

NATIONAL COUNCIL OF JEWISH WOMEN

BYLAWS

2020-2023 Triennium

Draft – April 2020

DRAFT

**BYLAWS OF THE
NATIONAL COUNCIL OF JEWISH WOMEN, INC.
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**BYLAWS OF THE
NATIONAL COUNCIL OF JEWISH WOMEN, INC.
ORGANIZED 1893
AND INCORPORATED UNDER THE LAWS OF THE
STATE OF NEW YORK, MARCH 17, 1909;
HANNAH G. SOLOMON, FOUNDER**

**ARTICLE I
NAME**

The name of this organization shall be the NATIONAL COUNCIL OF JEWISH WOMEN, INC., hereinafter referred to in these Bylaws, as NCJW, Inc.

**ARTICLE II
MISSION**

The National Council of Jewish Women (NCJW) 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.

**ARTICLE III
ORGANIZATIONAL STRUCTURE**

Section 1 Authority to Establish

To achieve its Mission, NCJW, Inc. may establish Constituent Groups, which may include, but are not limited to Sections.

NCJW, Inc. shall charter Sections in communities of the United States, which have fulfilled criteria established by the NCJW, Inc. Board of Directors.

- A. A Section shall adopt and maintain as its name National Council of Jewish Women _____ Section, and upon incorporation such name shall have “Inc.” if any such designation is required by state law*.
- B. A Section shall have its own Articles of Incorporation and Bylaws in compliance with the requirements of its state; provided that, except as required otherwise by law, the foregoing shall at all times be in the form and have content only as approved by NCJW, Inc. and subject to NCJW, Inc.’s Certificate of Incorporation, Bylaws, and Policies and Procedures.*
- C. Subject to the foregoing, a Section’s structure, operations, and conduct shall be governed by NCJW, Inc.’s Certificate of Incorporation, Bylaws, and Policies and Procedures.*
- D. A Section may establish Subsidiary Groups.

Section 2 Other Constituent Groups

- A. Unincorporated Constituent Groups of NCJW, Inc. shall be known as National Council of Jewish Women, (NCJW), Inc. _____ Group.

- B. Each such Unincorporated Constituent Group shall abide and be governed by the NCJW, Inc. Certificate of Incorporation, Bylaws, and Policies and Procedures.
- C. Each such Unincorporated Constituent Group shall also be governed by a specific letter of agreement with NCJW, Inc. that sets forth the terms and conditions of its operation.

**ARTICLE IV
AFFILIATION**

- Section 1 Any person who supports the Mission of the organization shall be eligible to become an NCJW, Inc. advocate.
- Section 2 Any NCJW, Inc. advocate may choose to affiliate with an NCJW Section based on that Section’s rules, or other Constituent Group or may choose to remain only affiliated with NCJW, Inc. All are considered an NCJW Advocate. No affiliation with a Section or other Constituent Group is a requirement for NCJW Advocate status.
- Section 3 Any life Member, whether affiliated with NCJW, Inc., or an NCJW Section, whose dues were paid in full as of June 30, 2018, shall continue to be a Member in good standing “or advocate” for the duration of that person’s lifetime.
- Section 4 Any person who is a Member, affiliate, or advocate of an NCJW Section shall be considered an NCJW, Inc. Advocate.

**ARTICLE V
FINANCES**

- Section 1 Fiscal Year
 - The Fiscal Year of NCJW, Inc. and all its Constituent Groups shall extend from July 1 through June 30.
- Section 2 National Partnership Dues
 - Sections shall remit current assigned National Partnership Dues according to the schedule designated by NCJW, Inc.
- Section 3 Section and Other Constituent Group Membership Dues
 - A. The Board of Directors of NCJW, Inc. shall recommend the minimum annual dues for all Members of NCJW, Inc. Sections and other Constituent Groups.
 - B. Sections may offer annual Section memberships at a reduced rate.
- Section 4 Section Contributions
 - NCJW, Inc. Sections in Good Standing may make financial contributions up to \$500, provided the recipients of such contributions are in compliance with NCJW’s Mission. Contributions required for a Section’s active participation in community service projects are not covered by this bylaw. NCJW Sections in Good Standing may seek approval for

donations in excess of \$500 from the NCJW, Inc. Finance Committee. The NCJW, Inc. Finance Committee will review any such requests in accordance with guidelines set forth in the NCJW, Inc. Policies and Procedures. Any Section contemplating closure or restructuring may not make gifts in any amount at any time.

Section 5 Audit

The Audit Committee shall review the auditor relationship at least once* per year.

**ARTICLE VI
GOVERNANCE**

Section 1 Power and Authority of the NCJW, Inc. Board of Directors

- A. The Board of Directors shall have power and authority over the affairs of NCJW, Inc. except during National Voting Meetings.
- B. The Board of Directors shall formulate the Policies and Procedures of NCJW, Inc.
- C. The Board of Directors shall engage a chief executive under such terms, as it may deem appropriate. The chief executive shall be held accountable and responsible to the Board of Directors and the Executive Committee within the framework of the NCJW, Inc. Bylaws and Policies and Procedures.
- D. Resolutions are based on Priorities, which are derived from the NCJW, Inc. Mission. Any changes to the Mission, the National Resolutions, or the Priorities shall be voted on at a National Voting Meeting or via Referendum.
- E. The Board of Directors shall establish such committees as are necessary to carry out the work of the organization. The committees shall be responsible to the Board of Directors or to the Executive Committee when the Board is not in session.

