

BYLAWS OF
JEWISH FAMILY & CHILDREN'S SERVICE
A Missouri Not-for-Profit Corporation

ARTICLE I
NAME AND OFFICES

1.1 Name. The Name of the Corporation shall be Jewish Family & Children's Service ("JF&CS"), a public benefit not-for-profit corporation (as defined in Mo. Rev. Stat. 355.881) organized and incorporated under the laws of the State of Missouri, bearing Missouri certificate number NP00004122 (Book 4998, Page 410) and date of incorporation of December 26, 1962.

1.2 Principal Office. The principal office of JF&CS in the State of Missouri shall be located in the County of St. Louis. The corporate address shall be 10950 Schuetz Road, St. Louis, Missouri 63146. JF&CS may have such other offices within or without St. Louis County, as the Board may deem necessary.

1.3 Registered Office and Registered Agent. JF&CS shall continuously maintain in the State of Missouri both a registered office and a registered agent, and the address of the former must be identical to the address of the latter. The registered office of JF&CS, required under the laws of the State of Missouri to be maintained in the State of Missouri, may be, but need not be, identical with the principal office in the State of Missouri. The address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri and as the Board deems necessary. The corporate address shall be 10950 Schuetz Road, St. Louis, Missouri 63146, and the registered agent shall be the current Chief Executive Officer of JF&CS.

ARTICLE II
VISION, MISSION AND RESTRICTIONS

2.1 Mission. Jewish Family & Children's Service shall be guided by its mission statement which shall periodically be defined and adopted by the Board.

2.2 Restrictions. No part of the net earnings or other assets of JF&CS shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of JF&CS, except that JF&CS may pay reasonable compensation for services rendered and may make payment and distributions in furtherance of the not-for-profit purposes stated in the Articles of Incorporation. No substantial part of the activities of JF&CS shall be the carrying on of propaganda or otherwise attempting to influence legislation and JF&CS shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

CORPORATE POWERS

JF&CS has the power to do all things necessary or convenient to carry out its affairs, including, without limitation, power:

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
- (3) To make and amend Bylaws not inconsistent with its articles of incorporation or with the laws of this state, for regulating and managing the affairs of the corporation;
- (4) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (5) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (6) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of, any entity;
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by Mo. Rev. Stat. 355.421;
- (9) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other entity;
- (10) To conduct its activities, locate offices, and exercise the powers granted by Chapter 355 of the Missouri Revised Statutes within or without the State of Missouri;
- (11) To elect or appoint directors, officers, employees, and agents of the corporation, define their duties, and fix their compensation;
- (12) To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for any or all of its current or former directors, officers, employees, and agents;

- (13) To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interests;
- (14) To carry on a business or businesses, either directly or through one or more for-profit or not-for-profit subsidiary corporations; and
- (15) To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation.

ARTICLE IV BOARD OF DIRECTORS

4.1 Management. The affairs of JF&CS shall be managed, overseen and controlled by a self-perpetuating Board of Directors. All corporate powers shall be exercised by or under the authority of the Board.

4.2 Responsibilities. (a) The Board shall be responsible for: determining the Agency's mission, priorities, programs and policies; ensuring the financing of Agency operations which includes fund raising; hiring and evaluating the Executive Director; monitoring and evaluating Agency programs and finances; and promoting Agency programs and purposes. (b) Board members are expected to attend Board meetings and to serve on at least one Board committee. (c) Members of the Board are required to be annual contributors to the United Way of Greater St. Louis, the Jewish Federation of St. Louis and to JF&CS.

4.3 Number of Directors. The Board shall consist of up to thirty (30) persons, but not less than fifteen (15) persons elected by a majority of the Board in the manner specified in Section 4.10 herein. The number of directors may be increased or decreased from time to time by the Board.

