

NATIONAL COUNCIL OF JEWISH WOMEN
SECTION, INC.

SUGGESTED

SECTION

BYLAWS

Revised 2011

NATIONAL COUNCIL OF JEWISH WOMEN, INC.

(Revised, 2011)

HOW TO REVIEW YOUR SECTION'S BYLAWS

Definition of Bylaws*

Bylaws are the set of rules adopted by an organization defining its structure and governing its functions.

Policies and Procedures are a guide of the daily operations of the organization.

**from The Standard Code of Parliamentary Procedure by Alice Sturgis*

A section's bylaws should facilitate the functioning of the section, while preserving the rights of individual members.

References Needed

The most recent versions of:

- 1) Section Bylaws and Policies and Procedures
- 2) "Suggested Section Bylaws" from NCJW, Inc.
- 3) "Suggested Section Policies and Procedures" from NCJW, Inc.
- 4) NCJW, Inc. Bylaws and NCJW, Inc. Policies and Procedures. Both are updated immediately following an NCJW National Convention.
- 5) The Standard Code of Parliamentary Procedure by Alice Sturgis

Review Purpose

A review of your section's bylaws is necessary to:

- Ensure consistency with the **NCJW, Inc. Bylaws and Policies and Procedures**, and
- Decide whether the bylaws still reflect section practices or need to be changed. Bylaws should reflect the actual current operations of the section, not its goals.

What to Look For

Compare the section's current bylaws with the NCJW, Inc **Suggested Section Bylaws**. There may be valid reasons for differences, but the **Suggested Section Bylaws** offer a good baseline for your review. Bylaws should include the following major topics or articles. (There may be differences in the order and numbering, or topics may be combined.)

- I. Name
- II. Purpose
- III. Organizational Structure
- IV. Membership
- V. Finances
- VI. Governance
- VII. Officers and Their Election (only if you have officers)
- VIII. Duties of Officers (only if you have officers)
- IX. Board of Directors (only if you have a board of directors)
- X. Executive Committee (only if you have an executive committee)
- XI. Committees
- XII. Nominations and Elections
- XIII. Meetings
- XIV. Voting
- XV. Action on Legislative Issues
- XVI. Representation at National Voting Meetings
- XVII. Parliamentary Authority
- XVIII. Amendments
- XIX. Dissolution
- XX. Indemnification

INFORMATION ABOUT SUGGESTED SECTION BYLAWS

1. Each section frames its own bylaws, which must be consistent with the NCJW, Inc. Bylaws, NCJW, Inc. Policies and Procedures, and all other official NCJW, Inc. documents.
2. Amendments to section bylaws must be approved by the NCJW, Inc. Committee on Bylaws, Policies and Procedures before being voted on by the section membership. **Please allow at least six weeks for review and response by the NCJW, Inc. Committee on Bylaws, Policies and Procedures.**
3. The section should review its bylaws at least every three years, and a copy should be sent to the New York office after final approval by the section membership.
4. In order for a section to be covered under the NCJW, Inc. 501(c)3 tax exemption, the section's Federal Employer Identification number must be on file at the NCJW office.

It is incumbent upon the section to be in accordance with, and remain up to date about its state laws. It is also critical to ensure that the section file all forms as required by both federal and state government.
5. Some sections have leadership structures that differ from those described in the **Suggested Section Bylaws**. An alternate leadership structure is considered appropriate if it best serves your section. It is important to note that no matter what type of leadership structure the section adopts, the governing body has fiduciary and legal responsibility for the section. This packet provides you with two versions of

Suggested Section Bylaws, one for a section with a traditional leadership structure and the other for a section that has an alternative leadership team. You can use either of these versions as a model, or create a “hybrid” version. The goal is to create a set of bylaws that reflect how the section will be run without having to modify it every time you change job titles or responsibilities.

