee, other than the Executive Committee, in consultation with the chairperson of each committee. All members of the Board of Directors shall be expected to serve on at least one committee or as an officer of any of the designated support or programmatic groups of the University.
4. **Powers and Duties.** Except as otherwise set forth in Section C.4. of this Article II, each committee shall have such powers and duties as shall be approved from time to time by resolution of the Board of Directors.

E. **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every person who serves or in the past has served as a director or officer of the corporation, except as otherwise provided by law, shall, to the full extent permitted by law and upon appropriate resolution of the Board of Directors, be indemnified and held harmless by the corporation against and from loss, liability or expense that may be imposed on or incurred by that person in connection with or resulting from claims, actions, suits, or proceedings, civil or criminal, in which that person may become a party or otherwise involved, because of that person being or having been a director or officer of the corporation, except for acts of misfeasance in office. This right will not affect any other rights to which any person may otherwise be entitled by law or contract.

ARTICLE III

OFFICERS OF THE CORPORATION

A. **OFFICERS**

The officers of this corporation shall be the Chairperson of the Board, Vice-Chairs, the President, one or more Vice Presidents, the Secretary and the Treasurer. The same person may hold any two or more offices except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson of the Board or the President.

B. SELECTION OF OFFICERS

1. **Chairperson.** The Chairperson of the Board shall be nominated by the nominating committee at the Nominating Meeting and elected by the Board at each Annual Meeting corresponding to the expiration of the term of the preceding Chairperson. Directors shall have the right to nominate additional candidates at the Nominating Meeting. The Chairperson shall serve for a term of two years, with the term to commence on the later of the first day of July of the first year of the term or immediately upon his or her election during the first year of the term. The Chairperson of the Board may be elected for no more than two consecutive terms. Furthermore, a chairperson designate, chosen to succeed as chairperson of the board, may be nominated and approved by the Board of Directors up to one year prior to taking office. The chairperson designate shall normally also carry the title of Executive Vice Chairperson.
2. **Vice Chairperson.** One or more Vice Chairpersons, but not to exceed six (6), may be appointed by the Chairperson of the Board subject to confirmation by the Board of Directors. Each Vice Chairperson shall serve for a term of one (1) year with the term to commence on the later of the first day of July or immediately upon the confirmation by the Board of such Vice Chairperson. A Vice Chairperson may serve in such office for no more than six (6) consecutive terms.
3. **President and Vice Presidents.** The President and Vice Presidents shall serve at the pleasure of the Board of Directors. The President shall be nominated by a special committee appointed by the Chairperson of the Board when a vacancy shall occur in the office, and shall be elected by the Board of Directors. The Vice Presidents shall be nominated by the President and approved by the Board of Directors.
4. **Secretary and Treasurer.** The Secretary and Treasurer shall be elected at each Annual Meeting from those names placed in nomination by the nominating committee at the Nominating Meeting. Directors shall have the right to nominate additional candidates at the Nominating Meeting. Each of the Secretary and the Treasurer shall serve for a term of one (1) year with the term to commence on the later of the first day of July or immediately upon his or her election, and may serve no more than six (6) consecutive terms in such office.
4. **Other Officers.** The Chairperson of the Board may appoint such assistant secretaries and assistant treasurers of the corporation as he or she may deem necessary or appropriate in furtherance of the objects of the corporation and the proper administration of its affairs, and the individuals so appointed shall continue to serve in such positions at the pleasure of the Chairperson of the Board. In addition, the Chairperson of the Board may, with the approval of the Board, appoint such additional officers as such Chairperson and the Board may deem necessary or appropriate in

furtherance of the objectives of the corporation and the proper administration of its affairs.

5. **Officers as Members of the Board.** The Chairperson of the Board, Vice Chairpersons, the Secretary and the Treasurer must be selected from among the Directors entitled to vote.

C. **DUTIES AND POWERS OF OFFICERS**

1. **Chairperson of the Board.** The Chairperson of the Board shall preside at all meetings of the Board of Directors and of the Executive Committee with the usual powers of a presiding officer.
2. **Executive Vice Chairperson.** In the event of the absence or inability to serve of the Chairperson of the Board or in the event of a vacancy in the office of Chairperson of the Board, and in the event there is no existing Executive Vice Chairperson-designate, such Executive Vice Chairperson as shall be designated by a majority of the Executive Committee at a meeting of the Executive Committee called for such purpose shall perform the Chairperson's duties. This designation is subject to approval by the board of directors. The designated chair shall serve for no more than two months at which time a special election will be called to fill the unexpired term of the previous chairperson.
3. **Vice Chairperson.** The Vice Chairpersons shall perform such duties, including chairing committees, as shall be assigned by the Chairperson of the Board.
4. **President.** The President of the University shall be the chief executive officer of the University and shall supervise the total program of the University, including the educational, fiscal and physical aspects of its operation. The President shall report to the Board of Directors and make recommendations to them, as the occasion shall require, concerning the conditions and needs of the University. Without limiting the foregoing, it shall be the duty of the President:
 - a. To call meetings of the several faculties and to give such directions and to perform such acts as shall in his or her judgment promote the interests of the University.
 - b. To report to the Board at its regular meetings and as other occasions shall require, the condition and needs of the University.
 - c. To administer discipline in such cases as he or she deems proper.
 - d. To oversee the academic affairs of the University, including faculty appointments.

- e. To appoint all vice presidents, deans, faculty members and the rector of the University.
- f. The President shall be the medium of communication between the faculty or students and the Board of Directors.

In the event of a vacancy in the office of the President of the University or during his absence or inability to serve, the duties and powers shall devolve upon such individual, as the Board shall designate.

- 5. **Secretary.** The Secretary shall keep or shall cause to be kept minutes of the proceedings of the Board of Directors and shall preserve or cause to be preserved all records and papers except those belonging to the offices of the President or Treasurer.
- 6. **Treasurer.** The Treasurer shall be the chief financial officer of the corporation and shall perform such duties as may, from time to time, be assigned to the Treasurer by the Board of Directors.

ARTICLE IV

AMENDMENT OF BY-LAWS

Changes, alterations in, or additions to, the By-laws shall require a majority vote of the Board of Directors.

ARTICLE V

EFFECTIVE DATE OF BY-LAWS

These By-Laws shall become effective immediately upon adoption by a majority vote of the Board of Directors currently in office; provided that the provisions regarding the election of Directors and Officers shall apply to the first election following the adoption of these By-Laws.