Section 2 Duties and Responsibilities

- A. Meetings of the Board of Directors
 - 1. A Meeting of the Board of Directors shall be called by the president of NCJW, Inc. immediately following the close of the National Voting Meeting, for the purpose of carrying out mandated and other required business. Thereafter, at least one in person Meeting of the Board of Directors shall be held annually, the time and place of which shall be at the discretion of the president. The president, vice president, secretary, or any assistant secretary shall give notice (in accord with Article XIX, Section 2 of these Bylaws) of the place, day and hour of such Meeting to each Director at least thirty (30) days prior to the first day of the Meeting.*
 - 2. Special Meetings of the Board of Directors may be held at the notification of the president, or shall be called by the president at the request of the Executive Committee or of five (5) members of the Board of Directors. The president, vice president, secretary, or any assistant secretary shall give notice

(in accord with Article XIX, Section 2 of these Bylaws) of the place, day, and hour of every special Meeting of the Board to each Director. Notice shall be given at least [twenty-four] hours prior thereto if by personal service, email, facsimile, mailgram or by telephone, or at least [three] days prior thereto if by mail, to the address, email address, telephone number, fax number, or other contact information as relevant, as shown by the records of NCJW, Inc. Notice of a Meeting need not be given to any Director who submits a waiver of notice (in accord with Article XIX, Section 2 of these Bylaws) whether before or after the Meeting, or who attends the Meeting without protesting, prior thereto or at its commencement, the lack of notice to them. *

3. A majority of the voting members of the Entire Board (as defined herein) shall constitute a quorum. *

B. Action without a Meeting. Any action required by these Bylaws or by any statute or other law to which NCJW, Inc. is subject, to be taken at a Meeting of the Board or by any committee thereof, or any action which may be taken at such a Meeting, may be taken without a Meeting if all members of the Board or the committee, as the case may be, consent in writing (in accord with Article XIX, Section 2 of these By-Laws) to the adoption of a Referendum authorizing the action. The Referendum and the written consent thereto, submitted by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. *

C. NCJW, Inc. Budget

1. The NCJW, Inc. Board of Directors shall approve an annual budget for NCJW Inc., a copy of which shall be sent to Sections within 30 days of the initial budget approval.

2. In a National Voting Meeting year, NCJW, Inc. shall submit a report of NCJW's current finances for comment to the delegate body at least 30 days prior to the National Voting Meeting.

D. Alternate Signatories

In addition to the president and treasurer, at the post-National Voting Board Meeting, following installation of the Board, the Board of Directors shall designate alternate signatories from among the other Officers, senior staff, and past treasurers.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section I Officers

A. The elected Officers of NCJW, Inc. shall be a president, three (3) vice-presidents, treasurer, assistant treasurer, secretary and such other Officers as the Board of Directors may designate. 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.

No current employee of NCJW may serve as president. *

- B. At the National Voting Meeting, Officers shall be elected to serve for a term of three (3) Fiscal Years or until their successors are elected. Officers shall assume office on the first day of the Fiscal Year following their installation. They shall serve as Officers elect during the time period between installation and assumption of office.
- C. Presidents may serve for one (1) term only and then serve as immediate past president. A vice-president or secretary may be elected for no more than two (2) consecutive terms in their respective offices. The treasurer and assistant treasurer may be elected for no more than one (1) term in their respective offices.
- D. In order to be eligible to be nominated for president, a candidate shall have served as a voting member of the NCJW, Inc. Board of Directors in the current Triennium, and fulfilled all obligations related to Board service.
- E. 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 NCJW, Inc. Board of Directors elects a successor to the president.
 - 1. The Governance Committee in consultation with the immediate past president and CEO shall nominate the successor.
 - 2. The successor shall be approved by a majority of the Board.
 - 3. If the nominated successor is not approved, the Governance Committee, in consultation with the immediate past president and the CEO, will nominate another successor candidate until approval by a majority of the Board is obtained.
- F. Vacancies for Officer positions occurring up to six (6) months prior to the next National Voting Meeting shall be filled by appointment of the president, in consultation with the CEO and the Governance Committee. An Officer appointed to fill a vacancy for more than 18 months shall be considered to have served a full term.

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 NCJW, Inc. Board of Directors and the Executive Committee.
- C. The president shall at all times represent the Board of Directors and the Executive Committee, but may not act for them. In this capacity the president shall, when the Board of Directors and the Executive Committee are not in session, interpret Bylaws, Policies and Procedures and advise and consult with the chief executive. The president shall perform other duties as specified in the parliamentary authority adopted by this organization and these Bylaws. The president shall be an

official spokesperson for and a representative of NCJW, Inc. However, the president, from time to time, may designate other individuals to represent NCJW, Inc. in the president's stead.

