BYLAWS OF THE JEWISH WOMEN TOGETHER

(ORGANIZED AND INCORPORATED UNDER THE LAWS OF THE STATE OF MISSOURI)

September 1, 2026

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ARTICLE I NAME

This organization shall be called JEWISH WOMEN TOGETHER, Inc., hereinafter referred to in these Bylaws as 'JWT.'

ARTICLE II PURPOSE

JEWISH WOMEN TOGETHER is a grassroots organization of volunteers which strives to improve the lives of women, children and families in the Kansas City metropolitan area. Inspired by Jewish values, JWT pursues social justice through advocacy efforts, building community and creating impactful programs to support those in need.

ARTICLE III ORGANIZATIONAL STRUCTURE

Section 1 JWT shall be governed by its own Articles of Incorporation in compliance with the requirements of Missouri and shall adopt Bylaws.

Section 2 JWT may establish subsidiary groups that shall be governed by and consistent with the Bylaws of JWT.

Section 3 The Board of Directors is the governing body of JWT.

ARTICLE IV GOVERNANCE

Section 1 Power and Authority of the JWT Board of Directors

A. The Board of Directors shall formulate and approve the Policies & Procedures.

B. The Board of Directors shall establish such committees as are necessary to carry out our work. The committees shall be responsible to the Board of Directors or to the Executive Committee when the Board is not in session.

Section 2 Makeup of the Board

A. The JWT Board of Directors shall consist of Officers, Directors, and the Immediate Past President. The Board of Directors will consist of a minimum of 13 people and maximum of 21 people including both officers and general Board members. The Board of Directors will be elected by the general membership.

B. No JWT employee may serve on the Board of Directors.

Section 3 Duties and Responsibilities

The Board of Directors shall have general supervision of the work of JWT. The responsibilities shall include, but are not limited to, the following:

A. Formulating and actively supporting JWT objectives, policies and programs consistent with its programs and purposes.

B. Establishing and maintaining the legal non-profit corporate status consistent with the laws of the State of Missouri, including filing annual forms with the State.

C. Establishing and maintaining the legal non-profit corporate status consistent with the United States Internal Revenue Service rules, including filing of all required forms.

D. Raising sufficient funds for the work of the JWT.

E. Approving and monitoring the annual budget and expenditures not included in the budget.

F. Maintaining fiduciary responsibility for all funds.

G. Conducting periodic evaluations of the work of JWT with a view to improving programs and operations.

H. Maintaining effective operation of JWT including staffing when appropriate.

I. Determining the guidelines for conducting the meetings.

J. Determining who is authorized to make payments on behalf of the organization.

K. Determining who will sign checks.

L. Determining who will be responsible for preparing and filing all required state and federal taxes and other fiscal documents in a timely manner.

M. Ensuring that all required state and federal taxes and other fiscal documents are prepared and filed in a timely manner.

N. Ensuring that the membership billing and records are properly executed and maintained.

O. Ensuring that a record of the proceedings of the meetings of the membership and the Board of Directors is maintained.

P. Determining who will manage outgoing correspondence.

Q. Determining which Board member(s) will sign all contracts, agreements and legal documents as well as who will be the official spokesperson(s).

Section 4 Term of Office

A. At the annual vote, Officers and Directors shall be elected to serve for a term of two (2) fiscal years.

B. Officers and Directors may serve on the Board of Directors for a maximum of three (3) consecutive full terms, for a maximum of six (6) years in the role. They shall be eligible again for election after one (1) year has elapsed.

C. With Board of Directors approval, an officer may remain in her position if there is not an identified successor.

D. One half of the Directors will be elected in each year in a staggered fashion such that the other half of the Directors will be elected in the following year with the goal of promoting continuity and stability.

E. By action of the Board of Directors, an individual may be removed as a member of the Board of Directors if the individual fails to fulfill all of the duties and requirements of their role as specified in the Bylaws and Policies & Procedures or is absent from more than 25% of Board Meetings during the term.

F. Any Director or Officer may resign at any time by giving notice in writing to the Board of Directors or to the President.

Section 5 Meetings of the Board of Directors

A. The Board of Directors shall hold no fewer than four (4) meetings annually.

B. Meetings shall not be held on Jewish holidays.

C. Special meetings of the Board of Directors shall be held at the call of at least two (2) members of the Board of Directors or the President.

D. A regular meeting, a special meeting or a continued meeting may be held by telephone or electronic means, provided that procedural rules associated with such meetings are followed.

Section 6 Quorum

A quorum shall consist of a simple majority of elected Board of Directors members.

Section 7 Replacement of Board of Directors Members

If a member leaves the Board of Directors during her term, the current Board of Directors may appoint a replacement to serve out the remainder of her term.

Section 8 Interim Members

An interim elected Officer or Director who serves more than one-half (1/2) of a full term shall be considered to have served a full term.

ARTICLE V OFFICERS AND THEIR DUTIES

Section 1 Officers

A. The elected Officers shall be a President, at least two (2) Vice Presidents, Treasurer, Secretary. At the Board Meeting following the assumption of office, the President shall appoint one of the Vice Presidents to serve as the President Pro Tem.

B. Two (2) or more members may share an officer position.

C. Officers shall be elected to serve for a term of two (2) fiscal years or until their successors are elected. Officers can serve for two (2) consecutive additional two-year terms for a maximum of six (6) years in the role.

D. Officers may be retained in the position beyond the term limit with approval from the Board of Directors.

E. Officers may run again for a previously held office after a break of at least one (1) fiscal year.

F. If, at any time, the President is unable to continue in office, the President Pro Tem shall perform the duties of the President until the Board of Directors elects a successor to the President.

a. The successor shall be approved by a majority of the Board of

Directors.

b. If the nominated successor is not approved, the Nominating Committee will nominate another successor candidate until approval by a majority of the Board of Directors is obtained.