6. The words “chairman,” “chairwoman,” “chairperson,” or “chair” may be used at the section’s discretion but should be consistently used throughout the document. NCJW, Inc. documents use “chair.”
7. Because there are so many variations in the area of insurance, the article about indemnification has been significantly modified. Each section must evaluate its current insurance coverage to determine what is reasonable to include in its bylaws regarding indemnification. Professional assistance in determining what is best for the section is advised.
8. Note that some items that may have been included in bylaws in the past have been moved to policies in alignment with the new format for NCJW, Inc. bylaws adopted at NCJW’s 44th National Convention (2008). Bylaws should be broad and enabling, and allow the governing body to take action as needed to perform the work of the section. Policies and procedures should detail the workings of the section.
9. The following chart gives some concrete examples of the differences between bylaws and policies and procedures:

BYLAWS

- * General structure
- * Require a vote by the membership to be amended
- * Not part of policies document
- * General and enabling

* **Example:** Treasurer
The treasurer is the official custodian of the funds of the Section.

The treasurer shall serve as the chair of the finance committee.

* **Example:** Dues
The annual dues for NCJW ___ Section, Inc. members shall be set by the board of directors of the Section.

* **Example:** Committees
The board of directors shall establish such standing committees as are necessary to carry out the work of the organization.

POLICIES and PROCEDURES

- * Specific operations
- * Require a vote by the board/ governing body to be amended
- * Not part of bylaws document
- * Specific and definite

* **Example:** Treasurer
The treasurer shall cause the books to be audited, present the annual financial audit to the board and recommend policy changes pursuant to the audit results.

The treasurer shall ensure board involvement in the setting of financial policies and procedures.

* **Example:** Dues
The annual dues for NCJW ___ Section, Inc. members shall be \$36.

* **Example:** Committees
The standing committees of the NCJW ___ Section shall be
A) name and describe
B) name and describe, etc.

PLEASE NOTE: The footnotes to these “**Suggested Section Bylaws**” provide a rationale. You should not incorporate the footnotes in the text of your bylaws and footnotes should not be included in the final document.

SUGGESTED SECTION BYLAWS

BYLAWS OF THE NATIONAL COUNCIL OF JEWISH WOMEN _____ SECTION, INC.

**(ORGANIZED AND INCORPORATED UNDER THE LAWS OF
THE STATE OF _____
(M, Y)**

ARTICLE I NAME

This organization shall be called the **NATIONAL COUNCIL OF JEWISH WOMEN _____ SECTION, INC.**, hereinafter referred to in these bylaws as 'the Section.'

ARTICLE II PURPOSE

The National Council of Jewish Women (NCJW) _____ Section, Inc. is a grassroots organization of volunteers and advocates who turn progressive ideals into action. Inspired by Jewish values, NCJW strives for social justice by improving the quality of life for women, children and families and by safeguarding individual rights and freedoms.¹

ARTICLE III ORGANIZATIONAL STRUCTURE

Section 1 The Section shall be governed by the Certificate of Incorporation, and the Bylaws, Policies and Procedures of the National Council of Jewish Women, Inc. (NCJW, Inc.).

Section 2 The Section shall be governed by its own Articles of Incorporation, in compliance with the requirements of its individual state, and shall adopt its own bylaws as approved by the NCJW, Inc. Committee on Bylaws, Policies and Procedures.

Section 3 The Section may establish subsidiary groups² that shall be governed by the Section bylaws. Such groups may have rules of procedure, and these shall be consistent with the section bylaws and those of NCJW, Inc.

ARTICLE IV MEMBERSHIP

Section 1 Any person who supports the purpose of this organization shall be eligible to become a member of the National Council of Jewish Women _____ Section, Inc.

Section 2 Any member may choose to be an annual member or a life member.

¹ This Purpose (NCJW's Mission Statement as approved by the delegate body at NCJW's 44th National Convention) is taken directly from the NCJW, Inc. Bylaws as required by not-for-profit law. Sections may not change it.

² Subsidiary groups may include branches, divisions, or special interest groups.

Section 3 Any life member, or member whose dues are paid for the fiscal year, shall be considered a member in good standing.

Section 4 Any member who fails to pay dues for the immediate past fiscal year within six (6) months after its close shall no longer be a member in good standing, provided official notice of this provision has been given.

ARTICLE V FINANCES

Section 1 The fiscal year of the Section and all its subsidiary groups shall extend from July 1 through June 30.