4.4 Term of Directors. (a) Members of the Board shall serve for a term of three (3) years or for an unexpired term of less than three years resulting from a vacancy on the Board. Each director shall serve until his or her successors are elected as provided herein. (b) Except as otherwise herein provided, no person shall serve as a member of the Board for more than three consecutive terms or for a total of nine consecutive years whichever is greater.

4.5 Jewish Children's Home. (a) So long as the Jewish Children's Home, Inc. or its successor shall make available to JF&CS the net income from its assets, the acting President of the Jewish Children's Home, Inc. shall have the option to serve as a member of the JF&CS Board. (b) In addition thereto, the Jewish Children's Home, Inc. shall have the right, at its discretion, to designate up to six additional directors to serve on the JF&CS Board, two of those directors to be designated each year. Each year, the Jewish Children's Home, Inc. , at its discretion, shall submit to the JF&CS Nominating Committee a slate of names from which the Nominating Committee shall choose two members for nomination to the JF&CS Board.

4.6 Jewish Children's Home. In the event that the Jewish Children's Home shall fail to designate nominees for directors as provided above, then the JF&CS Nominating Committee shall fill vacancies in the procedure as outlined in Section 4.10.

4.7 Removal of Directors. (a) Any director who accumulates three consecutive absences from scheduled Board meetings, or six total absences, excused or unexcused, from Board meetings within a twelve-month period, may be removed from the Board at the discretion of the President. (b) In order to determine their ability or willingness to continue as a member of the Board, the President of the Board shall have the responsibility to communicate in a timely manner with any non-attending Board member either by telephone or by mail to notify them at such time that he/she has missed two consecutive meetings. (c) For reasons other than attendance, any director may at any time be removed from office by an affirmative vote of at least two-thirds of the entire Board without sufficient reason thereof.

4.8 JF&CS Past Presidents. All living past Presidents of the JF&CS Board shall be ex-officio directors with all rights and privileges of the elected Board.

4.9 Vacancies. In the event of the death, resignation or removal of a director, a successor to fill the unexpired term created by the said vacancy may be appointed by the President in consultation with the Nominating Committee.

4.10 Regular, Special and Annual Meetings. (a) Regular meetings of the Board shall be held every other month with a minimum of four meetings per year at such time and place as may be decided by the Board. (b) The President for good cause may cancel, postpone, adjourn or eliminate any such regular meeting. (c) Special meetings of the Board may be called at any time by the President of his/her own motion, or may be called upon the written request of five members of the Board. (d) JF&CS shall hold an annual meeting of its Board during the months of March, April or May at such place as shall be designated by the Board. (e) The annual meeting shall be held for the purpose of electing officers and directors and transacting such other business as may come before the meeting.

4.11 Notice and Quorum. Written notice of all meetings of the Board shall be sent to the members thereof at least five days in advance of any such meeting. At any meeting of the Board, one-third of the members thereof shall constitute a quorum. The members present may adjourn the meeting until such time as a quorum is obtained.

4.12 Manner of Attendance. At any meeting of the Board, a director need not be physically present, but may participate in the meeting (at said director's expense) through the use of any means of communication such that, at said meeting, all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by these means will be deemed to be present in person at said meeting.

4.13 Manner of Acting. The act of the majority of the directors present at a meeting of the Board at which a quorum is present shall be the act of the Board unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Missouri.

4.14 Compensation of Directors. (a) All members of the Board shall serve voluntarily and without compensation or other material benefits for their service to the Board. (b) Board members may from time to time be reimbursed for expenses incurred for proper performance of

duties as approved by the Board. (c) Such approval by the Board must be given in advance of any expenditure for which any individual seeks reimbursement.