Section 2 President

A. The President shall be the chair of the Board of Directors and of the Executive Committee.

B. The President or the President's designee shall preside at all meetings of the Board of Directors and the Executive Committee.

C. The President shall at all times represent the Board of Directors and the Executive Committee but does not have the authority to act on their behalf without their prior approval.

D. The President shall perform other duties as specified.

E. The President shall approve all expenditures before they are paid. If the President is not available, any member of the Executive Committee except the Treasurer can approve the expenditure as long as it is not for her budget item.

Section 3 Vice Presidents

It shall be the duty of each Vice President to assist the President. Each Vice President shall be assigned duties as designated by the President.

Section 4 Secretary

It shall be the duty of the Secretary to ensure that an accurate record of all business sessions of JWT is kept.

Section 5 Treasurer

The Treasurer is the official fiduciary custodian of the assets. The Treasurer shall serve as the chair of the annual Budget Committee and be responsible for the bank communications and financial statements. The Treasurer will work with the CPA Auditor at fiscal year-end.

ARTICLE VI MEMBERSHIP

Section 1 Any person who supports the purpose and mission of JWT shall be eligible to become a member.

Section 2 Any member whose dues are paid for the fiscal year shall be considered a member in good standing.

Section 3 Any member who fails to pay dues for the immediate past fiscal year is subject to review by the Membership Vice President(s) to determine how future membership should be handled.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1 There shall be a Nominating Committee, whose composition shall be determined by the Board of Directors. The Immediate Past President or a designated volunteer from the Board of Directors will chair the Nominating Committee.

Section 2 The Nominating Committee shall request nominations for Board of Directors candidates from the general membership prior to beginning its deliberations.

Section 3

- **A.** By the March board meeting, the Nominating Committee shall send to the Board of Directors a proposed slate consisting of candidates for each position to be filled.
- **B.** The Board of Directors will approve or modify the slate.
- **C.** The slate of nominations will be disseminated to the members at least ten (10) days prior to the election.
- **D.** Voting on the slate shall take place at an election meeting or through mail or electronic ballot.
- **E.** For general elections, plurality of ballots will determine the outcome.
- **F.** Elections will take place at the annual meeting.

ARTICLE VIII FINANCES

Section 1 The fiscal year shall extend from July 1 through June 30.

Section 2 Annual dues for members shall be set by the Board of Directors. There will be annual dues for all members.

Section 3 Lifetime memberships of the former organization will be honored.

ARTICLE IX MEETINGS

Section 1 General Meetings

There shall be at least one (1) general meeting annually at which all members may have the opportunity to participate in discussion.

Section 2 Special Meetings

Special meetings of the general membership may be called by the Board of Directors or upon written request of at least two (2) members.

Section 3 Executive Committee Meetings

The Executive Committee is made up of the President, Vice Presidents, Immediate Past President, Secretary and Treasurer. The Executive Committee may meet regularly as an advisory partner for the President. It may also meet for the consideration of actionable items between board meetings.

Section 4 Absences

Any Board of Directors member who misses more than twenty-five percent (25%) of regular meetings in a fiscal year shall have their board position status reviewed by the Executive Committee.

ARTICLE X VOTING

Section 1 In-Person Meetings

A. A quorum for a general membership meeting shall be five percent (5%) of the general membership in good standing.

B. A quorum for a Board of Directors meeting is a simple majority.

C. A quorum is required before a vote can be put to the table.

D. Absentee ballots shall be permitted at any in-person meeting, including meetings of the Board of Directors.

E. Proxies shall not be permitted at any in-person meeting, including meetings of the Board of Directors.

F. Simple majority of votes determine the outcome.

Section 2 Mail or Electronic Meeting

Quorum - A quorum for any mail or electronic vote shall be five percent (5%) of the members in good standing.

ARTICLE XI ACTION ON LEGISLATIVE ISSUES

Section 1 Before JWT takes any position on any federal, state, or local legislative issue, the Board of Directors must approve, ensuring the position aligns with the mission statement of JWT.

Section 2 JWT shall not endorse specific candidates.

ARTICLE XII PARLIAMENTARY AUTHORITY

The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern JWT in all cases to which they are applicable.

ARTICLE XIII AMENDMENTS

Section 1 All proposed amendments to these Bylaws must be submitted to the Bylaws Committee.

Section 2 All amendments shall be approved by the Bylaws Committee and sent to the Board of Directors for its recommendations. In the event that the Board of Directors does not concur with proposed amendments as presented by the Bylaws Committee, the Board of Directors may create its own set of proposed amendments. Both sets of proposed amendments will move forward in the process.

Section 3 After the Board of Directors approves amendments, it is the responsibility of the Board of Directors to send these amendments to members no fewer than ten (10) days before voting.

Section 6 Proposed amendments to these Bylaws shall be adopted at a meeting of the general membership or by referendum by a majority vote of those voting.

Section 7 The Bylaws Committee shall be convened at a minimum of every three (3) years to review and amend the Bylaws as deemed necessary.

ARTICLE XIV DISSOLUTION

Assets of JWT are permanently dedicated to its tax-exempt purpose. In the event of dissolution, assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Such assets shall be distributed to one or more organizations that are organized and operated exclusively for purposes consistent with our mission statement and by-laws, and that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. However, any donor restricted funds must be transferred in accordance with donor intent.

Any assets then remaining, after paying or making provisions for the payment of all the liabilities of the Corporation, shall be distributed as set forth in the Articles of Incorporation.

ARTICLE XV INDEMNIFICATION

JEWISH WOMEN TOGETHER, Inc. will provide indemnification insurance against financial loss due to fraud and dishonesty by employees. The organization shall maintain appropriate insurance coverage.