Section 2 The Section shall remit its program support assignment according to the schedule designated by NCJW, Inc.

Section 3 Annual dues for Section members shall be set by the Section Board of Directors, and be no less than the minimum amount set by the NCJW, Inc. Board of Directors.³

Section 4 Per Capita Dues

A. Per capita dues are established by NCJW, Inc.

B. When dues are paid by a member, the amount of such monies equal to the per capita dues for the year in which the dues are paid, are funds of NCJW, Inc. The Section serves as the transmittal agent for such monies.

C. Except for life members, the Section shall pay per capita dues for all categories of membership to the treasury of NCJW, Inc.

Section 5 The total life membership dues paid to the Section shall be remitted to NCJW, Inc.⁴

Section 6 Section financial contributions other than to NCJW, Inc. shall be in compliance with NCJW, Inc. Policies and Procedures.⁵

ARTICLE VI GOVERNANCE

Section 1 The Section governing body shall consist of those members who are elected to serve as leadership of the Section, as well as members who are appointed to chair specific committees or other assignments.

Section 2 The governing body shall have power and authority over the affairs of the Section, except during voting meetings.

Section 3 The governing body shall have general supervision of the work of the Section. The responsibilities shall include, but are not limited to, the following:

³ NCJW, Inc. Policies and Procedures require minimum annual dues of \$35. Sections may offer special section memberships at a reduced rate. If you have these special memberships, include them in this section of the bylaws.

⁴ NCJW, Inc. Policies and Procedures require a payment of \$350 to NCJW, Inc.

⁵ NCJW, Inc. Policies and Procedures limit the amount of financial contribution to \$100.

- A.** Formulating and actively supporting Section objectives, policies and programs consistent with the programs and purposes of NCJW, Inc., and interpreting these programs to the membership and community.
- B.** Establishing and maintaining the legal-non-profit corporate status of the Section consistent with the laws of the State of _____, including filing annual forms with the State.
- C.** Establishing and maintaining legal non-profit corporate status of the Section consistent with the United States Internal Revenue Service regulations, including filing of all annual forms.⁶
- D.** Raising sufficient funds for the work of the Section and meeting the Section's obligations to NCJW, Inc.
- E.** Approving and monitoring the Section budget.
- F.** Maintaining fiduciary responsibility for all Section funds.
- G.** Establishing such committees as are necessary to carry out the work of the Section.
- H.** Conducting periodic evaluations of the work of the Section with a view to improving Section programs and operations.
- I.** Maintaining effective operation of the Section, including staffing, when appropriate.

ARTICLE VII OFFICERS AND THEIR ELECTION

Section 1 The elected officers of the Section shall be a president, vice president(s), treasurer, financial secretary, corresponding secretary, and recording secretary, and such other officers as the board of directors may designate.⁷

Section 2 An office may be shared by two (2) or more persons.

- Section 3**
- A.** The officers shall serve for terms of _____ year(s) or until their successors are installed.
 - B.** Officers shall not hold the same office for more than _____ consecutive terms with the exception of the vice presidents, who may serve for _____ additional terms, provided they are rotated in their areas of responsibility.

Section 4 After a lapse of one (1) term a person may again become a candidate for an office previously held.

⁶ This would include current IRS form 990 or 990-EZ, whichever is the required one for the Section income level.

⁷ Sections may not have all of these officers. However, any officers should be listed in this section. Sections that expect to move duties around, depending upon the individuals involved, should write bylaws that reflect its need for flexibility. For example, if one person does the jobs of financial, corresponding, and recording secretaries, the position can be called "secretary". (Help is also available from NCJW, Inc.). Any additional officers that sections may have Must be incorporated into the bylaws.

ARTICLE VIII DUTIES OF OFFICERS

Section 1 Shared Offices

If more than one person holds an office at a given time, the division of duties shall be determined by those sharing the office.