- D. Unless otherwise provided in these Bylaws, the president shall appoint chairs, vice-chairs, and members of all national Committees of the Board*.
- E. The president pro tem shall perform the duties of the president as specified in the NCJW, Inc. Bylaws and Policies and Procedures, in the event of the president's inaccessibility or inability to perform those duties.
- F. The president shall have the power to accept the resignation of an NCJW, Inc. Board member and shall inform the Board at its next Meeting.
- G. The president shall be an ex-officio member of all committees, except the National Nominating Committee.

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 a record of all business sessions of NCJW, Inc. is kept.

Section 5 Treasurer

- A. The treasurer is the official fiduciary custodian of the Assets of the organization.
- B. The treasurer shall serve as the chair of the Finance Committee.

Section 6 Assistant Treasurer

The assistant treasurer shall assist the treasurer in the treasurer's duties, substituting for the treasurer when necessary, and shall serve as vice -chair of the Finance Committee.

**ARTICLE VIII
BOARD OF DIRECTORS**

Section 1

- A. The NCJW, Inc. Board of Directors shall consist of the Officers, no less than nine (9) and up to seventeen (17) elected Directors, and the immediate past president for one (1) Triennium. In addition, in the course of a Triennium the Governance Committee may appoint up to two (2) additional Directors, subject to approval of the Board of Directors. In addition, in the course of a Triennium, the President may appoint up to two (2) additional Directors.
- B. Honorary members of the Board of Directors; See Bylaws IX, Honorary Officers and Directors, Section 4.

- C. References in these Bylaws to the “Entire Board” shall mean the total number of Directors entitled to vote, which NCJW, Inc. would have if there were no vacancies. *

Section 2

- A. At the National Voting Meeting, Directors shall be elected to serve for a term of three (3) Fiscal Years or until their successors are elected. Directors shall assume office on the first day of the Fiscal Year following their installation. They shall serve as Directors elect during the time period between installation and assumption of office.
- B. Directors may serve on the national Board for a maximum of two consecutive full terms. They shall be eligible again for election, after one Triennium has elapsed.
 - 1. In order to serve as a Director of NCJW, Inc. a candidate shall be a member in good standing of NCJW, Inc.
 - 2. Those nominees standing for a second term as Director shall have fulfilled all of the obligations, duties and responsibilities including those specified in the NCJW, Inc. Bylaws, and Policies and Procedures for each of the years they have served as Director.
- C. No incoming or ongoing Section president/leader may be considered for any position on the NCJW, Inc. Board of Directors unless they will complete their term of office no later than three months after elected. No current employee of NCJW, Inc. may serve on the NCJW, Inc. Board of Directors.
- D. Officers having served no more than six (6) consecutive years, whether as an Officer or Director, may serve as a Director for one additional term. They shall not be eligible again as a Director, until after one Triennium has elapsed. They shall be eligible to serve as an Officer under the rules in Article VII, Section 1C.
- E. Any person elected or appointed to the Board of Directors who serves more than 18 months shall be considered to have served a full term. Board vacancies shall not be filled within the six-month period prior to a National Voting Meeting.
- F. By action of the Board of Directors, at the request of the president, 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 a Director as specified in the Bylaws, Policies and Procedures or is absent from two (2) consecutive, in person Board Meetings during the term.
- G. Any Director may resign at any time by giving notice (in accordance with Article XIX, Section 2 of these Bylaws) to the Board or to the President of NCJW, Inc. Such resignation shall take effect at the time specified therein or, if not specified, at the time of receipt thereof. [Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.]*

ARTICLE IX HONORARY OFFICERS AND DIRECTORS

Section 1 Honorary Status

Honorary officials include Honorary presidents, Honorary vice-presidents, and Honorary Directors. The delegate body at a National Voting Meeting following nomination by the Board of Directors shall elect an Honorary official. Election to an Honorary position is for life; however, under extraordinary circumstances, an Honorary position may be rescinded by a two-thirds vote of the members of the Board of Directors present and voting.

Section 2 Eligibility

- A. Honorary presidents: All former presidents of NCJW, Inc. are eligible for election to this office.
- B. Honorary vice-presidents: All former vice-presidents of NCJW, Inc. who have served a minimum of nine (9) years on the NCJW, Inc. Board of Directors are eligible for this office. All former presidents of the International Council of Jewish Women (ICJW) who have served a total of (9) years in the position of a voting member of the NCJW, Inc. Board of Directors and ICJW president are also eligible.
- C. Honorary Directors: Eligible for election to this office are all former members of the Board of Directors of NCJW, Inc. who have served a total of (9) years on the national board, at least one term of which shall have been as an Officer.

Section 3 Nominations and Elections

The National Nominating Committee shall submit a slate for Honorary President, Honorary Vice President(s), and Honorary Directors for election at the National Voting Meeting as nominated by the Board of Directors.