ARTICLE V OFFICERS

5.1 Number and Election. (a) The officers of JF&CS shall be a President, President-Elect, four Vice-Presidents (Agency Services, Financial Development, Human Resources, Strategic Planning) and a Treasurer/Secretary. (b) All officers shall be elected at the annual meeting of the Board by a majority of those Board members present and said officers shall hold office for a term of one year or until their successors shall have been elected and qualified. (c) When a vacancy occurs in an officer position, it shall be filled by the President, in consultation with the Nominating Committee, for the unexpired term. (d) No person shall serve in the same office for more than three consecutive years or serve as an officer for more than a total of six consecutive years.

5.2 President. (a) The President shall be the chief volunteer officer of JF&CS. (b) He/she shall preside at all meetings of the Board and have the power to transact all of the usual, necessary and regular business of JF&CS as may be required. (c) With such prior authorization of the Board as may be required by these Bylaws, he/she shall execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by JF&CS. (d) He/she shall represent the agency in the community, appoint all committees, chair the Executive Committee and serve as an ex-officio member of all other committees with the exception of the Nominating Committee.

5.3 President-Elect. He/she shall be nominated and elected to serve in this role one year prior to assuming the Presidency. In this training role, the President-Elect shall learn about Board committees, their goals and objectives; preside at meetings of the Board in the absence of the President; and overall, assume responsibility for activities to be determined in consultation with the President.

5.4 Vice-Presidents. Each Vice-President shall chair and oversee the committee(s) of their portfolio as detailed in this Section 5.4. The Vice-Presidents shall further perform such other duties incident to the office and as the Board or the President may from time to time determine.

Vice-President Agency Services – shall oversee the monitoring and evaluation of Agency programs and services; review and make recommendations on new program initiatives; prioritize Agency programs; assure coordination and adherence to the Board approved strategic plan in conjunction with the Vice-President Strategic Planning and the Executive Director.

Vice-President Financial Development/Marketing – shall develop fund-raising and marketing policy recommendations; oversee the management and execution of Board approved activities focused on raising donated funds including endowments, major gifts, annual fundraisers, tributes and other similar sources of unearned income; market and promote the Agency and its programs, and serve ex-officio on the Finance Committee.

Vice-President Human Resources – shall oversee the development, review and implementation of Agency personnel policies; and make recommendations on avenues for volunteer involvement in Agency programs and services.

Vice-President Strategic Planning – shall oversee the development of a periodic strategic plan for the Agency and assess progress in executing current strategic plan.

5.5 Treasurer/Secretary. He/she shall serve as the chief volunteer financial officer of JF&CS; oversee preparation of annual budgets and quarterly financial reports; monitor the investment of Agency endowment funds; chair the Finance Committee, serve on the Audit Committee and serve ex-officio on the Financial Development/Marketing Committee. In addition, the Treasurer/Secretary shall oversee the recording of all formal proceedings of the Board; serve as the official custodian of the records of the Agency; review Agency systems for filing and preservation of Board documents and perform other special duties as determined by the President.

5.6 Removal and Resignation. (a) Any officer may be removed, with or without cause, by a two-thirds vote of the entire Board at any meeting of the Board. (b) Any officer may resign at any time by giving written notice to the President or the Treasurer/Secretary. (c) Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI COMMITTEES

6.1 In General. (a) The Board may, by resolution adopted by a majority of the directors in office, establish one or more standing committees, each of which shall consist of four or more directors, and may contain individuals who are not officers or directors, under such terms and with such powers as shall be specified in such resolution. (b) The Chair of all committees, whether standing, advisory or ad hoc, shall be a member of the Board. (c) A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee.

6.2 Appointment of Committee Members. (a) Except for the Executive Committee, or as otherwise provided for in these Bylaws, all members of any committee created by the Board shall be appointed by the President on an annual basis. (b) The President shall designate one Board member to serve as Chair. (c) Any committee member serves at the will of the President, and may be removed and/or replaced at any time. (d) Non-members of the Board may be appointed to any committee at the discretion of the President.

6.3 Notice. Notice of any committee meeting shall be sent to the members thereof at least five days in advance of any such meeting.