Section 2 President

- A.** It shall be the duty of the president to preside at meetings of the Section, of the board of directors, and of the executive committee.
- B.** The president may designate a vice president or other officer to assume the duties of the president in the event the president is unavailable.
- C.** The president, or the designee, shall co-sign checks with the treasurer.
- D.** The president shall sign all contracts, agreements, and legal documents.
- E.** The president shall be the official spokeswoman for and representative of the Section.
- F.** The president shall be an *ex-officio* member of all committees, with the exception of the nominating committee.

Section 3 Vice Presidents

It shall be the duty of each vice president to assist the president and to supervise the chairs and coordinate the activities of the committees within her area of responsibility.

Section 4 Treasurer

- A.** The treasurer is the official custodian of the funds of the Section.
- B.** The treasurer shall be responsible for assuring that all required state and federal tax and other fiscal documents are prepared and filed in a timely manner, with copies sent promptly to NCJW, Inc.⁸

Section 5 Financial Secretary

It shall be the duty of the financial secretary to ensure that membership billing and records are properly executed and maintained.

Section 6 Recording Secretary

It shall be the duty of the recording secretary to ensure that a record of the proceedings of the meetings of the membership, the board of directors, and the executive committee is maintained.

⁸

It is advisable that each Section obtain professional accounting assistance to prepare the annual audit and to assure timely filing of accurate financial reports as required by the federal government and by state and/or local governments.

Section 7 Corresponding Secretary

It shall be the duty of the corresponding secretary to conduct the correspondence of the Section as directed by the president or board of directors.

ARTICLE IX BOARD OF DIRECTORS

Section 1 Composition

- A.** The Section Board of Directors shall consist of the elected officers, _____ elected directors, any appointed directors⁹, and the immediate past section president.
- B.** Section members who are NCJW, Inc. officers, board members, honorary officers, honorary board members, commissioners, and chairs or vice chairs of the State Public Affairs (SPA) Committee shall be members of the board of directors, with voice but without vote.¹⁰

Section 2 No section employee may serve on the board of directors.

Section 3 Term of Office

- A.** Elected directors shall serve for a term of _____ years, or until a successor is installed.
- B.** A director may be elected for one (1) additional term. Thereafter, an elected director shall not again be eligible for election to the board of directors until one (1) term has elapsed.¹¹

Section 4 Quorum

To conduct business, _____ percent of the voting members of the board of directors shall constitute a quorum.¹²

Section 5 Board Meetings

- A.** The board of directors shall hold no fewer than four (4) meetings annually.¹³

⁹ It is more appropriate to have more elected than appointed directors.

¹⁰ Former section presidents may also be advisory members of the section board without vote. Some sections have NCJW, Inc. representatives serve with vote.

¹¹ Having longer terms for elected directors than appointed directors will increase the stability of the board. Note that the second sentence of this section is applicable only if the elected section directors serve terms of two (2) years or more. Sections whose elected directors have one (1) year terms should omit the sentence.

¹² While best practices would suggest 50 percent, this high percentage could place an undo burden on the section board’s ability to transact business, so we recommend you set the percentage based on section’s experience, with a goal of between 25 and 50 percent.

¹³ To preserve their flexibility, sections are urged to use the “no fewer than...” language, rather than requiring a specific number of board meetings.

- B.** Meetings shall not be held on Jewish holidays.¹⁴
- C.** Special meetings shall be held at the call of the president or upon the written request of five (5) voting members of the board.¹⁵

Section 6 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 7 Vacancy

- A.** A vacancy occurring in any elected position shall be filled by the board of directors at a regular or special meeting.
- B.** The person so selected shall serve until the end of the term of the predecessor.
- C.** 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.

Section 8 An individual may be removed from her position by action of the board of directors if she fails to fulfill all of the duties and responsibilities as specified in the Section bylaws and policies and procedures.

ARTICLE X EXECUTIVE COMMITTEE¹⁶

Section 1 The executive committee shall consist of the elected officers of the Section and the immediate past president(s).¹⁷

Section 2 The executive committee shall have power to act for the board of directors, except as otherwise specifically provided for in these bylaws and in the policies and procedures.

Section 3 The executive committee shall not reverse any action taken by the board or the membership at a voting meeting.

Section 4 The executive committee may meet for the consideration of urgent business between board meetings either in person or via telephone or electronic means.