Section 4 Membership on the Board of Directors

Honorary presidents shall be Honorary members of the NCJW, Inc. Board of Directors with voice but without vote at in-person Board Meetings. Honorary Vice Presidents, Honorary Directors, and the United Nations representatives elected to Honorary status after Fiscal Year 2014 shall be Honorary members of the NCJW, Inc. Board of Directors for one Triennium following their election with voice but without vote at in-person Board Meetings.

ARTICLE X EXECUTIVE COMMITTEE

Section 1 The Executive Committee shall consist of the Officers and the immediate past president. The president shall have the discretionary power to appoint up to two additional Directors.

Section 2 The Executive Committee shall have power to act for the Board of Directors except as otherwise specifically provided for in these Bylaws, applicable state law, * and in the

Policies and Procedures of NCJW, Inc. It shall not reverse any action taken by the Board of Directors or the delegate body at any National Voting Meeting. 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 either in person or via telephone or electronic means. When it meets in this capacity, a report of these actions shall be sent to the Board of Directors within five business days of the Meeting.

Section 3 The president shall chair the Executive Committee.

Section 4 Meetings of the Executive Committee shall be held at The Notification of the president or upon request of three (3) members of the Executive Committee.

The president, vice president, secretary, or any assistant secretary shall give notice (in accord with Article XIX, Section 2 of these Bylaws) of the place, day and hour of such Meetings to each committee member. Notice shall be given at least [twenty-four] hours prior thereto if by personal service, email, facsimile, mailgram or by telephone, or at least [three] days prior thereto if by mail, to the address, email address, telephone number, fax number, or other contact information as relevant, as shown by the records of NCJW, Inc. Notice of a Meeting need not be given to any Director who submits a waiver of notice (in accord with Article XIX, Section 2 of these Bylaws) whether before or after the Meeting, or who attends the Meeting without protesting, prior thereto or at its commencement, the lack of notice to them. *

Section 5 A majority of the Executive Committee shall constitute a quorum.

ARTICLE XI NATIONAL VOTING MEETINGS OF NCJW, INC.

Section 1 National Voting Meetings shall be held at least once every Triennium at such time and place as shall be designated by the Board of Directors. In addition, other National Voting Meetings may be held.

Section 2 Special National Voting Meetings shall be called by the president at the request of one-fourth (1/4) of the Board of Directors or at the request of one-fourth (1/4) of the Sections in Good Standing pursuant to Article XI, 3 A & B.

A. The president, vice president, secretary, or any assistant secretary shall give notice (in accord with Article XIX, Section 2 of these Bylaws) of the place, day and hour of such Meetings to each voting delegate. If the notice is given by personal delivery, email, facsimile or telephone, it will be given not less than ten (10) days nor more than fifty (50) days before the date of the Meeting; if the notice is given by mail, it will be given not less than thirty (30) days nor more than sixty (60) days before the date of the Meeting, to each voting delegate at their address or pursuant to such contact information as shown by the records of the Corporation. Notice of a regular or special Meeting need not be given to a voting delegate who submits a waiver of notice (in accord with Article XIX, Section 2 of these Bylaws) whether before or after the Meeting, or who attends the Meeting without protesting, prior thereto or at its commencement, the lack of notice to them. *

B. Such notice shall state the purpose of the Meeting. *

Section 3

- A. The voting delegates of all National Voting Meetings of NCJW, Inc. shall be members of the Board of Directors of NCJW, Inc., Honorary presidents, Honorary vice-presidents, Honorary Directors, delegates of each Section in Good Standing or their alternates, Advocate delegates, State Policy Advocacy chairs and vice-chairs, the United Nations representatives and the chair and vice-chair of the Voting Meeting.
- B. At a National Voting Meeting where Bylaws and Resolutions are adopted and the Board of Directors are elected, voting delegates shall include those listed in Section 3A (above) as well as members of the National Nominating Committee, the chair of the NCJW, Inc. Bylaws and Policies and Procedures Committee and the chair and vice-chair of the National Resolutions Committee.
- C. Voting delegates at any National Voting Meeting may have only one vote.

Section 4 The Notification for all National Voting Meetings shall be sent to every Section at least sixty (60) days prior to the first day of the Meeting.

Section 5 A Section in Good Standing shall be entitled to be represented at all National Voting Meetings of NCJW, Inc. by voting delegates apportioned according to the number of people affiliated with the Section as of the close of the previous Fiscal Year.

Sections with:

Fewer than fifty (50) affiliates.....2 delegates

Fifty (50) affiliates but fewer than one hundred (100).....3 delegates

One hundred (100) affiliates but fewer than two hundred (200).....4 delegates

Two hundred (200) affiliates but fewer than five hundred (500).....5 delegates

Five hundred (500) affiliates6 delegates

Five hundred (500) affiliates or more 6 delegates plus one delegate for each additional 101-200 affiliates above 500, with a maximum of twenty (20) delegates allowed to any Section.

A Section chartered within the Fiscal Year of a National Voting Meeting shall have representation proportionate to the number of affiliates at the time of The Notification to the National Voting Meeting. A Section approved to receive its charter after The Notification has gone out shall have one (1) official delegate and alternate.

