

Amended and Restated Bylaws of Jewish Social Services of Madison, Inc.

These Amended and Restated Bylaws of Jewish Social Service of Madison, Inc. supersede and replace all previous versions of the bylaws of the corporation.

ARTICLE I

Name

1. **Name**. The name of the Corporation shall be JEWISH SOCIAL SERVICES OF MADISON, INC.,

ARTICLE II

Objectives and Purposes

1. **Mission Statement**: The Corporation empowers families and individuals across generations and cultures to build community and self-sufficiency, with a strong commitment to the Jewish community and inspired by Jewish values. We offer services in the areas of short-term advocacy, long-term case management, Jewish spiritual care and immigration services. We serve people of all ages and backgrounds. Our Core Values include: Honoring the Elderly, Centrality of Community, Caring For the Vulnerable, Welcoming the Stranger, Visiting the Sick, Feeding the Hungry, Strengthening the Future
2. **Purposes**. The Corporation is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Internal Revenue Code"). More specifically, the Corporation is formed to provide a broad range of social work, case management and counseling services to needy persons and others requiring assistance in the greater Madison region of Wisconsin. The Corporation shall carry on only those activities permitted to be carried on by an organization which is exempt from taxation under the provisions of §501(c)(3) of the Internal Revenue Code.
3. **Prohibitions on Activities**. Notwithstanding any other provision of these Bylaws, of the Articles of Incorporation of the corporation, or of any action taken by the Board of directors, no part of the net earnings or funds of the corporation shall inure to the benefit of any private shareholder, member or individual, and no part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; except as is otherwise expressly permitted by the Internal Revenue Code and by law; nor shall the corporation intervene in any political campaign on behalf of any candidate for public office. The corporation shall act in such manner as to maintain its status as a tax exempt charitable corporation under the provisions of §501(c)(3) the Internal Revenue Code with specific reference to the requirements and prohibitions of its Articles of Incorporation.

ARTICLE III

Board of Directors

1. **Governance**. The management, control, and operation of the Corporation shall be vested in the Board of Directors (the "Board"). The Board may adopt such rules and regulations for the conduct of business as it deems advisable, to the maximum extent permitted by the laws of the State of Wisconsin, and may, in the execution of the powers granted, delegate certain authority and responsibility to agents of the Corporation.
2. **Number of Directors**. The Board of Directors shall consist of a minimum of five (5) and a maximum of fifteen (15) persons (the "Directors"). The exact number of Directors shall be determined from time to time by resolution of the Board.
3. **Nomination and Election**. Recommendations for Directors shall be submitted by the Governance Committee, unless otherwise determined by the Board. Each year, the Board shall elect the number of Directors

necessary to maintain staggered terms pursuant to Section 3.4, and such additional persons as may be necessary to fill unexpired terms.

4. **Term.** The following term limits apply to all Directors:
 - a. Directors shall serve a term of three (3) years;
 - b. Approximately one third ($\frac{1}{3}$) of the terms will expire each year;
 - c. A Director may be re-elected to a second consecutive board term, but no more than two (2) consecutive board terms, with the following exception:
 - i. If a Director becomes an officer during their second term, the Director remains eligible for a third board term;
 - d. Under no circumstance can any director serve more than three (3) consecutive terms;
 - e. A former director who has previously served two (2) or more board terms can be re-elected to the Board after a two (2) year hiatus as a Director; and
 - f. No individual may serve more than five (5) board terms total.
5. **Ex-officio Directors.** All past presidents of the Corporation other than the immediate past president of this Corporation, shall be ex-officio members of the Board of Directors and shall have the right to attend meetings and be heard, but shall not have the right to vote thereat.
6. **Vacancies.** A vacancy on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director; b) absence by a Director of three (3) meetings within a twelve (12) month period, unless such absences are approved by the President or the Board; or c) removal of a Director upon approval of two-thirds ($\frac{2}{3}$) of all Directors (except subject of removal). The Director to be removed shall not vote on their removal from office and shall not count towards quorum or approval thresholds. In case of any vacancy in office among the Directors, a replacement Director shall be named by the Board and shall serve until the next annual meeting or, if no replacement is named, the number of Directors shall be reduced by such vacancies until the next annual meeting.

