

## Articles of Incorporation

TO THE SECRETARY OF STATE OF THE STATE OF IOWA: The undersigned, acting as incorporator of a corporation under the Iowa Nonprofit Corporation Act of 2024, adopts the following Articles of Incorporation for such corporation:

### Article I - Name

The name of this organization is the **International Jewish Labor Bund**.

For the purposes of compliance with state and federal regulation, the terms “Corporation,” “International Jewish Labor Bund” and “Bund” are used interchangeably in this document.

### Article II - Corporate Existence

The corporate existence of this corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of the State of Iowa and shall continue perpetually thereafter unless dissolved as provided by law.

### Article III - Purpose

The corporation is organized for the purposes of instruction, education, and to improve working conditions for all through the promotion of our core values: *doikayt* (“hereness”), Jewishness, and socialism.

### Article IV - Membership

This is a mutual-benefit non-profit with membership. Standards for membership shall be presented for approval at the first General Meeting.

### Expectation of Privacy

The redistribution of Personally Identifiable Information of any member or any corporate contact or mailing list to any but a specifically authorized member for an official and recorded purpose specifically listing which information was disclosed is strictly prohibited. No Personally Identifiable Information, including any contact or mailing list, may be disclosed to any non-member of the International Jewish Labor Bund without each affected member’s prior written consent.

Only the Board of Directors may authorize a member’s access to any list of members containing Personally Identifiable Information. All such grants must be:

1. Limited in duration;
2. Explicitly stated with the name of the member granted access;
3. Recorded in a log as part of corporate record-keeping, along with the names of the specific members disclosed;
4. Revoked upon expiration of the explicit grant.

## **Article V - Governance**

This organization is governed under the Iowa Revised Nonprofit Corporation Act of 2024, except as expressly defined in these Articles of Incorporation or in Bylaws which have been approved by membership at a General Meeting.

### **Elected Steering Committee**

For the purposes of compliance with state and federal regulation, the terms “Board of Directors,” “Steering Committee” and “Committee” are used interchangeably in this document. An initial Board of Directors will be appointed within thirty days of the filing of these Articles.

The threshold for majority vote in the Steering Committee shall be the nearest whole number above 50% of the number of Directors. If there are an even number of Directors, the threshold for majority shall comprise an odd number.

### **Annual General Meeting**

An annual General Meeting must be held at which an Elected Steering Committee must be elected by membership in accordance with Chapter VII of the Iowa Revised Nonprofit Corporation Act of 2024.

The first annual General Meeting, held in accordance with section 504.701 of the Iowa Revised Nonprofit Corporation Act shall occur in the calendar year of 2024. There may be any number of General Meetings per year, which may be held remotely as provided for in the Iowa Revised Nonprofit Corporation Act (504.702, 504.702A).

### **Officers**

The Steering Committee must appoint a President, Secretary, and Treasurer at every General Meeting. The responsibilities and regulations of these or any other offices the Steering Committee sees fit to appoint or delegate shall be defined and approved by the nearest whole number above 50% of the number of the members of the Steering Committee.

### **Bylaws**

Amendment of the Bylaws shall be restricted to motions which have been presented to membership by the Steering Committee and passed with a majority at a General Meeting, carried out in accordance with the Iowa Revised Nonprofit Corporation Act of 2024. The Steering Committee may set a threshold for victory as high as the winning proportion needed for their own majority threshold for all votes at any General Meeting.

### **Articles of Incorporation**

Any changes to these Articles of Incorporation shall require the approval of three-fourths of the Steering Committee. The same applies to the Dissolution of the Corporation.

## **Article VI - No Private Inurement**

No part of the net earnings shall inure to the benefit of any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).

## **Article VII - Dissolution Provisions**

Upon the dissolution of the corporation by unanimous decision of the Steering committee, they shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the remaining assets of the corporation exclusively for the purposes of the corporation set forth in the Iowa Nonprofit Law, with the proviso that any property donated at the inception of the corporation by the incorporator(s) listed in this document shall be returned to said incorporator.

## **Article VIII - Indemnity**

The Steering Committee must ensure the legal protection of all members against liability for any authorized actions of the International Jewish Labor Bund, and must purchase insurance against such liability.

### **Liability of Directors and Officers**

Directors, officers, and members of the corporation shall be indemnified for any liability for any action taken, or any failure to take any action, except liability for any of the following:

1. Receipt of a financial benefit to which the person is not entitled.
2. Intentional infliction of harm on the corporation or its members.
3. A violation of section Subchapter VIII of the Iowa Revised Nonprofit Corporation Act of 2024.
4. Intentional violation of criminal law.

A provision set forth in the articles of incorporation pursuant to this paragraph shall not eliminate or limit the liability of a director for an act or omission that occurs prior to the date when the provision becomes effective.

### **Liability of Members and Volunteers**

Consistent with the Iowa Revised Nonprofit Corporation Act of 2024, the private property of the directors, officers, employees and members of the corporation shall be exempt from all debts, obligations and liabilities of the corporation of any kind whatsoever and directors, officers, members and other volunteers of this corporation shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

If Iowa law is hereafter changed to mandate or permit further elimination or limitation of the liability of the corporation's directors, officers, employees, members and volunteers, then the liability of the corporation's directors, officers, employees, members and volunteers shall be eliminated or limited to the full extent them permitted.

**Article IX - Incorporators**

Signed,

---

D. J. Waletzky

1080 Bergen Street #286 Brooklyn, NY 11216