Section 6 The Governance Committee shall select the NCJW, Inc. voting delegates and alternates to Voting Meetings based on the number of advocates unaffiliated with Sections or other constituent groups.

These advocates shall be entitled to representation at all National Voting Meetings of NCJW, Inc. The same allocation formula applied to Sections in Good Standing and in accordance with NCJW, Inc. Policies and Procedures shall be used.

NCJW, Inc. voting delegates or their alternates so selected shall serve in that capacity for the duration of the Voting Meeting.

Section 7 Any proposed major change or extension of program and/or activity to be submitted for vote at a National Voting Meeting shall be proposed in writing to the delegate body at least thirty (30) days before the National Voting Meeting.

Section 8 At any National Voting Meeting of NCJW, Inc., a majority of voting delegates attending shall constitute a quorum.

ARTICLE XII NOMINATIONS AND ELECTIONS

Section 1

- A. The National Nominating Committee shall be composed of the chair who shall have voice and no vote except to break a tie vote, the vice-chair and seven (7) delegates as described in the Policies and Procedures. The CEO shall serve as an ex-officio member of the National Nominating Committee with voice and no vote.
- B. The Immediate Past President shall serve as chair of the National Nominating Committee. The chair of the Governance Committee shall serve as the Vice Chair. If the Immediate Past President is unable to serve, the Vice Chair will assume the chair position.
- C. No member who serves on the National Nominating Committee may serve a second consecutive term, with the exception of the immediate past chair or the chair's substitute.

Section 2 The president, in consultation with the National Nominating Committee chair and vice chair and CEO, is responsible for assembling the National Nominating Committee. The entire National Nominating Committee shall be identified and seated not later than June 30th of the first full year of the Triennium. The National Nominating Committee shall be in place for at least two years.

Section 3

- A. The National Nominating Committee shall meet at least two (2) months before the National Voting Meeting for the purpose of recommending candidates for election at the National Voting Meeting. One candidate shall be recommended for each of the following: one (1) president, three (3) vice-presidents, one (1) treasurer, one (1) assistant treasurer, one (1) secretary, such other Officers as the Board of Directors may designate and no less than nine (9) and up to seventeen (17) Directors.

- B. In the event of a vacancy in the slate of candidates subsequent to the regular Meeting of the National Nominating Committee, the president shall authorize a special Meeting of the National Nominating Committee.
- C. Submission of slate of Honorary Officers and Directors; See Bylaws IX-Honorary Officers and Directors, Section 3.

Section 4 No later than 40 days prior to the National Voting Meeting, the chair of the National Nominating Committee shall cause to be sent the slate of candidates to each Section and each NCJW, Inc. Board member. The slate shall also be included in an NCJW online publication that goes to the membership. The voting delegates shall receive a copy of the slate with their pre-National Voting Meeting materials.

Section 5

- A. The National Nominating Committee shall present its slate of candidates for approval by the delegates.
- B. Nominations from the floor shall be called for, immediately following the report of the National Nominating Committee. No nomination may be submitted without consent of the nominee and without notifying the chair of the National Nominating Committee, in writing, a minimum of three (3) weeks prior to the opening of the National Voting Meeting. A voting delegate of the National Voting Meeting shall propose each nomination from the floor. Three (3) delegates, no two (2) of who shall be from the same Section, and no more than one (1) of who shall be a Member-at-Large, must second each nomination.
- C. The final ballot shall carry the names of all nominees for Officers and Directors.

Section 6 Elections shall be by ballot, except when the slate is unopposed, in which case elections may be by voice vote.

Section 7 Officers and Directors shall be elected by plurality vote.

Section 8 Absentee or proxy voting shall not be permitted.

**ARTICLE XIII
RESOLUTIONS**

Section 1 Resolutions are based on Priorities, which are derived from the NCJW, Inc. Mission Statement. Any changes to the Mission Statement, the National Resolutions, or the Priorities shall be voted on at a National Voting Meeting or via Referendum.

Section 2 The Resolutions Committee shall present a written report of the changes recommended for consideration; the report shall include a summary of those changes proposed but not recommended along with the reasons for their rejection. The report shall be sent at least forty (40) days prior to the National Voting Meeting to Sections, and to members of the NCJW, Inc. Board of Directors. All voting delegates shall receive a copy of the written report with their pre-voting Meeting materials

Section 3 Any voting delegate of the National Voting Meeting may present for consideration at the National Voting Meeting any change in the Resolutions submitted to but not recommended by the Resolutions Committee.

