

MS-763: Rabbi Herbert A. Friedman Collection, 1930-2004. Series G: American Friends of the Jerusalem Academy and Conference Center, 1977-1988

Box	Folder
21	3

Board of Directors minutes. Financial documents. 1980-1981.

For more information on this collection, please see the finding aid on the American Jewish Archives website.

3101 Clifton Ave, Cincinnati, Ohio 45220 513.487.3000 AmericanJewishArchives.org

AMERICAN FRIENDS OF THE JERUSALEM ACADEMY AND CONFERENCE CENTER

ANNUAL MEETING OF THE BOARD OF DIRECTORS

JUNE 11, 1981

The annual meeting of the Board of Directors of the American Friends of the Jerusalem Academy and Conference Center was held on Thursday, June 11, 1981 at the offices of Willkie Farr & Gallagher, 153 East 53rd Street, New York, New York, beginning immediately following the annual Members meeting.

Present were Charles Bensely, Dr. Herbert A. Friedman, Moshe Leshem, Stephen Peck and Stanley Sloane members of the Board of Directors constituting a quorum of the entire Board. Also present by invitation was Genine Macks Fidler, Esq. Dr. Friedman served as Chairman of the meeting and Mr. Leshem served as Secretary.

The first order of business was a report on the nominations for officers of the corporation presented by the Chairman. After a full discussion, and upon motion duly made, seconded and unanimously approved, the following persons were elected to the offices set opposite their names to serve until their successors are duly elected and have duly qualified.

Dr. Herbert A. Friedman	President
Charles Bensley	Secretary
Moshe Leshem	Assistnat Secretary
Alex Grass	Treasurer
Stanley Sloane	Chairman

The next order of business was a motion to change Articles TENTH and ELEVENTH of the Certificate of Incorporation which provisions respectively list the post office address to which the Secretary of State shall mail a copy of any notice required by law and the name and address of the registered agent of the corporation. The current provisions list the C/T Corporation. C/T Corporation charges an annual fee for such service. A motion was duly made and seconded to substitute Dr. Herbert Friedman, in the place of C/T Corporation, thereby saving the expense of C/T Corporation's annual fee. This change was generally discussed and thereafter it was unanimously:

> RESOLVED, that the President and Secretary of the Corporation be and hereby are authorized to execute a Certificate of Change pursuant to Sections 803-A, 802(c)(2) and (3) of the Notfor-Profit Corporation Law of the State of New York to change Articles TENTH and ELEVENTH of the Certificate of Incorporation to read as follows:

"TENTH: The post office address to which the Secretary of State shall mail a copy of any notice required by law is: Dr. Herbert Friedman, 500 East 77th Street, Apartment 2519, New York, New York 10021.

ELEVENTH: The name and address of the registered agent which is to be the agent of the corporation upon whom process against it may be served, are Dr. Herbert Friedman, 500 East 77th Street, Apartment 2519, New York, New York 10021."

Mr. Peck suggested that the Corporation consider opening an account with one of the temporary investment funds with the current cash balance in order to take optimum advantage of the current interest rates. Thereafter, upon motion duly made, seconded and unanimously approved, the President was authorized to establish an account with a temporary investment fund for the Corporation and was further authorized to execute any and all instruments necessary, proper or desirable for this purpose.

Mr. Leshem then suggested that the Board authorize certain officers to sell, assign and transfer stocks, bonds, evidences of interest and indebtedness and other obligations held by the Corporation. Mr. Leshem explained that the Corporation often receives donations in the form

of securities and that negotiation of these securities would be faciliated by such an authorization. After general discusion and upon motion duly made, seconded and unanimously approved, it was:

> RESOLVED, that the President of this Corporation be and hereby is authorized to sell, assign and transfer stocks, bonds, evidences of interest and/or indebtedness and other obligations, and other securities, corporate or otherwise, now or hereafter held by this Corporation in its own right or in any fiduciary capacity, and to execute any and all instruments necessary, proper or desirable for this purpose; further, that any past action in accordance herewith is hereby ratified and confirmed; and further, that any officer of this Corporation is hereby authorized to certify this resolution to whom it may concern.

The next order of business involved the appointment of persons nominated during the past year to the Board of Governors. Upon motion duly made, seconded and unanimously approved, Mr. Charles Schusterman and Mr. Lawrence Schacht were appointed Members of the Board of Governors. The Board then reviewed the present Board

of Governors and upon motion duly made, seconded and unanimously approved, the following Members of the Board of Governors were reappointment thereto:

IEWISH

Leonard Bell Charles Bensely Hertzel Fishman Herbert A. Friedman Alex Grass Louise Grass Stephen Hassenfeld Robert Hecht Ben Leuchter Magda Leuchter Morris Levinson Harvey Meyerhoff Leonore Meyerhoff Neil Norry Stephen Peck Gary Ratner Paul A. Schwartz Arant Sherman Stanley Sloane Harriet Sloane Sherman Starr







Leonard Strelitz Joyce Strelitz Gordon Zacks

There being no further business before the Board, and upon motion duly made, seconded and unanimously appproved, this meeting was adjourned.

AMERICAN A R C Moshe Les ren Moshe Leshem, Acting Secretary



T S. AMDURSKY ETH J. BIALKIN S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN I DALE 5. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN

PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS H. SOTURAN DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB C. SCOTT SYKES, JR. ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE "CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM OF SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5158 CABLE CONVEYANCE PARIS TELEX: 842-620080

July 2, 1980

Mr. Leonard Bell Private Investment Placements 3 Center Plaza Boston, MA 02108

> The American Friends of the Jerusalem . Re : Academy & Conference Center



Dear Mr. Bell:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

Peter W. Schmidt

Enclosures Herbert A. Friedman CC:



WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Dr. Hertzel Fishman

Charles Bensley

Dr. Herbert Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Mrs. Lenore Meyerhoff

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gary Ratner

Gordon Zacks

WAIVER (Continued)

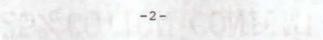
Leonard Strelitz

Stephen Peck

Stanley Sloane







WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corpora-



tion's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Morris Levinson

Moshe Leshem



Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

EWISH

Mrs. Joyce Strelitz

Gordon Zacks

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan		Chairman
Herbert A. Friedman	-	President
Charles Bensley	1 4	Secretary
Alex Grass	-/	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Harvey Meyerhoff

Mrs. Magda Leuchter

Mrs. Lenore Meyerhoff

Stephen Peck

Neil Norry

Gary Ratner

Stanley Sloan

Mrs. Joyce Strelitz

Leonard Strelitz

Gordon Zacks

MINUTES OF THE ANNUAL MEETING

OF

THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY AND CONFERENCE CENTER

The Annual Meeting of the Board of Directors of The American Friends of The Jerusalem Academy and Conference Center was held, pursuant to notice, on June 4, 1979, at 11:15 a.m. at the offices of Willkie Farr & Gallagher, One Citicorp Center, 153 East 53rd Street, New York, New York. The following directors were present:

> Charles J. Bensley Herbert A. Friedman Moses Hornstein Stephen Peck Stanley Sloane

constituting a quorum for the transaction of business. Leonard D. Bell, Hertzel Fishman, Magda S. Leuchter and Gordon Zacks were unable to attend the meeting.

Also present at the invitation of the Board of Directors were James Klutznick, Howard Kritzer and Moshe Leshem.

Dr. Friedman acted as Chairman and Mr. Bensley acted as Secretary of the meeting.

The records of the Corporation were produced and remained open for inspection.

The Secretary read the minutes of the last meeting of the Board of Directors, held on November 13, 1978, and upon motion duly made and recorded, the same were unanimously approved as read.

The next order of business was the election of Officers. After full discussion and upon nomination duly made and seconded, it was unanimously

RESOLVED, that the following persons:

Herbert A. Friedman - President Magda S. Leuchter - Secretary and Treasurer

are re-elected to the office or offices set forth after his or her name; and

FURTHER RESOLVED, that Moshe Leshem is elected Assistant Secretary of the Corporation.

The next order of business was the establishment of an Executive and Finance Committee. Dr. Friedman pointed out that the recent expansion of the Board of Directors has increased the need for such a Committee, which will exercise all of the powers of the Board, including the monitoring of the Corporation's financial affairs, during the interval between Board meetings. After full discussion and upon motion duly made and seconded, it was unanimously

> RESOLVED, that Article VIII of the Corporation's By-laws shall be amended to delete all references to an "Executive

Committee" and to substitute therefor the name "Executive and Finance Committee", but such Article VIII shall otherwise remain the same in all respects; and

FURTHER RESOLVED, that pursuant to Article VIII of the Corporation's Bylaws, Stanley Sloane, Herbert A. Friedman, Moses Hornstein and Steven Peck are hereby designated an Executive and Finance Committee of the Board of Directors, with Mr. Sloane as the Chairman of such Committee, and shall serve at the pleasure of the Board.

Dr. Friedman then explained that the Corporation from time to time receives donations in the form of stocks or bonds. As of the date hereof, all such stocks and bonds have been sold by Dr. Friedman pursuant to the authorization granted by the Board of Directors in its Unanimous Written Consent dated October 21, 1977. In connection with such sales, the Corporation has opened accounts with various brokers pursuant to resolutions adopted by the Board of Directors on July 27, 1978 and November 13, 1978. After full discussion and upon motion duly made and seconded, it was unanimously

> RESOLVED, that the sale of such stocks and bonds and the opening of such brokerage accounts are ratified and approved in all respects; and

FURTHER RESOLVED, that the authority granted to Herbert Friedman and Hertzel Fishman in the Unanimous Written Consent dated October 21, 1977 shall continue in full force and effect.

-3-

The next order of business was a review of the Corporation's activities during the past year, and a preliminary report of the Corporation's Auditor and a Budget Compliance Report (attached hereto as Exhibit A) were distributed to the Directors. Dr. Friedman explained that the Budget Compliance Report was prepared on a pro rata basis for the eight-month period ending April 30, 1979, but that future reports will coincide with the Corporation's fiscal year. Mr. Bensley noted that the Corporation's actual operating expenditures during this eight-month period were \$16,675 below the corresponding portion of the Budget approved at the meeting of the Board of Directors held on July 27, 1978.

Dr. Friedman reported that the Corporation submitted an application in September of 1978 to the Agency for International Development (hereafter, "A.I.D.") for a \$1.8 million grant under the assistance program for American Schools and Hospitals Abroad. Dr. Friedman has met with the responsible officials at A.I.D. and expressed optimism that they would recommend the application to the Sub-Committee on Foreign Operations of the House and Senate where the final decisions will be made. Fully-documented applications have also been submitted by the Corporation to the Charles H. Revson Foundation in New York and the Bernard van Leer Foundation in The Hague for grants of \$1 million and \$1.5 million, respectively. The Board then considered the Projected Operating Budget of the Corporation (attached hereto as Exhibit B). After full discussion and upon motion duly made and seconded, it was unanimously

> RESOLVED, that the Projected Operating Budget of the Corporation for the year ending March 31, 1980 (attached hereto as Exhibit B) is approved in all respects.

