

BYLAWS of JEWISH SOCIAL SERVICES OF MADISON, INC.

ARTICLE I

Name

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

ARTICLE II

Objectives and Purposes

1. **Mission Statement**: Jewish Social Services of Madison 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 purposes for which the corporation is organized are exclusively charitable 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 governance of Jewish Social Services shall be vested in the Board of Directors.
2. **Number of Directors**. The Board of Directors shall consist of a minimum of five Board members and a maximum of fifteen, that shall include the president, a president-elect, treasurer, secretary and non-officer members, including the immediate past-president of the Corporation. Board members shall be elected by the majority of the current Board of the Jewish Social Services at the recommendation of the Governance/Nominating Committee.
3. **Term**. The following term limits apply to all directors:
 - a. All Directors shall be elected for a three (3) year term on the Board of Directors;
 - b. Approximately one third 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 consecutive board terms, with the following exception:
 - i. If a Director becomes an officer during their second term, the officer remains eligible for a third board term as a Board member following the completion of their officer term;
 - d. Under no circumstances can a director serve more than three consecutive terms in the event the director serves as an officer and becomes eligible for a third board term;

- e. A former director who has previously served two or more board terms can be re-elected to the Board of Directors after a two-year hiatus as a director; and
 - f. No individual may serve more than five board terms total.
4. Election. The directors shall be elected at a meeting of the Board members to serve for up to three years after their election and until the election of their successors.
 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. In case of any vacancy in office among the directors through death, resignation, disqualification, or other cause, the remaining directors at any meeting may elect a successor from among the board members to hold office until the next succeeding meeting of the Board Members, and the directors at such meeting shall elect a successor to hold office for the unexpired portion of the term of the director whose place was vacated.
 7. Absences. Members of the Board of Directors are expected to attend all Board meetings. Following three (3) consecutive absences, the President shall contact the absent Board Member and determine the member's continued service on the Board. The Board shall have the right, by a two-thirds (2/3) vote of the other directors, to declare vacant the seat of any member missing three (3) consecutive meetings without just cause, as determined by the Board.
 8. Duties and Powers of Board of Directors. The property, affairs, and business of the Corporation shall be under the care of and be managed by the Board of Directors. Without restricting the powers of the Board of Directors by implication or otherwise, said Board shall have, in addition to all other powers that it may lawfully exercise, the following:
 - a. to elect or appoint assistants to the general officers of the Corporation and to elect or appoint other officers of the Corporation; to employ agents and employees of the Corporation; to define the duties and fix the compensation of said persons; and to remove or suspend any of them and fill vacancies. The Board of Directors may delegate to any officer of the Corporation by resolution, or to any committee of the Board, all or any of the powers stated in this paragraph (1).
 - b. to authorize the officers of the Corporation to borrow money for corporate purposes, and to cause to be executed in the corporate name bills, notes, or other evidence of indebtedness, and to give security, in such manner as it may deem expedient.
 - c. to administer all legacies, bequests, gifts and contributions that may from time to time come into the possession of the Corporation, and in cases where no limitations, restrictions, or conditions are placed thereon, to manage, dispose of, and distribute the same and the income or proceeds thereof for such corporate purpose and in such manner as it shall deem best.
 - d. to budget, allocate, and distribute the funds of the Corporation in a manner consistent with Jewish values.
 - e. to seek funding from public or private agencies and to conduct a solicitation campaign for funds from the public.

ARTICLE IV **Meetings of Board of Directors**

1. Regular Meetings. At least six regular meetings of the Board of Directors shall be held at such time and place as the Board determines.
2. 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. The Secretary, or the Executive Director on behalf of the Secretary, shall give notice of all special meetings of the Board. 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.
3. Notice of Meetings. Notice of the time and place of any meeting of the Board of Directors shall be given at least two (2) days previous thereto to each Director. Such notice shall be given by the Secretary or on their behalf by the Executive Director. Any Director may waive notice of any meeting. Meetings of the Board of

Directors may also be held without notice when all the members of the Board shall be present at such meeting.

4. Quorum. A majority of the members of the Board 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 member of the Board shall be entitled to one (1) vote at any meeting of the Board, and all questions shall be decided by a majority vote of the Board members present at any meeting unless otherwise specifically provided by law, by the Articles of Incorporation, or by these bylaws.
6. Single Action Item voting via email. In the event that there is a straightforward single action item that is time-sensitive in requiring a vote by the Board prior to the next scheduled meeting, the item may be presented to the Board via email and votes tallied electronically.
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 Board members 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 of Directors 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 Robert's Rules of Order, as revised from time to time.

ARTICLE V

Officers

1. General Officers. The general officers of the Corporation shall be a President, a President-Elect, a Secretary and a Treasurer.
2. Terms of Officers. Officers may serve a maximum of two three-year terms in any one office.
3. Election. All officers shall be elected at a meeting of the Directors to serve for a three year term and until their respective successors are elected.
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 members of the Board, 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 Board of Directors shall hire an Executive Director as the principal professional employee of the Corporation.
2. Duties. The Executive Director shall be responsible for the following:
 - a. Perform administrative and management duties of the Corporation.
 - b. Supervise the staff of the Corporation. The Executive Director shall have the authority to employ and discharge employees of the Corporation.
 - c. Submit regular reports to the Board of Directors.
 - d. 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
Corporate Seal

1. The Corporation shall have no corporate seal

ARTICLE IX
Contracts, Checks and Deposits

1. Contracts. The Board of Directors 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 X
Notice

1. 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 Board Member 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 a meeting unless a different time shall be prescribed for a particular action by Chapter 181 of the Wisconsin Statutes, or in the event of an emergency 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. In lieu of such notice, notice may be given by publishing the same as a class 2 notice under Chapter 985 of the Wisconsin Statutes, near the offices of the Corporation. Any Director shall be deemed to have waived notice of any meeting when personally present at such meeting.

ARTICLE XI
Equal Employment and Non-Discrimination

1. 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. 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 XII

Indemnification

1. The Corporation agrees to indemnify its officers, directors, employees and agents from all matters permitted pursuant to Section 181.045 of the Wisconsin Statutes.

ARTICLE XIII

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 XIV

Dissolution

1. Dissolution. In the event of the dissolution of this Corporation, by approval of at least two-thirds 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 XV

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