ARTICLE XIV COMMITTEES

Section 1 Committees

- A. Committees of the Board* - The board, by resolution adopted by a majority of the Entire Board (as defined herein), may designate from among its members standing committees each of which to the extent provided herein or in the resolution shall have all the authority of the board; except that no such committee shall have authority as to the following matters: (1) the filling of vacancies in the Board or in any committee; (2) the fixing of compensation of the Directors for serving on the Board or on any committee; (3) the amendment or repeal of these Bylaws or the adoption of new Bylaws; and (4) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable. Committees of the Board shall include Finance; Personnel Practices; Bylaws and Policies & Procedures; Audit; Governance; National Nominating Committee and such other committees as the Board of Directors shall deem necessary. Each committee shall consist of three or more past or present Directors. At least one (1) member of the Bylaws and Policies & Procedures Committee shall be appointed from the Executive Committee.*
- B. The Audit Committee shall be composed of Independent Directors, as such term is defined in the Conflict of Interest Policy of NCJW, Inc., attached hereto.*
- C. Chairs of Committees of the Board* shall be NCJW, Inc. Board members and appointed to serve for a Triennium, or until their successors are appointed. Vice chairs of Committees of the Board shall be past or present NCJW, Inc. Board members and appointed to serve for the Triennium, or until their successors are appointed.
- D. All chairs and vice-chairs of Committees of the Board* may serve for one (1) additional consecutive term in the same position provided they are eligible for service under Article VII, Section 1D and Article VIII, Section 2.

Section 2 Committees of the Corporation. The Board may, from time to time, create such permanent or non-permanent Committees of the Corporation, appointing Directors or non-directors as members of such committees, as it deems necessary or desirable and delegate authority to any such committee as it may determine with respect to any subject matter, in accordance with Section 712 of the New York Not-for-Profit Corporation Law (the "NPCL"), provided that, for the avoidance of doubt, such Committees of the Corporation shall not have the authority to bind the board.*

ARTICLE XV ASSOCIATIONS

NCJW, Inc. may, by agreements approved by a two-thirds (2/3) vote of the NCJW, Inc. Board of Directors, enter into relations with similar organizations in the United States and

abroad which may provide for cooperative action, financial and other assistance, voting privileges, representation on boards and committees, and any other matters deemed desirable by the NCJW, Inc. Board of Directors. Such associations must be consistent with United States laws governing charitable public benefit, non-profit organizations and associations.

ICJW

NCJW, Inc. will maintain a formal association with the International Council of Jewish Women (ICJW).

ARTICLE XVI INDEMNIFICATION

NCJW, Inc. shall, to the fullest extent authorized by law, indemnify any present or former Officers or Directors of NCJW, Inc. or the personal representative thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that the person, their testator or intestate is or was a Director or Officer of NCJW, Inc., or served with any other corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of NCJW, Inc., against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee-benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person, the person's testator or intestate may be entitled apart from this provision.

ARTICLE XVII DISSOLUTION

Section 1 Dissolution of NCJW, Inc.

The Assets of NCJW, Inc. are permanently dedicated to its exempt purposes and in the event of its dissolution all of its Assets shall be distributed according to the following properties:

- a. first toward payment of its debts and obligations and expenses of dissolution;
- b. any remaining Assets shall be distributed only to such organization or organizations as shall qualify under Section 501 (c) (3) of the United States Internal Revenue Code of 1986, as amended (an "Exempt Organization"), as shall be determined by NCJW, Inc.'s final Board of Directors. Any Assets held by NCJW, Inc. that are legally required to be used for a particular purpose shall be distributed only to an Exempt Organization that is engaged in activities substantially similar to those of NCJW, Inc.*

Section 2 Dissolution of a Section

The Assets of an NCJW Section are permanently dedicated to the exempt purpose of NCJW, Inc. and, in the event of the dissolution of a Section, all Assets of that Section shall be distributed according to the following priorities:

- a. first toward payment of its debts and obligations and expenses of dissolution owed to non-NCJW entities upon approval of NCJW, Inc.
- b. second toward payment of the Section's unpaid National Partnership Dues.
- c. all remaining Assets shall be conveyed to NCJW, Inc.

**ARTICLE XVIII
PARLIAMENTARY AUTHORITY**

The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern NCJW, Inc. in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and/or any special rules of order NCJW, Inc. may adopt.

**ARTICLE XIX
OTHER PROVISIONS**

Section I Amendments to Bylaws

- A. Sections, the NCJW, Inc. Board of Directors, or a member thereof, the Executive Committee, and the Bylaws and Policies and Procedures Committee may propose amendments.
- B. These Bylaws may be amended by a two-thirds (2/3) vote of the voting delegates present and voting at the National Voting Meeting of NCJW, Inc. provided that each of the following has been completed:
 - 1. The proposed amendment(s) has been sent to the Bylaws and Policies and Procedures Committee at least four (4) months prior to the National Voting Meeting.
 - 2. The Bylaws Committee to the NCJW, Inc. Board of Directors and/or the Executive Committee has submitted the proposed amendment(s) in sufficient time to permit the Board and/or the Executive Committee to submit recommendations to the delegate body at any National Voting Meeting.
 - 3. A copy of the proposed amendment(s) recommended for consideration and a summary of changes proposed but not recommended for consideration along with the reasons for their rejection has been sent to all Sections and members of the NCJW, Inc. Board of Directors by the Bylaws Committee at least forty (40) days before the National Voting Meeting. All voting delegates shall receive a copy of the written report with their pre-voting Meeting materials.
- C. At a National Voting Meeting newly proposed amendments must be submitted in writing for consideration twenty-four (24) hours before being brought for action. In order for such proposed amendment to be considered, it must be voted upon affirmatively by two-thirds (2/3) of the voting delegates, present and voting. In order for the proposed amendment to become an amendment to the Bylaws, it must be voted upon affirmatively by three-fourths (3/4) of the voting delegates, present and voting.
- D. A summary of proposed amendments not approved for submission to the National Voting Meeting, along with the reasons for their rejection, shall be

included in the same communication as outlined in Section I.B.3 above. The report shall be sent at least forty (40) days prior to the National Voting Meeting to Sections, NCJW, Inc., Advocate delegates, and to members of the NCJW, Inc. Board of Directors. Any voting delegate of the National Voting Meeting may resubmit to the Voting Meeting any amendment, which previously has been sent to the Bylaws and Policies and Procedures Committee.