The next order of business was a review of the activities of The Jeruslaem Society for the Advancement of Education and Culture (the "Society"). Dr. Friedman reported that the town-planning and site-utilization plans of the Jerusalem Academy and Conference Center have been approved by both the Local and District Zoning and Planning Commissions. Pursuant to Israeli law, these plans were published in three newspapers on May 12, 1979. Objections to these plans may be filed during the three months following publication. By the end of this period, if no objections are raised, the architect must submit detailed drawings in the scale of 1:100 to the Local and District Building Commissions in order to obtain a building permit. Dr. Friedman pointed out that, to develop these plans, the architect will require the services of a mechanical engineer, sanitary installation engineer, a security/fire engineer and a road-planner. Since the Commissions may take up to three months to approve these plans, the Society hopes to obtain a building permit by

-5-

approximately November 15, 1979.

In addition to obtaining a building permit, the Society's activities during the next several months will include the construction of pre-fabricated prototypes of dormitory rooms (two units) to determine whether prefabrication will be technologically feasible and economically advantageous. The Society will also develop detailed drawings and data which will be used in obtaining bids from building contractors and in actual construction.

In connection with the Society's request for additional funds, a Time-table for Stages, Dates and Finances (attached hereto as Exhibit C) was presented to the Board of Directors. After full discussion and upon motion duly made and seconded, it was unanimously

> RESOLVED, that the Time-Table set forth in Exhibit C is hereby approved and that the Corporation shall make expenditures on behalf of the Society of up to \$120,000 for the six-month period ending November 30, 1979.

Dr. Friedman reported that the Israel Lands Authority (hereafter, the "Authority") has agreed to lease 31.25 acres of land to the Society for the site of the Jerusalem Academy and Conference Center. The lease is for a term of 49 years with an option for a 49-year renewal. The rental charge is \$320 per acre per year

-6-

(for a total of \$10,000 for the 31.25 acres), which charge is fixed for the entire life of the lease and is not subject to any increase as a result of inflation, re-appraisal or any other factor. It is anticipated that the lease will be executed within the next two months. The Authority has also made a commitment regarding the land needed for subsequent phases. The entire parcel of land, which totals 112.5 acres, will come into the possession of the Society in four phases, over a five-year period, as it is needed for construction. Dr. Friedman also noted that the Society has retained an Attorney, Josef Kokia, to represent it before the Authority and other governmental agencies. After full discussion and upon motion duly made and seconded, it was unanimously

> RESOLVED, that the Corporation approves the lease to be entered into by the Society with the Israel Government Land Authority for 31.25 acres of land located in the Region of Mateh Yehudah for a term of 49 years, with an option to renew such lease for an additional 49 years, at an annual rental of \$320 per acre.

Mr. Sloane noted that, at the present time, the Corporation's Board of Directors is able to monitor closely the Society's finances since the Corporation directly pays most of the Society's expenses. Eventually, however, the Society will make requests for grants from the Corporation and administer its own funds. To ensure that the Corporation will continue to be able to carefully

-7-

review the Soceity's use of its funds, Mr. Sloane suggested that some of the Corporation's directors should also serve on the Board of the Society. Because several of the Corporation's Directors customarily travel to Israel on a frequent basis, Mr. Hornstein was of the opinion that Mr. Sloane's suggestion could be easily carried out. Dr. Friedman offered to discuss this proposal with the Board of Directors of the Society. The Directors of the Corporation agreed to give further consideration to this issue after they receive a response from the Society.

There being no further business, the meeting was adjourned at 12:30 p.m.

Bensley Charles J.

Secretary of the Meeting

EXHIBIT A

AMERICAN FRIENDS OF THE JERUSALEM ACADEMY AND CONFERENCE CENTER, INC.

1 - S. - -

STATEMENT OF BUDGET COMPLIANCE

FOR THE EIGHT MONTHS SEPTEMBER 1, 1978 -- APRIL 30, 1979

	BUDGET 9/1/78 8/31/79	PORTION OF BUDGET APPLICABLE (2/3 yr.)	ACTUAL EXPENDITURES	VARIANCE (Above) or Below
Salaries President	36,000	24,000	24,000	
Associate	30,000	20,000	18,750	1,250
Secretary & Office Manager	12,000	8,000 SF	7,018	982
Office Rent	10,500	7,000	7,000	
Electricity, office supplies & expenses	2,000	1,333	1,746	(413)
Travel (incl. fund-raising trips)	30,000	20,000	4,128	15,872
Brochures, printing & photostats	10,000	6,667	3,726	2,941
tage	2,500	1,667	707	960
Telephone	8,000	5,333	4,252	1,081
Fees (Legal, Accounting, incl. Decorator's Fee and secretarial Agency Fee one-time.)	5,000	3, 333	11,106	(7,773)
Contingency, to cover:		2/		
Employee Fringe Benefits: Social Security Taxes Health Insurance N.Y. State Unemployment Ins. Disability Insurance	Eder .	Nr.	3,638	
Depreciation Expense			695	
Other Items			559	
	10,000	6,667	4,892	1,775
	\$156,000	\$104,000	\$87,325	\$16,675
One-time Expenditure for Furniture and Equipment	15,000	10,000	6,312	3,688
	\$171,000	\$114,000	\$93,637	\$20,363

AMERICAN FRIENDS OF THE JERUSALEM ACADEMY AND CONFERENCE CENTER, INC.

1

PROJECTION OF OPERATING BUDGET

FOR THE YEAR APRIL 1, 1979 -- MARCH 31, 1980

Salaries	
President	\$36,000
Associate	30,000
Secretary & Office Manager	12,000
AMERICAN IEWI	
Employee Fringe Benefits	
Social Security Taxes	
Health Insurance	
N.Y. State Unemployment Ins.	
Disability Insurance	7,500
Professional Fees (Legal & Accounting)	10,000
Office Supplies and Expenses	3,000
Telephone	7,000
Postage and Shipping	1,500
Occupancy 255	12,500
Printing and Publications	10,000
Travel	20,000
Other Items	2,000
Depreciation	1,000
TOTAL	\$152 500

DETAILS OF PROFESSIONAL FEES -- ACTUAL FOR YEAR ENDED 3/31/79

	Per Financial Statement	Per Budget Compliance
Legal	\$2,526	\$2,606
Accounting: New York & Israel + Bookkeeping Asst.	5,319	5,319
Decorator one-time	1,772	1,772
Employment Agency one-time	1,409	1,409

AMERICAN JEWISH

ARCHIVES

\$11,026

\$11,106

AMERICAN JEWISH A R C H I V E S

DETAILS OF PAYROLL TAXES AND FRINGE BENEFITS

3/31/80 PROJECTION

Health Insurance	2,800
Social Security	3,400
New York State Unemployment Ins.	720
Disability Insurance, Workmen's Comp., etc.	580
	\$7,500



TIME-TABLE, FOR STAGES, DATES, AND FINANCES

- The detailed town-planning scheme, as submitted to the District Zoning and Planning Commission and approved by them, was published in three Israeli newspapers, as required by law, on 12 May 1979. Three months must pass, during which opposition to the scheme may be filed.
- Submission plans, in the scale of 1:100, must be submitted to both the Local and the District Building Commission by the end of the three months (namely 12 August 1979), in order to obtain a building permit. The approval of these submission plans can take up to three months. Thus, a license would be issued by approximately 15 November 1979.
- Detailed working drawings must then be prepared, with all quantities and qualities of materials, in all technical aspects. These are used in obtaining bids from building contractors, and in actual construction.
- To complete the submission plans for a building permit, four experts and planners must be engaged now, at the following fees which are payable 15 August 1979:

a.	Mechanical Engineer	60,000	IP		
b.	Sanitary Installation Engineer	422,000	IP	5/	
c.	Security/Fire Engineer	30,000	IP	1	
d.	Road Planner	100,000	IP		
	7.7000	612,000	IP	(÷26 IP = \$1)	\$23,500
e.	Architect's Fee	300,000	IP	(- 26 IP = \$1)	11,500
f.	Local Building Commission	m ²)		(max.)	20,000
g.	Land lease (one year on 125	dunam)			10,000
					65,000
	b. c. d. f.	 c. Security/Fire Engineer d. Road Planner e. Architect's Fee f. Building permit, payable to Local Building Commission (between 1.60 and 40 IP per 	 b. Sanitary Installation Engineer 422,000 c. Security/Fire Engineer 30,000 d. Road Planner 100,000 612,000 e. Architect's Fee 300,000 f. Building permit, payable to 	b. Sanitary Installation Engineer 422,000 IP c. Security/Fire Engineer 30,000 IP d. Road Planner 100,000 IP 612,000 IP e. Architect's Fee 300,000 IP f. Building permit, payable to Local Building Commission (between 1.60 and 40 IP per m ²)	b. Sanitary Installation Engineer 422,000 IP c. Security/Fire Engineer $30,000$ IP d. Road Planner $100,000$ IP $\overline{612,000}$ IP ($\div 26$ IP = $\$1$) e. Architect's Fee $300,000$ IP ($\div 26$ IP = $\$1$) f. Building permit, payable to Local Building Commission (between 1.60 and 40 IP per m ²) (max.)

 Construction of pre-fabricated prototypes of dormitory rooms (2 units) to determine whether prefabrication can be successfully accomplished, to be done between 1 September and 30 November, payable <u>30 November</u>:

		300,000	IP	(÷ 28	IP	= \$1) =	10,700	
	Architect's Fee	300,000	IP	(÷ 28	IP	= \$1) =	10,700	
									\$21,400
•									
6.	Monthly Payments to Isra	el (June N	love	mber,	197	9)		1.	
	a. Architect's Fee (curr	ently approxi	imat	ely \$5	,000	per	mor	nth)	\$5,000
	 Legal Counsel (for al before commissions, 	etc.)						ntation	500
	AIVII			JEV	V I				\$5,500
	A R			V					
7.	Monthly Expenses in New	York Office							
	(as per approved budget	:)							\$12,700

8. To complete the detailed working drawings for bids and construction, the four experts described in # 4 above must continue to work, and to them must be added six others, as described below. Their joint work must continue until 30 March, when the working drawings will be completed and can be published for bids. Their work is payable as of 30 May 1980:

a.	Mechanical Engineer	1,200,000	IF				
	Sanitary Engineer	600,000					
	Security/Fire Engineer	140,000					
d.	Road Planner	100,000					
e.	Acoustical Engineer	140,000					
f.	Electrical Engineer	700,000					
g.	Air-conditioning Engineer	900,000					
h.	Landscape Planner	600,000					
i.	Kitchen Planner	240,000					
j.	Computer Expert	200,000					
		4,820,000	IP	(÷	30	IP	=
k.	Architect's Fee	300,000	IP	(÷	30	IP	=

-2-

\$170,600

(1) = (160, 600)(1) = (10, 000)

- 9. Monthly Payments to Israel (December, 1979 -- May, 1980)
 - a. Architect's Fee, must be increased by addition of two or moresenior men to the staff, plus many more copies of drawings)
 b. Quantity surveyor, who comes on permanent staff now, for planning, measuring, and then checking bids
 c. Building Supervisor
 d. Legal Counsel (for all contract negotiations and representation before commissions, etc.)