ARTICLE IV

Meetings of Board of Directors

1. **Annual Meeting.** The annual meeting of the Board shall be held in the fourth quarter of the fiscal year on such day and at such place and time as determined by the President. The purpose of the annual meeting is to elect Directors and Officers, and for the transaction of such other business as may come before the meeting.
2. **Regular Meetings.** At least six (6) regular meetings of the Board, including the annual meeting, shall be held at such time and place as the Board determines.
3. **Special Meetings.** The President may call special meetings of the Board of Directors of the Corporation, and upon demand of a majority of the Board of Directors, the President shall call a special meeting for the purpose to which the demand relates. Special meetings of the Board shall be held at such time and place as the President or the Board of Directors shall designate. Any business of the board members may be transacted at any special meeting of the Board, provided that notice thereof is contained in the notice of the special meeting.
4. **Quorum.** A simple majority of the Directors shall constitute a quorum at any meeting, and be capable of transacting any business of the Corporation, except when otherwise specifically provided by law, by the Articles of Incorporation, or by these bylaws.
5. **Voting Rights.** Each Director shall be entitled to one (1) vote at any meeting of the Board, and all questions shall be decided by a majority vote of Directors present at any meeting unless otherwise specifically provided by law, by the Articles of Incorporation, or by these bylaws.
6. **Action Without a Meeting.** In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action relating to amending these bylaws and dissolving the Corporation, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds ($\frac{2}{3}$) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds ($\frac{2}{3}$) of all of the Directors has the same effect as a two-thirds ($\frac{2}{3}$) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing"

includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, an electronic signature, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time. At any time, a Director may request that the Board convene in person or electronically to discuss a proposed action and, unless the Board disapproves by a majority vote, that request shall be honored.

7. Organization. The President, and in their absence the President-Elect, shall call meetings of the Board to order and shall act as chair of such meetings. In the absence of the aforesaid officers, the Directors present may appoint any Director to act as chair of any meetings. The Secretary shall act as secretary at any meetings of the Board, but in the absence of the Secretary, the presiding officer of such meeting may appoint any Board member to act as secretary of the meeting.
8. Order of Business and Manner of Voting. The business of the Board shall be transacted in such order, and voting shall be conducted in such manner as the Board may from time to time determine in general accordance with the procedure set forth in the most current edition of Robert's Rules of Order, as revised from time to time.
9. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation's business.
10. Notice. Except as otherwise provided herein, notice of any meetings or other required notice, in each case specifying the place, date, and hour of the meeting, shall be given to each Director by written notice delivered in person, by facsimile, electronic mail or other form of communication including publications, or by mail or private carrier. Notice will be given at least ten (10) days before the time set for such an annual or regular meeting unless a different time shall be prescribed for a particular action by Chapter 181 of the Wisconsin Statutes, or in the event of a special meeting for a time-sensitive action item in which case notice will be given at least two (2) days before the time set for the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid, addressed to the Board Member at their/her address as it appears on the records of the Corporation. Any Director shall be deemed to have waived notice of any meeting when personally present at such meeting.

ARTICLE V

Officers

1. General Officers. The general officers of the Corporation shall be a President, a President-Elect, a Secretary and a Treasurer (the "Officers"). Officers shall be selected from among the Directors.
2. Election. All Officers shall be elected by the Board at its annual meeting as needed, and each Officer shall hold office until such Officer's successor is duly elected and qualified, or until such Officer's death, resignation, or removal. Election or appointment as an Officer shall not of itself create contract rights.
3. Terms of Officers. Officers shall be elected for three-year (3) terms. An Officer may serve a maximum of two (2) full terms in any one office.
4. Duties of General Officers.
 - a. President. The President shall preside at all meetings of the Board of the Corporation, subject to the control of the Board of Directors. They shall see that all orders and resolutions of the Board of Directors are carried into effect. They shall be empowered to execute all deeds, leases, conveyances, contracts and agreements authorized by the Board of Directors of the Corporation. They shall perform all other duties usually incumbent upon such officers and in addition thereto, such as may from time to time be imposed upon these bylaws, by the Board of Directors.
 - b. President-Elect. In the absence of the President, or in the event of their death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as may from time to time be imposed upon him or her by these bylaws, by the Board of Directors, including the supervision of committees. The President-Elect shall be empowered to execute all deeds, leases, conveyances, contracts, and agreements authorized by the Board of Directors.