- E. The Board of Directors may, by a two-thirds (2/3) vote of its members, submit proposed Bylaws amendments by Referendum to all chartered Sections and Sections approved for charter.

Adoption of such amendments shall require approval by two-thirds (2/3) of the votes cast provided that the number of votes cast shall equal a majority of the number of possible votes, and provided also that a majority of the eligible Sections have voted. The ballot of a Section shall be counted as the number of votes equal to the number of delegates to which the Section would be entitled if a National Voting Meeting were to take place on the date the Referendum is mailed. A deadline shall be stipulated for each Referendum and the determination as to whether a majority of eligible votes has been cast shall be made as of the close of business on that date.

- F. Notwithstanding the above, if at any time there is a change in any federal or state law that applies to NCJW, Inc. and that imposes a requirement on NCJW, Inc. which requires a revision to the Bylaws, the Board of Directors may amend the Bylaws and adopt the amended Bylaws, and such amendment and adoption will have full force and effect. In addition, the Board of Directors may amend and adopt amended Bylaws if such amendment is merely for the purpose of correcting a nonsubstantive error (such as a typographical or formatting error), and such amendment and adoption will have full force and effect.

- G. If the Board of Directors amends and adopts amended Bylaws in the manner described above in paragraph F, it shall provide a written copy of such amended Bylaws, together with a description of the revisions made, to all Sections within [30] days of such amendment and adoption. *

Section 2 Notices; Waivers; Consents. Except as otherwise expressly provided by law or these Bylaws, any written notice required to be given by law, the Certificate of Incorporation of NCJW, Inc., or these Bylaws to any Director, Officer, or committee member, may be delivered in person, by telephone, by fax, by mail, or by email to the telephone number, fax number, address, or email address of the intended recipient as shown by the records of NCJW, Inc. If sent by fax or email, such notice is given when directed to the person's fax number or email address as it appears in the records of NCJW, Inc. *

Except as otherwise expressly provided by law or these Bylaws, any consent or waiver that any Director or committee member is required or permitted to give, by law, the Certificate of Incorporation of NCJW, Inc., or these Bylaws, may be written or electronic. If written, the waiver or consent must be executed by the Director or committee member by signing such waiver or consent, or causing their signature to be affixed to such waiver or consent, by any reasonable means including, but not limited to, facsimile signature. A waiver or consent may also be submitted electronically, provided the transmission of such waiver or consent sets forth, or is submitted with, information from which it can

reasonably be determined that the transmission was authorized by the Director or committee member submitting such waiver or consent. *

- *Required by New York State Non Profit Revitalization Act.
- Glossary terms hyperlinked to glossary.

GLOSSARY

Applicable to both the NCJW, Inc. Bylaws and NCJW, Inc. Policies and Procedures

Amicus Curiae Brief	A legal brief meaning “friend of the court,” submitted in a Supreme Court or lower court offering a specific point of view and expertise on a specific issue in the case. Often, NCJW co-signs briefs sponsored and written by other organizations.
Assets	Anything of value, tangible and intangible, including without limitation, cash, real property, securities, intellectual property, programs, membership rosters and other property.
Audit	An examination of an organization’s financial records by an independent certified public accountant so that they can give positive assurance that the financial statements are fairly stated according to generally accepted accounting principles (GAAP) in all material respects.
Board of Directors Board	The elected Officers, Directors and Honoraries of NCJW, Inc. Board of Directors. References to other boards are specified (e.g., Section boards).
NCJW, Inc. Bylaws	The document, which defines the primary characteristics of NCJW, Inc. prescribes how the organization functions, and includes the basic rules of operation which cannot be changed without a vote of the voting delegates.
Coalition	An association of alliance with another organization around a particular issue or set of issues for combined action or advocacy.
Committee of the Board	The standing and special committees of the organization as defined in the Bylaws and Policies of NCJW, Inc.
Director/Officer	The NCJW, Inc. Board of Directors is comprised of Officers as described in Article VII and Directors as detailed in Article VIII. Both of these groups are considered Board members.
Earmarked Gifts	Contributions to NCJW, Inc., given for a specific purpose or received in response to requests for special funds (i.e., endowment, underwriting). These gifts are not credited to a Section’s National Partnership Dues.
Executive Committee	A Committee of the Board, consisting of the Officers and three additional Directors elected as directed by the Bylaws, which has the power to act for the Board of Directors on issues of urgent business between regularly scheduled Meetings.
Fiscal Year	The NCJW, Inc. Fiscal year runs from July 1 of the current year to June 30 of the year following.