6.4 Standing Committees. The Board shall have the following standing committees:

- (a) Agency Services
- (b) Executive Committee
- (c) Finance Committee
- (d) Financial Development/Marketing Committee
- (e) Human Resources Committee
- (f) Nominating Committee
- (g) Strategic Planning Committee

6.5 Nominating Committee. (a) The Nominating Committee shall consist of five persons. The Committee shall meet at least twice annually to select candidates for nomination as directors and to also select candidates for nomination as officers both to be presented at the annual meeting for election by the Board. (b) All candidates for nomination to the Board and/or as officers shall possess skills and experience that are consistent with the mission, priorities and goals expressed in the Agency's strategic plan in effect at that time.

6.6 Executive Committee. (a) The Executive Committee shall consist of the President, President-Elect, Vice-Presidents, Treasurer/Secretary as noted in Article V, Sections 5.2, 5.3, 5.4, and 5.5, plus the Immediate Past President. (b) The Committee shall meet at least four times annually for the purpose of conducting any necessary business that occurs between regularly scheduled meetings of the Board, as well as for monitoring the ongoing work of the Board's committees.

ARTICLE VII CHIEF EXECUTIVE OFFICER

7.1 Employment of Chief Executive Officer. The Board shall employ a Chief Executive Officer to administer, implement and execute Board policies and resolutions, supervise and manage the business affairs of JF&CS, subject to such constraints as the Board may deem appropriate.

7.2 Duties of the Chief Executive Officer. The Chief Executive Officer shall: (a) have full authority and responsibility for the professional and administrative management of JF&CS, (b) be responsible for carrying out the programs, plans and policies as adopted by the Board, (c) be responsible for reporting to the Board on the services performed and such other reports as may be required from time to time, (d) have the responsibility and authority for employment and termination of employment of all staff in accordance with position classification and qualifications that have been approved by the Board and within the budgetary limitations of the Agency, (e) be an ex-officio member of all committees, (f) prepare an annual budget for submission and approval of the Board, and (g) be responsible for the expenditure of funds for the stated purposes and within the limits of the approved budget.

**ARTICLE VIII
CONFLICT OF INTEREST TRANSACTIONS**

8.1 No member of the Board or any of its committees shall hold any direct or indirect financial interests in the assets, leases, business transactions or professional services of JF&CS except as allowed in Section 8.2.

8.2 Exceptions to this policy may be made by the Board pursuant to all of the following requirements: (a) Should any member(s) of the Board or any individual who serves on a committee of the Board be involved in any way, directly or indirectly, in a business or financial transaction pertaining to JF&CS, that person shall make known such involvement to the Board by providing full disclosure of all information relevant to that involvement. (b) Upon notice by the individual of a business or financial transaction pertaining to JF&CS, the Board shall consider such involvement and make an appropriate decision pertaining thereto. (c) The Board or committee member shall not participate in any way with respect to the decision of the Board as to such matters nor shall that person participate in any vote taken with respect to such transactions.

**ARTICLE IX
GENERAL PROVISIONS**

9.1 Contracts, Etc., How Executed. Except as in these Bylaws otherwise provided or restricted, 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 JF&CS, and such authority may be general or confined to specific instances; and unless so authorized, no officer, agent or employee shall have any power or authority to bind JF&CS by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount unless in the ordinary course of business.

9.2 Loans. Unless in the ordinary course of business, no loans shall be contracted on behalf of JF&CS and no negotiable paper shall be issued in its name, unless and except as authorized by the Board in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of JF&CS may effect loans and advances at any time for JF&CS from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of JF&CS, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by JF&CS as security for the payment of any and all loans, advances, indebtedness and liabilities of JF&CS, and to that end may endorse, assign and deliver the same.

9.3 Real Estate. No real estate shall be bought or sold or encumbered except by an affirmative vote of two-thirds of the Board members present at such meetings; notice of such proposed action shall have been given by mail at least ten days prior to the Board meeting.