ARCHIVE

\$9,80

RECAPITULATION

I. Period from June -- November, 1979

1.	Expenses payable as of 15 August (see paragraph 4)	65,000
2.	Expenses payable as of 30 November (see paragraph 5)	21,400
3.	Monthly expenses to Israel (see paragraph 6) (\$5,500 per month for six months)	33,000
	Subtotal (expenses of the Society)	119,400
4.	Monthly expenses of the Corporation for New York office (see paragraph 7)	
	(\$12,700 per month for six months)	76,200
	AMERICAN JEWISH	195,600
	ARCHIVES	
	II. <u>Period from December 1979 May 1980</u>	
1.	Expenses payable as of 30 May 1980 (see paragraph 8)	\$170,600
2.	Monthly Expenses to Israel (see paragraph 9) (\$9,800 per month for six months)	58,800
3.	Monthly Expenses of the Corporation for New York	
	office (see paragraph 7)	
	(\$12,700 per month for six months)	76,200
	The All	\$305,600
	100 3	The state of the

(200 T

Prepared: June 4, 1979

机械, 一

American Friends of the Jerusalem Academy-Conference Center, Inc.

Operating Budget Fiscal Year, April 1, 1980 - March 31, 1981

Salaries

President	\$	20,000.00	
Associate		30,000.00	
Secretary-office manager		12,000.00	
Parsonage Allowance to President		12,000.00	
Expense Allowance to President	4 N	4,000.00	
(accountable to Board)			
		IVE	

Comparison to last fiscal year

Employee	Fringe	Bene	fits
----------	--------	------	------

Social Security Taxes		
Health Insurance		
N.Y. State Unemployment In	surance	
Disability Insurance	8,000.00	+500.00

Professional Fees (legal & accounting)	7,500.00	-2,500.00
Office Supplies and Expenses	3,000.00	
Telephone	8,000.00	+1,000.00
Postage & Shipping	1,500.00	
Occupancy	12,000.00	-500.00
Printing & Publications	15,000.00	+5,000.00
Travel	20,000.00	
Other Items	1,500.00	-500,00
Depreciation	1,500.00	+500,00
	\$ 156,000.00	+ \$ 3,500.00

The American Friends of the Jerusalem Academy and Conference Center

NARRATIVE REPORT ON ACTIVITIES DURING FISCAL YEAR APRIL 1, 1979 - MARCH 31, 1980

1. IN ISRAEL - PLANNING:

1. After extensive negotiations with the Israel Government Land Authority and with the helpful participation of Dr. Fishman, Mr. Toren the architect and Mr. Kokia the attorney, a contract was signed between the Authority and the Jerusalem Society allocating the parcel of approximately 100 acres for use in developing the project of the Jerusalem Academy and Conference Center.

A lease was signed for the approximately 28 acres required for Stage One. This lease runs for 49 years, with 49 year renewable options. The annual payment was fixed for the entire period of the lease, not subject to any escalation, at approximately \$380 per acre, plus value added tax. First year's payment was made on June 1, 1979, and two additional promissory notes were signed for the years 1980 and 1981.

2. The master town-planning scheme for the entire project (all Four Stages) was approved by the Local Planning Commission of Mateh Yehuda and the District Planning Commission of Jerusalem. Notice of the approvals was published in newspapers and the official gazette, as required by law.

3. A building permit has been approved by the local Planning Commission, but not yet physically issued, due to a slowdown in the bureaucracy of the Fire Department, which has approved, but not yet signed its authorization.

(continued)

NR-2

4. A jurisdictional problem has arisen with the Jewish National Fund, which claims it has the right to determine uprooting and planting of trees on the parcel. The Government Land Authority assures us that it has the authority, and not the Jewish National Fund. Our Israeli attorney assures us that our valid contract with the Land Authority prevails, and if the Jewish National Fund attempts to obstruct, our attorney will place an application before the High Court for an order nisi.

5. An attempt was made to find a factory willing to undertake pre-fabrication of the dormitory buildings, but no factory was willing to guarantee the standards we desired. Pre-fabrication of simple army buildings, or small dwellings in West Bank settlements, represents the state of the art of pre-fabrication at this moment, and no plant was eager to work at the level of sophistication and competence we required. The idea has therefore been abandoned.

6. Detailed architectural planning of Stage One buildings is continuing, even down to fine points. Sizes, interiors, utilization of space, doors, windows, and many more details go through a continuous process of decision. Regarding exteriors, we wish to utilize red brick, while the local Planning Commission is suggesting Jerusalem stone. The former is much less expensive, requires less maintenance, is aesthetically acceptable, and technically superior in many ways. We hope to prevail when this decision must finally be made.

7. At a meeting of the Board of the Israeli Ottoman Society, called the Jerusalem Society for the Advancement of Education and Culture, which is the legal owner of the school, held in July, 1979, it was approved to invite four members of the American Friends to join the Israeli Board. These four are Stanley Sloane, Leonard Stelitz, Alex Grass and Ribert Hecht.

(continued)

1. "Seed-money" fund-raising continued all through the year, to enable the architectural and engineering planning to go forward, as well as to maintain the overhead expenses of the New York office. Since the inception of the project three years ago, approximately \$500,000 was raised and spent. This money produced the results described in paragraphs 1-4 of Section I above.

2. A final investment of approximately \$400,000 in seed money will be required to bring the plans down to working drawings (blue prints) which can be put out for bids. The working drawings can be finished by Dec., 1980, a contractor selected, and construction started by April 1981, if the final amount of seed money is forthcoming on schedule.

3. Capital fund raising has been developing in a slow consciousness-raising manner among a small group of believers. A turning point was reached in January 1980, on the island of St. Maarten, when Messrs. Sloane, Strelitz and Grass found themselves together on holiday. There had been many discussions between each one of these and Herbert Friedman, but this was the first time they met together and alone. Out of their own convictions, they agreed to meet in New York in the Sloane apartment a few weeks later. Friedman brought Abba Eban, Arant Sherman joined the group - and the fund-raising started.

A colloquium on "Education for leadership" was held on April
 1980, with the participation of Eban and Theodore Sizer, Headmaster
 of Phillips Andover Academy. Pledges totalling \$2,250,000 were announced.

5. In England, a seven-figure gift will shortly be finalized. The exact amount is undefined at the moment, because the lady donor wants to specify certain sports faculities and her choice of these will determine the size of the contribution. Two other six-figure gifts are also in the offing.

(continued)

6. In Israel, contact has been made with several leading industrialists, who have individually expressed a personal opinion that the project is worthy enough to command financial support from the limited number who are capable of offering it. A plan will be developed before the end of 1980 to solicit the right chairman, identify the prospects, and establish a goal of one million dollars, payable over several years. The attitude of the half-dozen men approached so far, is quite positive.

III PEDAGOGICAL CONCERNS:

1. A quiet search has been conducted for a suitable Headmaster. Recommendations have been received from sources at Harvard, Columbia Teacher's College, Brandeis, NYU, as well as many universities and other sources in Israel. Ten persons have been interviewed. One person seems to stand out. The search is not completed, and will continue.

2. Dr. Fishman will start June 1, 1980, on the drafting of the curriculum. This involves widespread research in Israel, Western Europe, and the U.S. - for many factors must be included from the diverse educational systems of these various countries.

3. In the winter of 1981, Mr. Dan Bitan will start on the process of constructing a testing system and establishing criteria for student admission. Selection will be carefully designed to guarantee a standard of excellence.

4. By the Spring of 1981, when construction has been started, a search must begin for qualified bilingual faculty.

5. The program of visiting schools, to learn every aspect of operation, has continued this past year with visits to Carmel College and Winchester College in England; The Putney School in Vermont; Baylor in Tennessee; Peddie and Lawrenceville in New Jersey. So far 14 schools have been visited and studied.

MINUTES OF THE ANNUAL MEETING

OF

THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY AND CONFERENCE CENTER

The Annual Meeting of the Members of The American Friends of the Jerusalem Academy and Conference Center was held, pursuant to notice, on June 4, 1979, at 11:00 a.m. at the offices of Willkie Farr & Gallagher, One Citicorp Center, 153 East 53rd Street, New York, New York. The following Members were present:

> Charles J. Bensley Herbert A. Friedman

constituting a quorum for the transaction of business. Leonard D. Bell, Hertzel Fishman, Magda S. Leuchter and Gordon Zacks were unable to attend the meeting.

Also present at the invitation of the Members were Moses Hornstein, James Klutznick, Howard S. Kritzer, Moshe Leshem, Stephen Peck and Stanley Sloane.

Dr. Friedman acted as Chairman and Mr. Bensley acted as Secretary of the Meeting.

The records of the Corporation were produced and remained open for inspection.

The Secretary read the minutes of the last meeting of Members, held on July 27, 1978, and upon motion duly made and seconded, the same were unanimously approved as read.

As the next order of business, Dr. Friedman suggested that the Members amend the By-laws to increase the size of the Board of Directors. Dr. Friedman pointed out that the continued progress of the Corporation has created the need for additional individuals to contribute their talents to the development of the Corporation's educational policy and fund-raising activities.

After full discussion, and upon motion duly made and seconded, it was unanimously

> RESOLVED, that paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than ten (10) and not more than twenty-five (25) Directors. Within the foregoing limits, the number of Directors shall be determined by resolution of the Members or the Board of Directors;" and

FURTHER RESOLVED, that the Board of Directors shall consist of seventeen (17) persons.

After full discussion and upon nomination duly made and seconded, it was unanimously

RESOLVED, that the following persons:

Leonard D. Bell Herbert A. Friedman Charles J. Bensley Magda Leuchter Hertzel Fishman Gordon Zacks

" ;c' p

· .

constituting all of the Directors of the Corporation, are re-elected to the Board of Directors and shall serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified; and

FURTHER RESOLVED, that the following persons:

Moses Hornstein Stephen Peck Stanley Sloane

all of whom are present at this Meeting, are elected to the Board of Directors and shall serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified; and

FURTHER RESOLVED, that the following persons:

Steven Hassenfeld Morris Levinson Harvey Meyerhoff Lynn Meyerhoff Neil Norry Gary Ratner Joyce Strelitz Leonard Strelitz Joseph Wilf

are elected to the Board of Directors, effective as of the date that the Corporation receives a written acceptance of such election, and shall serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified.

Mr. Kritzer explained that Article III of the Corporation's By-laws provides that each Director and Officer of the Corporation shall automatically become a Member upon qualifying as such and that, accordingly, Messrs. Hornstein, Peck and Sloane are now Members of the Corporation.

2

There being no further business, the meeting was adjourned at 11:15 a.m.

ARCHIVES

auch

Charles J. Bensley Secretary of the Meeting



LOEB & TROPER

CERTIFIED PUBLIC ACCOUNTANTS 270 MADISON AVENUE, NEW YORK, N.Y. 10016

> 212-889-7880 CABLE LOTROPE

> > June 2, 1980

Board of Directors American Friends of the Jerusalem Academy and Conference Center, Inc.