Government Relations & Advocacy Department	NCJW, Inc. staff responsible for coordinating and directing policy and advocacy efforts across the NCJW network.
Honoraries	Honorary status will be bestowed upon individuals who have distinguished themselves by length of service in their previous national Board positions and in accordance with criteria as specified in Bylaws Article IX.
ICJW	Established in 1912, the International Council of Jewish Women (ICJW) represents 52 women's organizations in 47 countries working for social justice and the welfare of all races and creeds. ICJW represents Jewish women in many international forums, providing a voice for Jewish women worldwide and a platform for many issues of concern. NCJW-USA is the largest affiliate of ICJW.
Israel Granting Program	NCJW's funding program which financially supports projects throughout Israel. Grants are allocated in two categories, or funding streams: literacy programs designated for at-risk populations – specifically women and children (Yad B' Yad: NCJW's Initiative to Nurture Knowledge) and development and empowerment programs for at-risk women (Women to Women: NCJW's Empowerment Initiative.)
Legislative Agenda	The legislative items, which are the focus of NCJW's advocacy efforts and are supported by the Resolutions of NCJW, Inc.
Mail	Written communication, including postal mail, fax, email or any other electronic means.
Meeting	An official assembly, which may be held in person, telephonically or electronically as long as all participants have the opportunity to participate in the discussion in real time.
Member	An individual who is so designated by a Section of NCJW, Inc.
Mission	The articulation of the organization's fundamental philosophy and values, which defines the organization's reason for existing; as described in Bylaws Article II.
NCJW, Inc.	The National Council of Jewish Women, a corporation organized in 1893 with headquarters in Washington, D.C. Generally refers to the organization as a whole; the national organization.
National Partnership Dues	A Section's annual financial obligation to NCJW, Inc.
National Voting Meeting	A triennial National Voting Meeting at which the official business of the organization is conducted with delegates elected according to the formula in the Bylaws. Delegates vote on proposed changes to the Bylaws and

Resolutions. In addition, the election of national Officers and Directors for the triennial period is held. Other voting Meetings may be called as necessary.

NCJW National Resolutions	Based on NCJW's Mission and strategies, the National Resolutions define NCJW's positions and drive our public policy efforts while serving as a guideline for NCJW advocacy, education, philanthropy and community service activities. The Resolutions are updated and adopted by the delegates in NCJW's National Voting Meeting.
Plurality	The number of votes cast for a candidate who receives more than any other but does not receive an absolute majority
Policies and Procedures	The standing rules of NCJW, Inc. that deal with the activities of the Board of Directors and the administration of the business of the organization. The policies may be revised and amended by Board action.
President, Vice-President, Treasurer, Assistant Treasurer Secretary	References the Officers of NCJW, Inc. NCJW Section Officers are identified as Section president, Section vice-president, etc.
Principles	The fundamental beliefs of NCJW which are basic to and inherent in all specific National Resolutions.
Priorities	The organization's primary broad topics of concern as determined by the delegate body at a National Voting Meeting. NCJW endorses and resolves to work for specific Resolutions, which relate directly to these organizational priorities.
Referendum	Vote taken by postal mail or electronic means (ie. Internet) rather than at Board Meetings or national Meetings.
Section	A constituent group of NCJW, Inc. as described in Article III of the Bylaws.
Section Advisory Council	Group of Section leaders who serve as advisors to the NCJW, Inc. Board of Directors on issues that impact Sections.
Section in Good Standing	A Section which, in the determination of NCJW, Inc., is in substantial compliance with (i) its by laws, policies and procedures and Articles of Incorporation, (ii) the NCJW, Inc. Certificate of Incorporation, Bylaws and Policies and Procedures, (iii) applicable federal, state and local laws, and (iv) its duties and obligations to NCJW, Inc. including, without limitation, to: <ul style="list-style-type: none">• pay National Partnership Dues timely,• provide NCJW, Inc. copies of the Section's<ul style="list-style-type: none">o filed IRS Form 990o budget

- o year-end financials, including lobbying expenses for the year
- o current by-laws
- o membership roster
- o newsletters, e-blasts and other communications

Subsidiary Group	Any cohort group of a Section.
State Policy Advocacy (SPA) Network	The volunteer entity of NCJW, Inc., which unites all the SPA's appointed by the NCJW president to direct public policy activities within their respective states.
The Notification	The mailing announcing an organizational Meeting; includes registration information.
Triennium	A time period of three (3) years. This refers to the three (3) year term of office for which NCJW, Inc. Directors and Officers are elected to serve.
Unincorporated Constituent Group	Affiliate groups, consisting of NCJW Inc. advocates unaffiliated with, a Section, developed through special agreement with NCJW, Inc., which operate under NCJW' 501(c)(3) status rather than being separately incorporated, as are Sections. These groups conform to NCJW's values, Mission and programming/projects but do not have the range of activities and responsibilities, or the independence of an NCJW Section.