9.4 Deposits. All funds of JF&CS shall be deposited from time to time to the credit of JF&CS with such banks, bankers, trust companies or other depositories as the Board may select or as may be selected by any officer or officers, agent or agents of JF&CS to whom such power may be delegated from time to time by the Board.

9.5 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of JF&CS, shall be signed by any two of the following: the President, the Treasurer/Secretary, the Chief Executive Officer, the Chief Program Officer, the Chief Financial Officer or such other officer or officers, agent or agents of JF&CS, and in such manner as shall be determined from time to time by the Board in accordance with the provisions of these Bylaws.

9.6 General and Special Bank Accounts. The Board from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

9.7 Special Funds. No funds received from the Jewish Children's Home shall be expended in any way inconsistent with the respective agreements with this organization.

9.8 Books and Records. JF&CS shall keep correct and complete records and recordings of its accounts, transactions and minutes of the proceedings of its Board. The records and recordings of JF&CS may be in written form or in another form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form and maintained at the Agency's principal office.

9.9 Execution of Documents. A person who holds more than one office in JF&CS may not act in more than one capacity to execute, acknowledge or verify an instrument required by law to be executed, acknowledged or verified by more than one officer.

ARTICLE X AMENDMENTS

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the Board present at any regular or special meeting of the Board, provided that ten days previous notice of such proposed amendment or amendments or repeal shall be given in writing to each member of the Board.

ARTICLE XI CORPORATE SEAL

The Board may elect to adopt a corporate seal, which (if one is adopted) shall be in the form of a circle and shall have inscribed thereon the name "Jewish Family & Children's Service" and the words "Corporate Seal" and "Missouri".

ARTICLE XII FISCAL YEAR

The fiscal year of JF&CS shall begin January 1 and end December 31.

ARTICLE XIII INDEMNIFICATION

13.1 Extent of indemnification. (a) Each person who is or was a director or officer of JF&CS, including the heirs, executors, administrators or estate of such person, shall be indemnified by JF&CS to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, (but only to the extent covered by any insurance the Agency may maintain) against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a director or officer of JF&CS. (b) The indemnification provided by the Bylaw provision shall not be exclusive of any other rights to which said person may be entitled under any other Bylaws or agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right that JF&CS may have to make different or further indemnification with respect to the same or different person or classes of persons. (c) The covered person shall cooperate, to the extent required by JF&CS in connection with any indemnification provided. (d) If said covered persons fail or refuse to cooperate with any indemnification, which failure or refusal to cooperate, in the sole and exclusive judgment of the Executive Committee shall not serve the best interests of the Agency or the covered persons, then, in such event, the Agency or the Executive Committee shall have the right to terminate and cancel this provision for indemnification.

13.2 Criminal Matters. This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty.

13.3 Addendum. The above sections of this Article are in addition to any and all protections or immunities set forth in Sections 537.117 and 537.118, Revised Statutes of Missouri (or as amended) as afforded to the Agency or any covered persons.

ARTICLE XIV DISSOLUTION

The affirmative vote of at least two-thirds of the entire Board then in office may dissolve JF&CS. The Board must provide notice pursuant to Section 4.11 of any Board meeting at which such approval is sought, and said notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolution of JF&CS and be accompanied by a summary of the plan of dissolution. Upon approval of the Board, the Board shall file articles of dissolution with the State of Missouri and shall, after paying or making provisions for the payment of all liabilities of JF&CS, dispose of all the assets of JF&CS exclusively for the purposes of JF&CS in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The Board shall supervise the dissolution in a manner consistent with these Bylaws, the Articles of Incorporation and the laws of the State of Missouri.

Adopted this ____ day of _____, 2017

TREASURER/SECRETARY

Revisions: 12/66, 1/70, 2/73, 9/73, 1/75, 1/78, 2/81, 5/84, 1/85, 6/91, 9/07, 2/14