Section 5 The executive committee shall meet at the call of the president or at the request of three (3) of its members.

¹⁴ Jewish holidays observed by NCJW, Inc. include:

Rosh Hashanah – 1 st & 2 nd days	Simchat Torah
Yom Kippur – 1 day	Pesach – 1 st , 2 nd , 7 th and 8 th days
Succoth – 1 st & 2 nd days	Shavu'ot– 1 st & 2 nd days
Shemini Atzeret	

¹⁵ It should not require a large number of board members to call a meeting. Sections with boards of fewer than twenty (20) members should reduce this number so that a maximum of one-fourth (1/4) of the board members is required.

¹⁶ If your section does not have an executive committee, you may eliminate this Article.

¹⁷ Sections may determine whether the past president(s) shall serve on the executive committee and whether she is a voting member or advisory member of the committee.

Section 6 In order to transact business, a majority of the voting members of the executive committee shall be present.

Section 7 All action taken by the executive committee shall be reported to the board of directors at its next meeting.¹⁸

ARTICLE XI COMMITTEES

Committees shall be known as standing committees and special committees and shall function subject to the authority of the board of directors.

Section 1 Standing committees shall include such committees as the board of directors may establish to carry out the ongoing work of the Section and the national program.¹⁹

Section 2 The chairs of the standing committees (except in the case of the nominating committee) shall be appointed by the president.²⁰

Section 3 The president shall appoint the chair of special committees established by the board.²¹

ARTICLE XII NOMINATIONS AND ELECTIONS

Section 1 A. There shall be a nominating committee composed of _____ members selected from both board members and general section members.²²

B. The chair of the previous nominating committee shall serve with voice but no vote. If the prior chair cannot serve, the president may appoint another member of the previous committee to serve.²³

Section 2 The chair or other representative of the previous nominating committee shall convene the new nominating committee no fewer than two (2) months prior to the election. The nominating committee shall elect its own chair.

Section 3 The nominating committee shall request nominations for open positions from the general membership prior to beginning its deliberations.

¹⁸ Care should be taken to circumscribe the responsibilities of the executive committee in order to permit it to function as needed while assuring that it cannot usurp the functions of the full board of directors. The executive committee may meet via telephone as described in Article IX, Section 6.

¹⁹ Examples of standing committees that may be established are nominating, finance, membership, public affairs, and community service.

²⁰ In selecting chairs, preference should be give to the elected members of the board.

²¹ Examples of special committees that may be established are events, individual fundraisers, programs, strategic planning, and bylaws.

²² In selecting chairs, preference should be given to the elected members of the board. This should be an uneven number and no less than five (5) members.

²³ A section may have a larger or smaller nominating committee; however the number of members from the general membership should be greater than the number from the board in the interest of democracy. The section should also consider providing for the election of alternates from each group of members on the nominating committee.

- Section 4**
- A.** At least three (3) weeks prior to the election, the nominating committee shall send to the Section membership a slate consisting of one (1) candidate or co-candidates²⁴ for each position to be filled.
 - B.** Additional nominations from the membership may be accepted for ten (10) days after the slate has been disseminated.
 - C.** Voting on this slate will take place at an election meeting or through mail or electronic ballot.

ARTICLE XIII MEETINGS

Section 1 General Meetings
 There shall be at least ____ (insert number) general meetings annually,²⁵ at which all members may have the opportunity to participate in Section discussion.

Section 2 Special Meetings
 Special meetings may be called by the president or the board of directors or upon written request of ____ (insert number) Section members.

ARTICLE XIV VOTING

Section 1 In-Person Meetings

- A.** Proxies and/or absentee ballots shall not be permitted at any in-person meeting, including meetings of the board of directors and of the executive committee.²⁶
- B. QUORUM**
 A quorum for any meeting at which voting will take place shall be ____ (insert number percent) of the paid-up members.²⁷

Section 2 Mail or Electronic Meeting

- A. QUORUM**
 A quorum for any mail or electronic vote shall be ____ (insert number percent) of the paid-up members.²⁸

²⁴ “Co-” means two (2) or more.

²⁵ This number should be at least one (1), but may be greater.