- c. Secretary. The Secretary shall a) record the minutes or provide for the recording of the meeting of the Board of Directors; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) safely and systematically keep appropriate records belonging to the Corporation; c) perform such additional duties as may be imposed by these bylaws or by the Board of Directors. The Secretary or Secretary's designee shall also keep a document containing the names and places of residence of the Directors, and shall attend to giving of all notices of the Corporation, unless otherwise provided by these bylaws, for meetings of the Board of Directors and the Executive Committee.
 - d. Treasurer. The Treasurer shall have charge and supervision of all funds and investments of the Corporation. They shall not be obligated to give bond. They shall make no investments without the authority of the Board or a subcommittee designated by the Board, and all Corporation funds shall be deposited in the name of the Corporation in such bank or other institution as the Board may direct. They shall supervise the keeping of accurate accounts of the receipts, expenditures and investments and shall present to the Board whenever requested by the President, but at least every other month, a complete financial statement of the Corporation. The Treasurer shall be chair of the sub-committee concerned with the financial affairs of the Corporation.
 - e. Immediate Past President. The Immediate Past President shall advise the other officers, based upon their knowledge and experience as having served as President.
 - f. Other Officers. The Board of Directors at any meeting may provide for the appointment or election of such additional officers, and fix their duties, as it may deem for the best interests of the Corporation.
5. Removal. Any officer elected or appointed by the Directors may be discharged whenever such discharge is determined by a vote of two-thirds (2/3) of all the Directors of the Corporation to be necessary or desirable for the best interests of the Corporation, provided they are notified and given an opportunity to be heard.
 - a. Delegation of Duties. In the case of the absence or inability to act of any officer of the Corporation, the Board of Directors may delegate, for the time being, the duties of such officer to any other officer or to any Director, and until the Board acts, the President may delegate duties as aforesaid.
6. Vacancies. In the case of any vacancy in any office through death, resignation, disqualification, or other cause, the Board may elect or appoint a successor to hold said office for the unexpired portion of the term.
7. Additional Duties as Determined by the Board. All officers shall have such authority and perform such duties in addition to those specified above in the management of the property and affairs of the Corporation as may be determined by resolution of the Board from time to time, and until the Board acts, the President may delegate such duties.

ARTICLE VI

Appointment and Duties of Executive Director

1. Appointments. The Corporation is authorized to employ an Executive Director, who shall serve at the pleasure of the Board at compensation prescribed by the Board.
2. Duties. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board and consistent with the Corporation's personnel policies, to employ and discharge employees of the Corporation, to prescribe their powers, duties, and compensation, and to delegate authority to them. In general, the Executive Director shall perform administrative and management duties, including submission of reports to the Board and have authority to execute and sign documents on behalf of the Corporation as an agent of the Corporation as set forth in Board policies. The Executive Director shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the Executive Director or any issue related to the Executive Director's employment. The Executive Director may participate in Board discussions but shall have no vote. The Executive Director may serve or assign staff to serve as an ex-officio member of all standing committees.

ARTICLE VII

Committees

1. Administrative Committees. The President shall appoint the three administrative committees referred to in this section and such other committees as they, in their discretion, may desire. The Board may appoint individuals not on the Board to committees, but the chairperson of a committee must be a Director. The president may add ad-hoc committees as appropriate
 - A. An Executive Committee, consisting of the President, Secretary, Treasurer, Immediate Past-President and President-Elect, and up to two (2) other Board members shall meet upon the call of the President and shall generally perform such duties and exercise such powers as may be directed or delegated by the Board from time to time including ensuring effective delegation from the Board to the Executive Director and organize the work of the Board, including the Board's agenda. The Board may delegate to the Executive Committee the authority to exercise any or all of the powers of the Board while the Board is not in session. No business shall be transacted at a meeting of the Executive Committee unless a majority of its members (exclusive of ex-officio members) are present.
 - B. A Finance Committee, to consist of at least three (3) members, responsible for ensuring that the Corporation is in good fiscal health and provides the Board with information and recommendations related to the annual budget and its implementation, projections for the future; and recommends policies to safeguard the Corporation's assets, ensures the completeness and accuracy of its financial records, and oversees proper use of resources.
 - C. A Governance Committee, consisting of at least three (3) members is responsible for promoting and providing education about the Corporation and governance to Board members; assessing the Corporation's governance needs; identifying, nominating, and orienting new Board members; and conducting a Board self-assessment on a regular basis.