1 - 4

We have examined the balance sheet of American Friends of the Jerusalem Academy and Conference Center, Inc. as of March 31, 1980 and the related statement of support, revenue and expenses and changes in fund balances for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the aforementioned financial statements present fairly the financial position of American Friends of the Jerusalem Academy and Conference Center, Inc. as of March 31, 1980, and the results of its operations and changes in fund balances for the year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Jul + Troper

CERTIFIED PUBLIC ACCOUNTANTS

TABLE OF CONTENTS

Independent Certified Public Accountants' Report

Exhibit

A

- Statement of Support, Revenue and Expenses and Changes in Fund Balances

B - Balance Sheet

Notes to Financial Statements

STATEMENT OF SUPPORT, REVENUE AND EXPENSES AND CHANGES IN FUND BALANCES

YEAR ENDED MARCH 31, 1980 WITH COMPARATIVE TOTALS FOR 1979

	Current Fund	Ending March 31, 198 Furniture and	Ň
	Unrestricted	Equipment Fund	-
Revenue	4005 803		
Contributions	\$295,891		1
Total revenue	295,891		
Expenses			
Salaries Payroll taxes and other employee fringe benefits	77,639		
rayrorr caxes and other emproyee iringe benerics			
Total salaries and related expenses	85,596		
Professional fees	7,028		
Office supplies and expenses	1,926 5,472		
Telephone Postage	700		
Shipping and moving			
Occupancy Drinting and multicotions	10,900		
Printing and publications Travel	2,640 16,376		
Membership dues			
Miscellaneous	750		
Total expenses before depreciation	131,388		
Depreciation of furniture and equipment	<u>~/</u>	\$ 1,270	
Total expenses	131,388	1,270	
Excess (deficiency) of revenue over expenses	164,503	(1,270)	
Transmissions to the Jerusalem Society	44,275		
Cash In-kind (payments to architects, engineers, legal counsel	++;=1)		
retainer and occupancy expenses)	77,100		
\$	121,375 121,375		
Excess (deficiency) of revenue over expenses			
after transmissions	43,128	(1,270)	
Fund balances (deficit) - April 1, 1979	(18,622)	10,645	
Fund balances - March 31, 1980 (Exhibit B)	\$ 24,506	\$_9,375	
The ecompositing notes are an integral next of these statements			

The accompanying notes are an integral part of these statements.

1 10

EXHIBIT A

Total	Year Ending <u>March 31, 1979</u> Total
\$295,891	\$106,542
295,891	106,542
77,639 7,957	43,338 3,510
85,596	46,848
7,028 1,926 5,472 700	11,026 1,456 4,332 656 10,665
10,900 2,640 16,376	7,293 4,090 9,453 30
	409
131,388	96,258
1,270	695
132,658	96,953
163,233	9,589

121,375	48,652
41,858	\$ <u>(39,063</u>)
(7,977)	
\$ 33,881	

BALANCE SHEET

MARCH 31, 1980 AND 1979

	Current Fund	March 31, 1980 Furniture and
ASSETS	Unrestricted	Equipment Fund
ADDEID		
Cash	\$ 28,860	
ledges receivable	2,250,000	
nvestments - State of Israel bonds	5,000	
repaid expenses	875	
repaid expenses urniture and equipment (net of accumulated depreciation - 1980 - \$1,965; 1979 - \$695)	JEWISH N	\$9,375
		44.000
Total assets	\$2,284,735	\$9,375
LIABILITIES, DEFERRED INCOME AND FUND BALANCES		
Liabilities		
Payroll taxes payable	\$ 3,089	
Accounts payable	7,140	
Installments payable		
Loan payable		
Total liabilities	10,229	
Deferred income	2,250,000	
Fund balances (deficit) (Exhibit A)	24,506	\$9,375
	\$2 081 m	40 205
Total liabilities, deferred income and fund balances	\$2,284,735	\$9,375
	3.	

The accompanying notes are an integral part of these statements.

1 4 3

	EXHIBIT B
Total	March 31, <u>1979</u> Total
\$ 28,860 2,250,000 5,000 875	\$ 3,681
<u>9,375</u> \$2,294,110	<u>10,645</u> \$ <u>14,326</u>
\$ 3,089 7,140	\$ 2,419 9,002 882 10,000
10,229 2,250,000	22,303
<u>33,881</u> \$ <u>2,294,110</u>	<u>(7,977</u>) \$ <u>14,326</u>
*	

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 1980

NOTE I - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- A. The accompanying financial statements are reflected on the accrual basis for both revenue and expenses.
- B. Depreciation is provided over the estimated useful lives of the assets, using the straight-line method of depreciation.

NOTE II - LEASE COMMITMENT

The American Friends of the Jerusalem Academy and Conference Center, Inc. has entered into a lease for rental of space at 75 East 55th Street, New York, New York. The term of the lease is from September 1, 1978 until August 31, 1981, and the annual rental is \$10,500.



LOEB & TROPER

BUDGET COMPARISON

YEAR APRIL 1, 1979 - MARCH 31, 1980

	Budget	Actual	Variance
Salaries	\$ 78,000	\$ 77,639	\$ 361
Employee fringe benefits	7,500	7,957	(457)
Professional fees (legal and accounting)	10,000	7,028	2,972
Office supplies and expenses	3,000	1,926	1,074
Telephone AMERICAN 18	7,000	5,472	1,528
Postage and shipping	1,500	700	800
Occupancy (rent, etc.)	12,500	10,900	1,600
Printing and publications	10,000	2,640	7,360
Travel	20,000	16,376	3,624
Other items	2,000	. 750	1,250
Depreciation	1,000	1,270	(270)
15	\$152,500	\$132,658	\$19,842

DETAILS OF IN-KIND TRANSMISSIONS

YEAR ENDED MARCH 31, 1980

Architectural fees	\$67,545
Legal fees (Israel)	5,500
Rent - Office in Israel	3,600
Insurance on office in Israel	SH <u>455</u>
ARCHIVE	\$77,100



COUPOR BOND

100 % COTTON FIELER USA

R S. AMDURSKY K. J. BIALKIN JAMES S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III DALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN

- 1.

PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. MINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYRES, JR. ALLAN TUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE 1000 SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Neil Norry Box 51 Rochester, New York 14601

> Re: The American Friends of the Jerusalem Academy & Conference Center



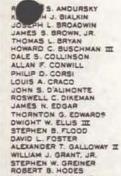
Dear Mr. Norry:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

> Very truly yours, Deter W. Chimedot

Peter W. Schmidt





LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINOSON ARTHUR O. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. Ö'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR. ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IPIOE SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Gary Ratner Couzens Distribution System 6600 South River Road Hodgkins, Illinois 60525

> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mr. Ratner:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Nery truly fours,

Peter W. Schmidt



KADETH J. BIALKIN JOSEPH L. BROADWIN JAMES S. BROWN, JR. THOMAS L. BAYAN HOWARD C. BUSCHMAN III DALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HOORS LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. ROWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM SRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR. ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE 1540E SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Harvey Meyerhoff 25 South Charles Street Baltimore, MD 21201

> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mr. Meyerhoff:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

eter W. Schmidt



F. S. AMOURSKY N. J. BIALKIN J. BIALKIN JAMES S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III DALE S. COLLINSON ALLAN F. CONVILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN 8. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROSERT B. HODES LOUIS L. HOTNES, JR. RANDALL A. HUFFMAN PETER J. KENNY ROBERT J. KHENY ROBERT J. KHEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS J. MONFRED JACK H. NUSBAUM BRIAN M. ÖBRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYRES, JR.

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM OF SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5158 CABLE"CONVEYANCE PARIS" TELEX: 842-620060

July 2, 1980

Mrs. Lenore Meyerhoff 25 South Charles Street Baltimore, MD 21201

> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mrs. Meyerhoff:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

Peter W. Schmidt



R S. ANDURSKY JOSEPH J. BIALKIN JOSEPH J. BROADWIN JAMES S. BROWN. JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III DALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LUJIS L. HOYNES, JR. RANDALL A. HUFFMAN PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. Ö'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN MARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR. ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK TELEX: 233780 (RCA) 12-7879 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM DE SERBIE 75118 PARIS, FRANCE TELEPHONE 723-5158 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Stephen Hassenfeld Hasbro Industries 1027 Newport Avenue Pawtucket, RI 02862

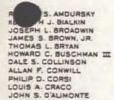
> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mr. Hassenfeld:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

Peter W. Schmidt



ROSWELL C. DIKEMAN

DWIGHT W. ELLIS III

WILLIAM J. GRANT, JR. STEPHEN W. GREINER

LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN

ROBERT B. HODES

THORNTON G. EDWARDS

PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVIO B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN STEPHEN B. FLOCO DAVID L. FOSTER ALEXANDER T. GALLOWAY II HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16, AVENUE PIERRE IM OF SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842 - 620080

July 2, 1980

Dr. Hertzel Fishman 10 Shimoni Street Jerusalem, ISRAEL

> The American Friends of the Jerusalem Re: Academy & Conference Center

Dear Dr. Fishman:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

Peter W. Schmidt

S. AMOURSKY J. BIALKIN L. BROADWIN S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III DALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE "CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IMOL SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE "CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mrs. Magda Leuchter 28 South State Street Vineland, New Jersey 08360

> The American Friends of the Jerusalem Re: Academy & Conference Center

Dear Mrs. Leuchter:

PETER H. JAKES

PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN UKUARI S. MARKE

ROBERT W. MARSHLOW RAYMOND W. MERRITT

THOMAS S. MONFRIED

ANTHONY F. PHILLIPS

DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN

HARVEY L. SPERRY DUNCAN J. STEWART

CHESTER J. STRAUS WILLIAM T. SULLIVAN C. SCOTT SYKES. JR. ALLAN TRUMBULL

MICHAEL G. MARKS

JACK H. NUSBAUM BRIAN M. O'BRIEN

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

Peter W. Schmidt

RC S. AMDURSKY N. J. BIALKIN J. BIALKIN L. BROADWIN JAMES S. BROWN, JR. THOMAS L. BRTAN HOWARD C. SUSCHMAN II OALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS II STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN PETER H. JARES PETER J. KENNY ROBERT J. KHEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. OFBREN ANTHONY F. PHILLIPS CAVID 8. REA THOMAS M. ROTHMAN PATRICLA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT STKES, JR. ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM of SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Gordon Zacks ERICAN EWISH P.O. Box 129 Columbus, Ohio 43216

> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mr. Zacks:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

> Very truly yours, Setell Schmidt

Peter W. Schmidt



WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE "CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679(WU)

EUROPEAN OFFICE 16, AVENUE PIERRE IM ON SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mrs. Joyce Strelitz 3375 Princess Anne Road Norfolk, Virginia 23502

> The American Friends of the Jerusalem Re: Academy & Conference Center

Dear Mrs. Strelitz:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly/yours,

Peter W. Schmidt

Enclosures cc: Herbert A. Friedman



ROBERT S. AMDURSKY

PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE

DWIGHT W. ELLIS TT STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II

WILLIAM J. GRANT, JR. STEPHEN W. GREINER

ROBERT 8. HODES LOUIS L. HOYNES, JR RANDALL A. HUFFMAN

ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS

H J. BIALKIN

5. BROWN, JR. THOMAS L. BRYAN HOWARD C. SUSCHMAN III DALE 5. COLLINSON ALLAN F. CONWILL PETER H. JAKES

PETER H. JAKES PETER J. KENNY ROBERT J. KHEL CHARLES I. NINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS POORDEN W. MARKS

ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED

JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS

DAVID 8. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN

HARVEY L. SPERRY DUNCAN J. STEWART

CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR

ALLAN TRUMBULL





H L. BROADWIN JAMES S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III DALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS OWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN

PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN INCHAEL G. MARKE MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB C. SCOTT SYRES, JR

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM OF SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE "CONVEYANCE PARIS" TELEX: 842-520080

July 2, 1980

Dr. Herbert A. Friedman 75 East 55th Street New York, New York 10022

> The American Friends of the Jerusalem Re: Academy & Conference Center

Dear

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

very truly yours,

Peter W. Schmidt

Enclosures



WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE "CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679(WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM OF SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842 - 620080

July 2, 1980

Mr. Leonard Bell Private Investment Placements 3 Center Plaza Boston, MA 02108

> The American Friends of the Jerusalem Re: Academy & Conference Center

Dear Mr. Bell:

PETER H. JAKES

PETER H. JAKES PETER J. KENNY ROBERT J. KHEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN

MICHAEL G. MARKS ROBERT W. MARSHLOW

HOBENT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID S. REA THOMY H. SOTUMU

THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART

CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYRES, JR.