²⁶ Under laws in some states, proxies and absentee ballots are automatically permitted unless specifically prohibited by the organization.

²⁷ This is an important decision, because no official action can be taken until a quorum is present. A high quorum requirement, though it helps ensure broad participation in decisions, may pose problems unless a large number of members regularly attend meetings. For most sections, 10 or 20 percent of the members is about right. For very small sections, 50 percent may be appropriate. The section should check its Articles of Incorporation and state laws, which may be applicable.

²⁸ You may want to have a different number percentage for a mail or electronic vote since more people will have access to this vote than at an in-person meeting where only those present can vote.

ARTICLE XV ACTION ON LEGISLATIVE ISSUES

- Section 1** The Section may only endorse or oppose national, state, or local public issues that are within the framework of the NCJW, Inc. Resolutions.
- Section 2** Before the Section takes any position on federal, state, or local legislative issues, the approval of the board of directors must be obtained.
- Section 3** The Section may not take a position contrary to that of NCJW, Inc.²⁹ If the Section disagrees with a position taken by the national organization, it will remain silent and not actively support or oppose that position.

ARTICLE XVI REPRESENTATION AT NCJW, INC. VOTING MEETINGS

The board of directors shall elect delegates and alternates to NCJW, Inc. voting meetings.³⁰ Section employees may not represent the Section as delegates or alternates at NCJW, Inc. voting meetings.

ARTICLE XVII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of **Standard Code of Parliamentary Procedure** by Alice Sturgis shall govern the Section in all cases to which they are applicable, and in which they are consistent with these bylaws and those of NCJW, Inc.

ARTICLE XVIII AMENDMENTS

- Section 1** All proposed amendments to these bylaws must be submitted to the Section Bylaws Committee.
- Section 2** All amendments shall be approved by the Section Bylaws Committee and sent to the board of directors for its recommendations. In the event that the board does not concur with the proposed amendments as presented by the bylaws committee, the board may create its own set of proposed amendments. Both sets of proposed amendments will move forward in the process.³¹
- Section 3** The proposed amendments and any other board recommendations shall be sent to the NCJW, Inc. Committee on Bylaws, Policies and Procedures for approval.³²
- Section 4** If the Section sends two (2) proposed amendments for the same article to the national committee, and the NCJW, Inc. Committee on Bylaws, Policies and Procedures has no preference, both proposals go back to the Section membership for a vote.

²⁹ See **NCJW, Inc. Policies and Procedures II, A. 4**. Sections should carefully read this portion of **NCJW, Inc. Policies and Procedures** before contemplating any action on public affairs issues.

³⁰ A section is entitled to be represented at all voting meetings of NCJW, Inc. by delegates apportioned according to its paid-up membership, as recorded by NCJW, Inc. at the close of the previous fiscal year.

³¹ The board of directors should have an opportunity to review proposed changes in section bylaws. However, members need to be able to consider changes, even in instance when the board may be opposed.

³² Any proposed amendment must be consistent with NCJW, Inc. Bylaws and Policies and Procedures.

Section 5 After the approved amendments have been returned to the Section by the national committee, it is the responsibility of the Section board to send these amendments to Section 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 of the Section or by referendum by a majority vote of those voting.

ARTICLE XIX DISSOLUTION

Assets of National Council of Jewish Women ____ Section, Inc. are permanently dedicated to its tax-exempt purpose. In the event of dissolution, assets shall be inventoried and allocated according to the priorities and procedures outlined in Article II, Section E of the **NCJW, Inc. Policies and Procedures.**

ARTICLE XX INDEMNIFICATION

NCJW ____ Section, Inc. is indemnified by NCJW, Inc. against financial loss due to fraud and dishonesty by Section leaders, treasurers, and employees. The Section shall maintain appropriate insurance coverage.³³

³³

There are numerous other types of insurance that a section can carry. Each section should check its local and state requirements for the need for Directors & Officers Insurance, General Liability Insurance, All Risk Property Insurance, Workers' Compensation, or Commercial Umbrella Insurance. Special Events insurance is offered by NCJW, Inc. and may be purchased on per event basis.