ARTICLE VIII

Contracts, Checks and Deposits

1. Contracts. The President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.
2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authorization of the Board of Directors. Such authorization may be general or confined to specific instances.
3. Checks, drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.
4. Grants. The foregoing notwithstanding, the majority of the Board of Directors must authorize the submission of novel grant proposals to an external funding organization if the grant would require significant devotion of corporate resources, or if the grant is for a sum greater than \$50,000.

ARTICLE IX

Equal Employment and Non-Discrimination

1. Non-Discrimination. JSS does not and shall not discriminate on the basis of race, ethnic background, religion, sex, gender, gender identity, age, nationality, disability, marital status, or sexual orientation, in any of its activities or operations. These activities include, but are not limited to, the appointment to and termination from its Board of Directors, hiring and firing of staff or contractors, selection of volunteers, selection of vendors, and providing of services.
2. Equal Employment. JSS is an equal opportunity employer. We shall not discriminate in employment, recruitment, Board membership, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, ethnic background, religion, sex, gender, gender identity, age, nationality, disability, marital status, sexual orientation, or for any other discriminatory reason.

ARTICLE X
Indemnification

1. **Indemnification**. The Corporation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and Officer of the Corporation against reasonable expenses and against liability incurred by a Director or Officer in a proceeding in which they were a party because they were a Director or Officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or Officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because they were an employee of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, Officers, or employees.
2. **Limited Liability of Directors, Officers**. To the fullest extent authorized by Chapter 181, Wis. Stats., and except as provided in Subsections (2) and (3) of Wisconsin Statutes Section 181.0855, a Director or Officer is not liable to the Corporation, its members or creditors, or any person asserting rights on behalf of the Corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or Officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:
 - A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the Director or Officer has a material conflict of interest;
 - A violation of criminal law, unless the Director or Officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
 - A transaction from which the Director or Officer derived an improper personal profit or benefit; or
 - Willful misconduct.
3. **Limited Liability of Volunteers**. To the fullest extent authorized by Chapter 181, Wis. Stats., and except as provided in Section 181.0670(3), Wis. Stats., a volunteer (as defined in Section 181.0670, Wis. Stats.) is not liable to any person for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:
 - A violation of criminal law, unless the volunteer had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
 - Willful misconduct;
 - If the volunteer is a Director or Officer of the Corporation, an act or omission within the scope of the volunteer's duties as a Director or Officer;
 - An act or omission for which the volunteer received compensation or anything of substantial value instead of compensation; or
 - Negligence in the practice of a profession, trade, or occupation that requires a credential, as defined Wisconsin Statutes Section 440.01, or other license, registration, certification, permit, or approval, if the volunteer did not have the required credential, license, registration, certificate, permit, or approval at the time of the negligent act or omission.

ARTICLE XI
Insurance

1. **Insurance**. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such a person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this article.

ARTICLE XII

Fiscal Year

1. Fiscal Year. The fiscal year of the Corporation is the calendar year. The terms of the Officers and Directors shall start on the first day of the fiscal year, unless otherwise determined by the Board.

ARTICLE XIIV
Dissolution

1. Dissolution. In the event of the dissolution of this Corporation, by approval of at least two-thirds (2/3) of the Board, or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business, property and assets of the Corporation shall be distributed to such non-profit charitable Corporation, which itself is exempt as an organization described in Section 501(c)(3) of the Internal Revenue Code, devoted to the non-profit charitable purposes consistent with those of the Corporation.

ARTICLE XIV
Amendments

1. These bylaws may be altered, amended, or repealed by the Board of Directors, and with notice reasonably intended to be effective to all members of the Board of Directors. However, that these bylaws shall not be altered, amended, or repealed at any special meeting of the Board Members unless notice of such proposed alteration, amendment, or repeal shall have been contained in the notice of such meeting.

Amended October 4, 1993
Amended October 22, 2006
Amended October 30, 2011
Amended September 10, 2012
Amended October 19, 2016
Amended October 22, 2019

Adopted this ____ day of _____, 2024.

Signature:

Printed name: Ariela Karasov

Title: Secretary