ALLAN TRUMBULL

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

11/ 240 10

Peter W. Schmidt

Enclosures Herbert A. Friedman CCt



ROBERT S. AMOURSKY

ALLAN F. CONWILL PHILIP D. CORSI

LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR

THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD

STEPHEN W. GREINER ROBERT 8. HODES LOUIS L. HOTNES, JR. RANDALL A. HUFFMAN

DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR.

KE

H J. BIALKIN

JA S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III DALE S. COLLINSON



R' S. AMOURSKY K. J. SIALKIN J. SIALKIN J. S. SROWN, JR. THOMAS S. BROWN, JR. THOMAS L. BRYAN MOWARD C. BUSCHMAN III OALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN 8. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HOOES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN PETER J. JAKES PETER J. KENNY ROBERT J. KHEL CHARLES I. KINOSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM SRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN RATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR.

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM OF SERBIE 75118 PARIS, FRANCE TELEPHONE 723-5158 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Morris Levinson Associated Products, Inc. 445 Park Avenue New York, New York 10022

> Re: The American Friends of the Jerusalem Academy & Conference Center



Dear Mr. Levinson:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

Peter W. Schmidt



WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYXES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE 100 ex SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Charles Bensley The Carlton 680 Madison Avenue New York, New York 10021

> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mr. Bensley:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

Peter W. Schmidt

Enclosures cc: Herbert A. Friedman



PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINOSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SNIGEN MARVET L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES. JR. ALLAN TRUMBULL

TERT S. AMOURSKY

H J. BIALKIN L. BROADWIN S. BROWN, JR.

THOMAS L. BRYAN HOWARD C. BUSCHMAN I

DALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI

LOUIS A. CRACO

ROSWELL C. DIKEMAN

STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN

THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. R S. AMDURSKY KI J. BIALKIN DALE S. COLLINSON ALLAN F. COLWILL DHILP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN PETER H. JAKES PETER J. KENNY ROBERT J. KHEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARNS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR.

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233750 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE 100 SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620060

July 2, 1980

Mr. Leonard Strelitz 3375 Princess Anne Road Norfolk, Virginia 23502

> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mr. Strelitz:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

truly yours, Very

Peter W. Schmidt



R S. AMDURSKY J. BIALKIN JOSEFM L. BRCADWIN JAMES S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III DALES. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LUUIS L. HOYNES, JR. RANDALL A. HUFFMAN

G.

PETER H. JAKES PETER J. KENNY ROBERT J. KHEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. CBRIEN BRIAN M. CBRIEN BRIAN M. CBRIEN BRIAN M. CBRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLUVAN C. SCOTT SYKES, JR. ALLAN TRUMBUL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET New York, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM OF SERBIE 75/16 PARIS, FRANCE TELEPHONE 723-5/156 CABLE "CONVEYANCE PARIS" TELEX: 842-620060

July 2, 1980

Mr. Stephen Peck 30 Wall Street New York, New York 10006

> Re: The American Friends of the Jerusalem Academy & Conference Center



Dear Mr. Peck:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

> Very truly yours, Jeter Schmidt

Peter W. Schmidt



A STANDARSKY KLISH J. BRADWIN JOSEPH L. BRADWIN JAMES S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III OALE S. COLLINSON ALLAN F. CONWILL PHILIP D. GORSI LOUIS A. CRACO JOHN S. D'ALINONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN 8, FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT 8. HODES LQUIS L. HOYNES, JR. RANDALL A. HUFFMAN

1

PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. ÖBRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN MARYEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUS WILLIAM T. SULLIVAN C. SCOTT SYKES, JR. ALLAN TUMBBUL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET New York, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16, AVENUE PIERRE IM OF SERBIE 75116 PARIS. FRANCE TELEPHONE 723-5156 CABLE "CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Stanley Sloane 322 East 57th Street New York, New York 10022

> Re: The American Friends of the Jerusalem Academy & Conference Center



Dear Mr. Sloane:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

Peter W. Schmidt



ANDURSKY ETH J. BIALKIN JAMES S. BROWN, JR. HOWARD C. BUSCHMAN III DALE 5. COLLINSON ALLAN F. CONWILL ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS STEPHEN B. FLOCO DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT JR. STEPHEN W. GREINER STEPHEN W. GREINER ROBERT & HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

July 3, 1980

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM OF SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-820080

Mr. Moshe Leshem 75 East 55th Street New York, New York

> The American Friends of the Jerusalem Re: Academy & Conference Center

Dear Mr. Leshem:

PETER H. JAKES

PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR C. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN WICHTI S. MINKS

ROBERT W. MARSHLOW RAYMOND W. MERRITT

RAYMOND W. MERRIT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. CBRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. RCTHMAN PATRICA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART OUNCAN J. STEWART

CHESTER J. STRAUS WILLIAH T. SULLIVAN C. SCCTT SYNES, JR.

ALLAN TRUMBULL

MICHAEL G. MARKS

Attached please find a written consent in lieu of an annual meeting of Members of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the two documents and return the signed copies to me.

Very truly yours, a Ľ

Peter W. Schmidt

ERT S. AMDURSKY ETH J. BIALKIN PH L. BROADWIN ES S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III DALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO ROSWELL C. DIKEMAN THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY T WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN

PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR. ALLAN TRUMBULL

L Ch

WILLKIE FARR & GALLAGHER

have altering topic bisers

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

for a constitue to ge ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

to ille le.

withthe

CABLE "CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM OF SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Harvey Meyerhoff 25 South Charles Street Baltimore, MD 21201

> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mr. Meyerhoff:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

ry truly yours,

Peter W. Schmidt

Anni - 7/9/50

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Dr. Hertzed Fishman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Gary Ratner

Morris Levinson

Neil Norry

Mrs. Lenore Meyerhoff

Mrs. Joyce Strelitz

Gordon Zacks

Dr. Herbert Friedman

Charles Bensley

Harvey Meyerhoff

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan		Chairman
Herbert A. Friedman	-	President
Charles Bensley	-	Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman



Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Dr. Hertzel Fishman

AMERIC

Charles Bensley

7.1.3.1

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Mrs. Magda Leuchter

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

22 fine at

Neil Norry

Gary Ratner

Leonard Strelitz

Gordon Zacks

WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corpora-

tion's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

,1980 Dated:

Leonard Bell

X

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

ARCHIVES

Leonard Strelitz Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Dr. Hertzel Fishman

Charles Bensley

Dr. Herbert Friedman

Steven Hassenfeld

Moshe Leshem

Morris Levinson

Mrs. Lenore Meyerhoff

Mrs. Magda Leuchter

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gordon Zacks

Gary Ratner

* WAIVER (Continued)

1.2

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corpora-

tion's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

Mrs. Joyce Strelitz

Gordon Zacks

222

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan	1 70	Chairman
Herbert A. Friedman	11	President
Charles Bensley	7 - 1	Secretary
Alex Grass	1	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: , 1980 Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Harvey Meyerhoff

Mrs. Magda Leuchter

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

Neil Norry

Gary Ratner

Leonard Strelitz

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan		Chairman
Herbert A. Friedman	11- 140	President
Charles Bensley	1 - /	Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Mrs. Magda Leuchter

everhot

Steven Hassenfeld

Morris Levinson

Mrs. Lenore Meyerhoff

Stephen Peck

Neil Norry

Harve

Gary Ratner

Stanley Sloan

Mrs. Joyce Strelitz

Gordon Zacks

Leonard Strelitz

WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

ma Harvey Meyerhoff

ora Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Steven Hassenfeld

Moshe Leshem

Morris Levinson

Mrs. Lenore Meyerhoff

Mrs. Magda Leuchter

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gary Ratner

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane



T S. AMDURSKY TH J. BIALKIN SPH L. BROADWIN JAMES S. BROWN, JR. THOMAS L. BRYAM HOWARD C. BUSCHMAN III DALE S. COLUNSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. BEGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR. ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE "CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16, AVENUE PIERRE IM OF SERBIE 7518 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mrs. Magda Leuchter 28 South State Street Vineland, New Jersey 08360

> Re: The American Friends of the Jerusalem Academy & Conference Center



Dear Mrs. Leuchter:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

very truly yours,

Peter W. Schmidt

Enclosures cc: Herbert A. Friedman



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan	1 -1	Chairman
Herbert A. Friedman	LI- m.	President
Charles Bensley	1 ->	Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

.

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Mrs. Magda Leuchter

Steven Hassenfeld

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

Neil Norry

Gary Ratner

Leonard Strelitz

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley	Sloan	1.24	Chairman
Herbert	A. Friedman	17- 0	President
Charles	Bensley		Secretary
Alex Gra	ISS	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Mrs. Magda Leuchter

Steven Hassenfeld

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

Neil Norry

Gary Ratner

Leonard Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Steven Hassenfeld

Dr. Herbert Friedman

Mrs. Magda Leuchter

Harvey Meyerhoff

Moshe Leshem

Morris Levinson

Mrs. Lenore Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gary Ratner

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Magda Leuchter

Morris Levinson

Moshe Leshem

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Steven Hassenfeld

Dr. Herbert Friedman

Mrs. Magda Leuchter

Harvey Meyerhoff

Morris Levinson

Moshe Leshem

Gary Ratner

Mrs. Lenore Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

WAIVER (Continued)

۶.

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corpora-



tion's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

EWISH

Mrs. Joyce Strelitz

PT S. ANDURSKY TH J. BIALKIN PH L. BROADWIN JAMES S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III OALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN PETER H. JAKES PETER J. KENNY ROBERT J. KHEEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW MICHAEL G. MARKS DAVID 8. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR. ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM of SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mrs. Joyce Strelitz 3375 Princess Anne Road Norfolk, Virginia 23502

> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mrs. Strelitz:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly/yours,

Peter W. Schmidt

Enclosures cc: Herbert A. Friedman

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Slo	oan		Chairman	
Herbert A.	Friedman	17 .	President	
Charles Bensley		/	Secretary	
Alex Grass		-	Treasurer	

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: They 10, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Harvey Meyerhoff

Mrs. Magda Leuchter

All the second sec

Mrs. Lenore Meyerhoff

Neil Norry

Gary Ratner

Stephen Peck

Stanley Sloan

leh Mrs. Joyce Strelitz

Gordon Zacks

Leonard Strelitz

WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the andersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

1980 Dated

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Moshe Leshem

Mrs. Magda Leuchter

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Gary Ratner

Stephen Peck

Stanley Sloan

helita Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated: , 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Gary Ratner

Morris Levinson

Mrs. Lenore Meyerhoff

Harvey Meyerhoff

Neil Norry Mrs. Joyce Strelitz

WAIVER (Continued) Leonard Strel

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan	. = .	Chairman
Herbert A. Friedman	1 - 10.	President
Charles Bensley	-/	Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: July 18, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norry

Stephen Peck

Stanley Sloan

hurch 114 Mr/s. Joyce Strelitz

Gary Rather Leonard Strelitz

WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

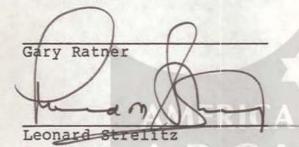
Morris Levinson

Moshe Leshem

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey



Stephen Peck

Stanley Sloan

tulito He A. Mr/s. Joyce Strelitz

Gordon Zacks

0,

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated

Dated: , 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

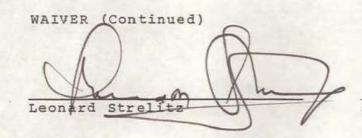
Morris Levinson

Mrs. Lenore Meyerhoff

Harvey Meyerhoff

Neil Norry Augu A. Shulig Mrs. Joyče Strelitz

Gary Ratner



Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

en lela

Steven Hassenfeld

Mrs. Magda Leuchter

Dr. Herbert A. Friedman

Moshe Leshem

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

1

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

1980

use feld

Dated:

Leonard Bell

Dr. Hertzel Fishman

Charles Bensley

Dr. Herbert Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Gary Ratner

Morris Levinson

Mrs. Lenore Meyerhoff

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

·	Chairman	
()- ()	President	
1-1	Secretary	
-	Treasurer	
	m-m	

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

alu-

Steven Hassenfeld

Morris Levinson

Contraction of the second

Dr. Herbert A. Friedman

Mrs. Magda Leuchter

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

Neil Norry

Gary Ratner

Leonard Strelitz

Memo from MORRIS L. LEVINSON

DAT	ED_		



WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Moshe Leshem

Morris Levinson

Mrs. Magda Leuchter

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Moshe Leshem

Morris

Dr. Hertzel Fishman

Charles Bensley

Dr. Herbert Friedman

Steven Hassenfeld

Levinson

Mrs. Lenore Meyerhoff

Mrs. Magda Leuchter

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gary Ratner

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan	· 74	Chairman	
Herbert A. Friedman	11- 100	President	
Charles Bensley	-/	Secretary	
Alex Grass	-	Treasurer	

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Mrs. Magda Leuchter

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

- /. . .

Neil Norry

Gary Ratner

Leonard Strelitz

WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corpora-



tion's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Moshe Leshem

Mrs. Magda Leuchter

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

EWISH-

Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Dr. Hertzel Fishman

Charles Bensley

Dr. Herbert Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Gary Ratner

Morris Levinson

Mrs. Lenore Meyerhoff

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane





WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley S	Sloan	-	Chairman
Herbert A	A. Friedman	30	President
Charles Bensley		-/	Secretary
Alex Grass		-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Harvey Meyerhoff

Mrs. Magda Leuchter

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

Neil Norry

Gary Ratner

Leonard Strelitz

The American Friends of the Jerusalem Academy and Conference Center

July 16. 1980

Mr. Peter W. Schmidt Willkie Farr & Gallagher One Citicorp Center 153 East 53rd Street NY, NY 10022

AMERICAN JEWISH

Dear Mr. Schmidt:

As requested in your letter of July 3rd, I am returning the documents you sent me, signed where indicated.

Sincerely yours

Ambassador Moshe Leshem Director

ML/mt encl/

75 East 55th Street Suite 501 New York, New York 10022 (212) 688-7979

WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Steven Hassenfeld

Dr. Herbert A. Friedman

Moshe Leshem

Mrs. Magda Leuchter

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Moshe Leshem

Morris Levinson

Mrs. Lenore Meyerhoff

Mrs. Magda Leuchter

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gordon Zacks

Steven Hassenfeld

Gary Ratner

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corpora-



tion's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Moshe Leshem

Mrs. Magda Leuchter

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey Gary Rather

Leonard Strelitz

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Steven Hassenfeld

Moshe Leshem

Morris Levinson

Mrs. Lenore Meyerhoff Gary Rather

Mrs. Magda Leuchter

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan		Chairman
Herbert A. Friedman	17- 10.	President
Charles Bensley		Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Mrs. Magda Leuchter

Harvey Meyerhoff

Neil Norry

Gary

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

Leonard Strelitz

Rather

WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey Gary Rather

Leonard Strelitz

Stephen Peck

Stanley Sloan

EWISH

Mrs. Joyce Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated: , 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Mrs Lenore Meyerhoff

Gary Rather

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane





WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan	1 34	Chairman
Herbert A. Friedman	1 - 1	President
Charles Bensley		Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman



Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: , 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Mrs. Magda Leuchter

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Mrs. Joyce Strelitz

Neil Norry

Gary Rather

Leonard Strelitz

Hoch Floor

THOMAS IN A CONTRACT OF A CONT

PETER H. JAKES PETER J. KENNY ROBERT J. KHEL CHARLES J. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT HOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR. ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE"CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16. AVENUE PIERRE IM of SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Neil Norry MERICAN JEW Box 51 Rochester, New York 14601

> Re: The American Friends of the Jerusalem Academy & Conference Center

0

Dear Mr. Norry:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

Very truly yours,

Peter W. Schmidt

Enclosures cc: Herbert A. Friedman



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan	/	Chairman
Herbert A. Friedman	15 .	President
Charles Bensley	11-12	Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman



Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Mrs. Magda Leuchter

Harvey Meyerhoff

Steven Hassenfeld

Morris Levinson

Mrs. Lenore Meyerhoff

Stephen Peck

Neil Norry

Gary Ratner

Stanley Sloan

Mrs. Joyce Strelitz

Gordon Zacks

Leonard Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated: , 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Mrs. Lenore Meyerhoff

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gary Ratner

WAIVER (Continued)

.

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Moshe Leshem

Mrs. Magda Leuchter

Morris Levinson

Harvey Meyerhoff e have Neil Norrey

Gary Ratner

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

Leonard Strelitz

Mrs. Joyce Strelitz



ASTRETH J. BIALKIN JOSEPH L. BROADWIN JOSEPH L. BROADWIN JAMES S. BROWN, JR. THOMAS L. BRYAN HOWARD C. BUSCHMAN III DALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. DALIMONTE ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN PETER H. JAKES PETER J. KENNY ROBERT J. KHEL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN MICHAEL G. MARKS ROBERT W. MARSHLOW RATMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BERIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA ANTHONY F. PHILLIPS DAVID B. REA HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB WILLIAM T. SULLIVAN C. SCOTT SYKES, JR. ALLAN TKUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE "CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16, AVENUE PIERRE IM DE SERBIE 7516 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Gordon Zacks P.O. Box 129 Columbus, Ohio 43216

> Re: The American Friends of the Jerusalem Academy & Conference Center

Dear Mr. Zacks:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

truly yours, Very Peter W. Schmidt

Enclosures cc: Herbert A. Friedman

WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corpora-



tion's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz Gordon Zacks

Mrs. Joyce Strelitz

23,

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated: , 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Harvey Meyerhoff

Morris Levinson

Mrs. Lenore Meyerhoff

•

Gordon Zacks

Mrs. Joyce Stre

Neil Norry

Gary Ratner

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan	· · - ·	Chairman
Herbert A. Friedman	(in me	President
Charles Bensley	1 -/	Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Steven Hassenfeld

Morris Levinson

Mrs. Magda Leuchter

Dr. Herbert A. Friedman

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norry

Stephen Peck

Gary Ratner

Stanley Sloan

Mrs. Joyce Strelitz

Leonard Strelitz Gordon Zaoks

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated: August 6 , 1980

Leonard Bell

Dr. Hertzel Fishman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Mrs. Lenore Meyerhoff

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gordon Zacks

1

Charles Bensley

Dr. Herbert Friedman

Gary Ratner

Leonard Strelitz

Stephen Peck

Stanley Sloane





WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: Nue 1980

Leonard Bell

Charles Bensley

Dr. Herbert A. Friedman

Dr. Hertzel Fishman

Steven Hassenfeld

Moshe Leshem

Mrs. Magda Leuchter

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

Mrs. Joyce Strelitz

Gordon Zacks



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley S	Sloan	- - -	Chairman
Herbert A	A. Friedman	11- 10	President
Charles E	Bensley	/	Secretary
Alex Gras	s	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: Aug b, 1980

Leonard Bell

Charles Bensley

ent A-Vivedinar Dr. Herbert A. Friedman

Steven Hassenfeld

Dr. Hertzel Fishman

Morris Levinson

Harvey Meyerhoff

Mrs. Magda Leuchter

Mrs. Lenore Meyerhoff

Stephen Peck

Stanley Sloan

and the second second

Gary Ratner

Neil Norry

Leonard Strelitz

Mrs. Joyce Strelitz

Gordon Zacks



T S. AMDURSKY JOSEPH L. BROADWIN JAMES S. BROWN, JR. JAMES S. BROWN, JR. THOMAS L. BRTAN HOWARD C. BUSCHMAN III DALE S. COLLINSON ALLAN F. CONWILL PHILIP D. CORSI LOUIS A. CRACO JOHN S. D'ALMONTE DOSWELL P. DISPLAN ROSWELL C. DIKEMAN JAMES N. EDGAR THORNTON G. EDWARDS DWIGHT W. ELLIS III STEPHEN B. FLOOD DAVID L. FOSTER ALEXANDER T. GALLOWAY II WILLIAM J. GRANT, JR. STEPHEN W. GREINER ROBERT B. HODES LOUIS L. HOYNES, JR. RANDALL A. HUFFMAN

PETER H. JAKES PETER J. KENNY ROBERT J. KHELL CHARLES I. KINGSON ARTHUR D. KOWALOFF JAY F. LEARY IRA H. LUSTGARTEN WICHAFL G. MARKS MICHAEL G. MARKS ROBERT W. MARSHLOW RAYMOND W. MERRITT THOMAS S. MONFRIED JACK H. NUSBAUM BRIAN M. O'BRIEN ANTHONY F. PHILLIPS DAVID B. REA THOMAS M. ROTHMAN PATRICIA S. SKIGEN HARVEY L. SPERRY DUNCAN J. STEWART CHESTER J. STRAUB C. SCOTT SYKES, JR. ALLAN TRUMBULL

WILLKIE FARR & GALLAGHER

ONE CITICORP CENTER 153 EAST 53RD STREET NEW YORK, N. Y. 10022

(212) 935-8000

ETHAN ALLEN WALSTON S. BROWN WALTER H. BROWN, JR. HAROLD J. GALLAGHER MARK F. HUGHES HELMER R. JOHNSON SIDNEY L. SMITH CHARLES S. SYKES THOMAS N. TARLEAU COUNSEL

CABLE "CONVEYANCE NEW YORK" TELEX: 233780 (RCA) 12-7679 (WU)

EUROPEAN OFFICE 16, AVENUE PIERRE IM DE SERBIE 75116 PARIS, FRANCE TELEPHONE 723-5156 CABLE"CONVEYANCE PARIS" TELEX: 842-620080

July 2, 1980

Mr. Stephen Peck 30 Wall Street New York, New York 10006

> The American Friends of the Jerusalem Re: Academy & Conference Center



Dear Mr. Peck:

Attached please find a written consent in lieu of an annual meeting of Members, and the same in lieu of an annual meeting of Directors of the above-captioned Corporation, along with the necessary exhibits, and a waiver of notice for change of the Corporation's By-laws. Please sign copies of the three documents and return the signed copies to me.

truly yours, Veriy

Peter W. Schmidt

Enclosures cc: Herbert A. Friedman

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Dr. Hertzel Fishman

Charles Bensley

Dr. Herbert Friedman

Steven Hassenfeld

Moshe Leshem

Gary Ratner

Morris Levinson

Mrs. Lenore Meyerhoff

Mrs. Magda Leuchter

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gordon Zacks

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corpora-



tion's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Moshe Leshem

Mrs. Magda Leuchter

Morris Levinson

Harvey Meyerhoff

Neil Norrey

Lenore Meyerhoff Mrs. Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

EWISH

Mrs. Joyce Strelitz

Gordon Zacks

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan	5 T.A.	Chairman
Herbert A. Friedman	()- m	President
Charles Bensley		Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Harvey Meyerhoff

Mrs. Magda Leuchter

Denore Meyerhoff Mrs

Stephen Peck

Neil Norry

Gary Ratner

Stanley Sloan

Mrs. Joyce Strelitz

Gordon Zacks

Leonard Strelitz

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Steven Hassenfeld

Moshe Leshem

Morris Levinson

Mrs. Lenore Meyerhoff

Mrs. Magda Leuchter

Harvey Meyerhoff

Neil Norry

Mrs. Joyce Strelitz

Gordon Zacks



Gary Ratner

WAIVER (Continued)

Leonard Strelitz

Stephen Peck

Stanley Sloane



WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corpora-



tion's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

1980 Dated:

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Harvey Meyerhoff

Neil Norrey

Mrs, Lenore Meyerhoff

Stephen Peck

Gary Ratner

Stanley Sloan

Leonard Strelitz

Mrs. Joyce Strelitz

Gordon Zacks

es,

WAIVER OF NOTICE OF CHANGE IN THE BY-LAWS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, constituting all of the Members of The American Friends of The Jerusalem Academy & Conference Center, do hereby waive notice of a change in the Corporation's By-laws required by By-laws Article XIV and consent that the amendments be authorized by written consent of the Members, dated , 1980.

Dated:

, 1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert Friedman

Mrs. Magda Leuchter

Steven Hassenfeld

Moshe Leshem

Harvey Meyerhoff

Morris Levinson

Mrs. Lenore Meyerhoff

Neil Norry

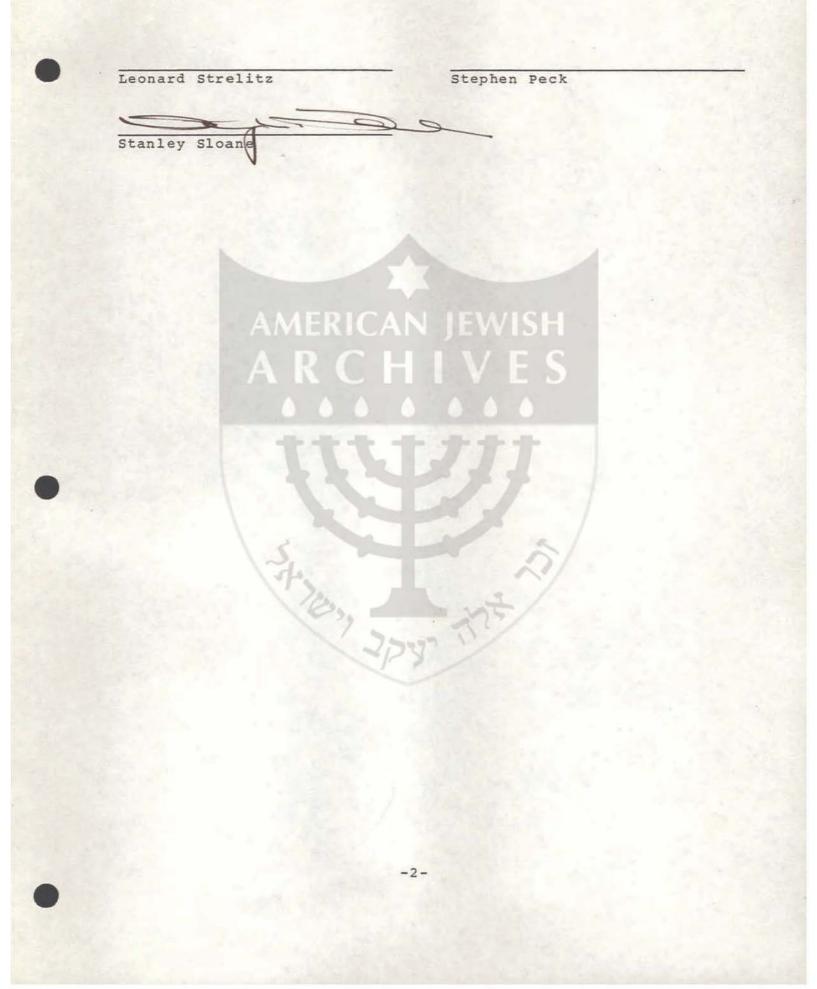
Mrs. Joyce Strelitz

Gary Ratner

Gordon Zacks

WAIVER (Continued)

a.



WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Directors of The American Friends of the Jerusalem Academy & Conference Center, a New York not-for-profit corporation (the "Corporation") acting in lieu of the annual meeting pursuant to Section 708(b) of the New York Not-For-Profit corporation law and pursuant to Article V, Section 9 of our By-laws, do hereby consent in writing to the adoption of the following proposals and resolutions:

RESOLVED, that the minutes of the annual meeting of the Board of Directors held on June 4, 1979, and attached hereto as Exhibit A, be approved.

FURTHER RESOLVED, that the following persons be elected to the office set forth after his or her name.

Stanley Sloan		Chairman
Herbert A. Friedman	11	President
Charles Bensley	[-]	Secretary
Alex Grass	-	Treasurer

to serve until the next annual meeting of the Directors and until their successors are elected and qualify.

FURTHER RESOLVED, that the following persons be elected to the Board of Governors:

Mr. Leonard Bell Mr. Charles Bensley Dr. Hertzel Fishman Dr. Herbert A. Friedman appointed to the Jerusalem Society for the Advancement of Education and Culture.

Dated: ____, 1980

Leonard Bell

· ? ·

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Morris Levinson

Harvey Meyerhoff

Mrs. Magda Leuchter

Mrs. Lenore Meyerhoff

Neil Norry

Stephen Peck

Stanley Sloane

Gary Ratner

Leonard Strelitz

Mrs. Joyce Strelitz

Gordon Zacks

Mr. Alex Grass Mrs. Louise Grass Mr. Stephen Hassenfeld Mr. Robert Hecht Mr. Ben Leuchter Mrs. Magda Leuchter Mr. Morris Levinson Mr. Harvey Meyerhoff Mrs. Lenore Meyerhoff Mr. Neil Norry Mr. Stephen Peck Mr. Gary Ratner Mr. Paul A. Schwartz Mr. Arant Sherman Mrs. Stanley Sloane Mrs. Harriet Sloane Mr. Sherman Starr Mr. Leonard Strelitz Mrs. Joyce Strelitz Mr. Gordon Zacks

8.

to serve at the discretion of the Board of Directors.

FURTHER RESOLVED, that the Projected Operating Budget of the Corporation for the fiscal year April 1, 1980 to March 31, 1981, attached hereto as Exhibit B, be approved in all respects, and this Board note with approval the slight increase of \$3,500 over last year's budget, which is lower than the rate of inflation.

FURTHER RESOLVED, in view of the fact that Herbert A. Friedmen is an ordained rabbi, founder and President of the Jerusalem Academy, and will serve as resident rabbi at the Academy after its completion, that a change in the structure of the President's compensation, reflecting a granting of a parsonage allowance and expense allowance with no change in total amount, be approved.

FURTHER RESOLVED, that the narrative report of the Corporation's activities, attached hereto as Exhibit C, be approved in all respects, including the expenditures in Israel for the construction of the project and including a recommendation that Alex Grass, Robert Hecht, Stanley Sloane and Leonard Strelitz be

WRITTEN CONSENT OF THE MEMBERS

OF

THE AMERICAN FRIENDS OF THE JERUSALEM ACADEMY & CONFERENCE CENTER

We, the undersigned, being all the Members of The American Friends of The Jerusalem Academy and Conference Center, a New York Not-For-Profit Corporation (the "Corporation"), acting in lieu of the annual meeting pursuant to Section 614(a) of the New York Not-For-Profit Corporation Law, and pursuant to Article IV, Section 7 of the Corporation's By-laws, do hereby unanimously consent in writing to the adoption of the following proposals ano resolutions:

RESOLVED, that the minutes of the annual meeting held on June 4, 1979, and attached as Exhibit A, be approved.

FURTHER RESOLVED, that the report of the Corporation's auditor for the fiscal year ending March 31, 1980, and attached hereto as Exhibit B and B-1, be accepted, and that expenditures for the construction of the project in Israel and attached hereto as exhibit B-2 be approved.

FURTHER RESOLVED, that because of the Corporation's need for efficient operation, paragraph 1 of Article V of the Corporation's By-laws be amended to read: "Number. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons."

FURTHER RESOLVED, that, in light of the Corporation's growing need for talented individuals, the fortunate willingness of many to give of their time and talents to the Corporation, and the need of an effective medium through which these talents be channeled, the Corporation's By-laws be amended to add a paragraph 14 to Article VI as follows: "Board of Governors. The Board of Governors shall consist of not less than 5 persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the Corporation's policies and goals. The Governors shall serve at the Director's discretion."

FURTHER RESOLVED, that the following persons be elected to the Board of Directors to serve until the next Annual Meeting of Members and until their successors have been duly elected and qualified:

> Charles Bensley Herbert A. Friedman Alex Grass Robert Hecht Stephen Peck Stanley Sloane Leonard Strelitz

Dated: ,1980

Leonard Bell

Charles Bensley

Dr. Hertzel Fishman

Dr. Herbert A. Friedman

Steven Hassenfeld

Mrs. Magda Leuchter

Moshe Leshem

Morris Levinson

Harvey Meyerhoff

Mrs. Lenore Meyerhoff

Neil Norrey

Stephen Peck

ES

Gary Ratner

Stanley Sloane

Leonard Strelitz Mrs. Joyce Strelitz

ARCHIV

Gordon Zacks

October 20, 1980

The American Friends of the Jerusalem Academy & Conference Center 75 East 55th Street Suite 501 New York, New York 10022

Dear Sirs:

I hereby confirm my agreement to serve when elected to the Board of Governors of the American Friends of the Jerusalem Academy and Conference Center.

Yours truly,

May 5, 1981

The American Friends of the Jerusalem Academy & Conference Center 75 East 55th Street Suite 501 New York, N Y. 10022

Dear Sirs:

I hereby confirm my agreement to serve when elected to the Board of Governors of the American Friends of the Jerusalem Academy and Conference Center.

Yours truly, acl unce Lawrence Schacht

LOEB & TROPER CERTIFIED PUBLIC ACCOUNTANTS 270 MADISON AVENUE, NEW YORK, N.Y. 10016

212-889-7880 CABLE "LOTROPE"

Board of Directors American Friends of the Jerusalem Academy and Conference Center, Inc.

We have examined the balance sheet of American Friends of the Jerusalem Academy and Conference Center, Inc. as of March 31, 1981 and 1980 and the related statements of support, revenue and expenses and changes in fund balances and of functional expenses for the years then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the aforementioned financial statements present fairly the financial position of American Friends of the Jerusalem Academy and Conference Center, Inc. as of March 31, 1981 and 1980 and the results of its operations and changes in fund balances for the years then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Lock & Tropen

CERTIFIED PUBLIC ACCOUNTANTS

May 24, 1981 -

TABLE OF CONTENTS

AMERICAN JEWISH ARCHIVES

Independent Certified Public Accountants' Report

Exhibit

- A Statement of Support, Revenue and Expenses and Changes in Fund Balances
- B Statement of Functional Expenses
- C Balance Sheet

Notes to Financial Statements

STATEMENT OF SUPPORT, REVENUE AND EXPENSES AND CHANGES IN FUND BALANCES

> YEAR ENDED MARCH 31, 1981 (With Comparative Totals for 1980)

	Year Ende	Year			
	Current Fund Unrestricted	Furniture and Equipment Fund	Total	Ended March 31, 1980 Total	
Revenue Contributions AMERI	CA \$322,116 V	ISH	\$322,116	\$295,891	
Interest income	683		683		
Total revenue	322,799		322,799	295,891	
Expenses (Exhibit B) Program services Planning for cons-					
truction	202,559		202,559	160,040	
Supporting services Administration and		7.			
general . Fund raising	36,531 81,194	\$ 381 889	36,912 82,083	29,138 64,855	
Total supporting services	117,725	1,270	118,995	93,993	
Total expenses (Exhibit B)	320,284	1,270	321,554	254,033	
Excess (deficiency) of revenue over expenses after transmissions	2,515	(1,270)	1,245	\$ 41,858	
Fund balances (deficit) - April 1, 1980	24,506	9,375	33,881		
Fund balances - March 31, 1981 (Exhibit C)	\$ 27,021	\$ 8,105	\$ <u>35,126</u>		

The accompanying notes are an integral part of these statements.

				10.6 M + 27	us boYear Ended Ma	urch 31, 1981			
	fater rominiant ini ini AM	rotal		Program Servicesoiv Planning for Construction	Administration and Generals	Prviceson viel Spindulaus Reisingtau	0.4.	Total	Total Year Ended March 31, 1980
Salaries	\$ 77.63	\$ 53,250	: 44,625	\$ 08,625 ;	\$ 13,425	\$ 31,200 \$	\$ 44,625	\$ 53,250	\$ 77,639
Payroll taxes and e fringe benefits	mployee Vieni	8.18	100.4	779	E <u>191,213</u>	2,820	4,033	4,812	
Total sal	aries and related	l expenses	17 Cor. 1841	- 99404	4° 14,638	34,020,	48,658	~58',052	100 11 85,596 stre
Professional fees Office supplies and Telephone Postage Shipping and moving Occupancy Printing and public Travel Membership dues Fund-raising lunche	10,900 ations: 3,6,6 16, 7	A 5,102 5,102 901 1,102		16,475 775 1,200 1,285 2,272 1,682 4,274	4329,264 775 44:1,144 200 1,144 200 1,144 200 1,682 1,682 1,682 1,682 1,682 1,682 1,682 1,682 1,682 1,274 375	9,800 1,552 3,432 521 3,082 5,679 13,451 8,548 1,109	19,064 2,327 4,576 721 3,853 9,087 15,133 12,822 375 1,109	35,539 3,102 5,776 801 5,138 11,359 16,815 17,096 375 1,109	7.028 1,926 5,472 700 10,900 2,640 16,376 750
Total exp	enses before depr	eciation [in str	37,447	36,531	81',1.94	117,725	155,172	oranh 131,388st asex
Depreciation Transmissions to th	1 1 grande	1,270 ty	595.2	08) 165,112	381	889 5. 1. j.01	1,270	1,270 <u>165,112</u> v	1,270 121,375 and
Total (Ex	hibit, A), Agsa	\$196.1°%	(ANI	r \$ 202,559	\$ 136,912	\$ 82,083	\$118,995	\$321,554	\$254,033 tidlata

2pg T

The accompanying notes are an integral part of these statements.

BALANCE SHEET

MARCH 31, 1981 AND 1980

	Ma			
Sellie se	Current Fund Unrestricted	Furniture and Equipment Fund	I Total	March 31, 1980 Total
ASSETS	ТС XXX			
Cash Pledges receivable Investments - State of A D	\$ 78,763 3,344,500	JEWIS	\$ 78,763 3,344,500	\$ 28,860 2,250,000
Israel bonds Prepaid expenses Furniture and equipment (net				5,000 875
of accumulated depreciation - 1981 - \$3,235; 1980 - \$1,965)		\$ 8,105	8,105	9,375
Total assets	\$ <u>3,423,263</u>	\$ 8,105	\$ <u>3,431,368</u>	\$ <u>2,294,110</u>
LIABILITIES, DEFERRED INCOME AND FUND BALANCES			5	
Liabilities Payroll taxes payable Accounts payable	\$ 51,742	the the	\$ 51,742	\$ 3,089 7,140
Total liabilities	51,742		51,742	10,229
Deferred income	3,344,500	•	3,344,500	2,250,000
Fund balances (deficit) (Exhibit A)	27,021	\$ 8,105	35,126	
Total liabilities, deferred income and fund balances	\$ <u>3,423,263</u>	\$ <u>8,105</u>	\$ <u>3,431,368</u>	\$2,294,110

The accompanying notes are an integral part of these statements.

NOTES TO FINANCIAL STATEMENTS

·MARCH 31, 1981

NOTE I - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- A. The accompanying financial statements are reflected on the accrual basis for both revenue and expenses.
- B. Depreciation is provided over the estimated useful lives of the assets, using the straight-line method of depreciation.

NOTE II - LEASE COMMITMENT

The American Friends of the Jerusalem Academy and Conference Center, Inc. has entered into a lease for rental of space at 75 East 55th Street, New York, New York. The term of the lease is from September 1, 1978 until August 31, 1981, and the annual rental is \$10,500.



ANNUAL MEMBERS MEETING

JUNE 11, 1981

The annual meeting of the Members of the American Friends of the Jerusalem Academy and Conference Center was held on Thursday, June 11, 1981 at the offices of Willkie Farr & Gallagher, 153 East 53rd Street, New York, New York beginning at 10:00 a.m.

Present were Charles Bensley, Dr. Herbert A. Friedman, Stephen Peck and Stanley Sloane constituting a quorum for the transaction of business. Also present by invitation were Moshe Leshem and Genine Macks Fidler, Esq. Dr. Friedman served as Chairman of the Meeting and Mr. Leshem served as Secretary.

The first order of business was a financial report presented by the President of the Corporation, Dr. Friedman. Dr. Friedman distributed copies of the Corporation's financial statements for the fiscal year ending March 31, 1981. The statements, a copy of which is attached to the original of these minutes, were prepared by the Corporation's accountants, Loeb & Troper. The members than examined the financial statements at which time it was pointed out that compared with the previous year, the amount expended for salaries had decreased significantly. The cost of professional fees, however, had increased due to the engagement of an educational consultant for the purpose of preparing a curriculum for the Academy and the payment of certain consulting fees. Mr. Sloane noted that during the past year, the amount spent on program services (including construction and architectural plans) was double the amount spent on administrative and fund raising costs.

Dr. Friedman informed the members that as of the date of the meeting the Corporation's cash situation had improved significantly such that the Corporation had a current cash balance equal to approximately double the current liabilities.

After completing the review of the financial statements and upon motion duly made and seconded the financial report was accepted as rendered.

The next order of business was the President's report. Dr. Friedman informed the members that the architect's plans for the Academy were completed during the past year. As yet, the plans have not been submitted to contractors for bids although it is anticipated that the cost of construction will run at approximately \$60 per square foot. The current drawings call for 150,000 square feet for an estimated total construction cost of

\$9,000,000. Dr. Friedman reported that the drawings would be submitted to contractors as soon as the amount of pledges received approaches the \$9,000,000 figure. At the close of the last fiscal year, pledges receivable exceeded 3.3 million dollars. Dr. Friedman explained to the members that it was imperative that the necessary additional pledges are obtained prior to the middle of 1982 because of a construction performance schedule included in the Corporation's lease of the property in Israel. As the members are aware, the Corporation has a 49 year lease on the only piece of property of considerable size between Jerusalem and the airport which is zoned for public institutions. In fact, the rental price, set three years ago, is extremely modest in view of Israel's increasing inflation. The Corporation is currently engaged in negotiations with the Land Authority Office in Israel to extend the construction performance schedule. This schedule, however, injects added urgency into the Corporation's fund raising efforts which Dr. Friedman went on to describe.

Dr. Friedman reported on the status of the Corporation's AID application for federal funds. Dr. Friedman reported that he had an appointment tomorrow in Washington with the AID Administrator and was hope-

ful of extracting a commitment of funds for the Academy for the fiscal year 1982.

The next order of business was a report on nominations for the Board of Directors presented by the Chairman. After a full discussion and upon motion duly made, seconded and unanimously approved, the following persons were elected to the Board of Directors to serve until the next annual meeting of members and until their successors have been duly elected and qualified: Charles Bensely, Dr. Herbert A. Friedman, Alex Grass, Robert Hecht, Moshe Leshem, Stephen Peck, Stanley Sloane and Leonard Strelitz.

The next order of business involved an amendment to Article IV paragraph 5 of the By-laws which is the quorum provision for Members meetings. Currently, this provision states that a quorum consists of one-tenth of the total number of votes entitled to be cast at a meeting. In view of the current size of the membership of the Corporation, the President explained that it would be advantageous to amend this section to provide for a quorum equal to one-third of the total number of votes entitled to be cast. After full discussion of the proposed amendment and upon motion duly made, seconded and unanimously approved it was:

RESOLVED, that Article IV paragraph 5 of the By-laws be and hereby is amended to read as follows:

5. <u>Quorum</u>. Members entitled to cast one-third of the total number of votes entitled to be cast shall constitute a quorum for all purposes except as may otherwise be provided by law. The Members present may adjourn the meeting despite the absence of a quorum.

The next order of business involved a technical amendment to the By-laws moving paragraph 14 of Article VI, the provision authorizing the Board of Governors, to a wholly independent and new Article XV. Such a renumbering would emphasize the unique advisory function of the Board of Governors. Thereafter, upon motion duly made, seconded and unanimously approved it was:

RESOLVED, that paragraph 14 of Article VI of the By-laws be and hereby is renumbered as a new Article XV entitled the Board of Governors and continues to read as follows: "The Board of Governors shall consist of not less than five persons, appointed by the Board of Directors, for the purpose of advising the Board of Directors on the corporation's policies

and goals. The Governors shall serve at the Directors' discretion."

There being no further business before the Members, upon motion duly made, seconded and unanimously approved, this meeting was adjourned.

ARCHI

Moshe Leshem, Acting Secretary