

**NATIONAL COUNCIL OF JEWISH WOMEN INC.**

**SUGGESTED SECTION BYLAWS**

**Alternative Structure**

*(Revised, 2019)*

## 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 American Institute of Parliamentarians Standard Code of Parliamentary Procedure*

### Review Purpose

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

1. Ensure consistency with the **NCJW, Inc. Bylaws and Policies and Procedures**, and
2. 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 in the order and numbering, or topics may be

### Index of Articles

- 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 NCJW, Inc. 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. Our website 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.” NCJW, Inc. also uses gender neutral pronouns in consideration of all individuals.
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 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:

<b>BYLAWS</b>	<b>POLICIES and PROCEDURES</b>
<ul style="list-style-type: none"> <li>* General structure</li> <li>* Require a vote by the membership to be amended</li> <li>* Not part of bylaws document</li> <li>* General and enabling</li> </ul>	<ul style="list-style-type: none"> <li>* Specific operations</li> <li>* Require a vote by the board/ governing body to be amended</li> <li>* Not part of policies document</li> <li>* Specific and definite</li> </ul>
<p>* <b>Example:</b> Treasurer</p> <p>The treasurer is the official custodian of the funds of the Section.</p> <p>The treasurer shall serve as the chair of the finance committee.</p>	<p>* <b>Example:</b> Treasurer</p> <p>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.</p> <p>The treasurer shall ensure board involvement in the setting of financial policies and procedures.</p>
<p>* <b>Example:</b> Dues</p> <p>The annual dues for NCJW ____ Section</p>	<p>* <b>Example:</b> Dues</p> <p>The annual dues for NCJW __ Section,</p>

, Inc. members shall be set by the board of directors of the Section.	Inc. members shall be \$36.
<p>* <b>Example:</b> Committees</p> <p>The board of directors shall establish such standing committees as are necessary to carry out the work of the organization.</p>	<p>* <b>Example:</b> Committees</p> <p>The standing committees of the NCJW ___ Section, Inc. shall be</p> <p>A) name and describe</p> <p>B) name and describe,</p>

**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  
(VERSION FOR SECTIONS WITH ALTERNATIVE LEADERSHIP STRUCTURES)

**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<sup>1</sup>.

**ARTICLE III ORGANIZATIONAL STRUCTURE**

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

**Section II** 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 III** The Section may establish subsidiary groups<sup>2</sup> that shall be governed by the bylaws of the Section. Such groups may have rules of procedure, and these shall be consistent with the Section bylaws and those of NCJW, Inc.

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<sup>1</sup>This Purpose (NCJW’s Mission Statement as approved by the delegate body, 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.

<sup>2</sup> Subsidiary groups may include branches, divisions, or special interest groups.

## ARTICLE IV MEMBERSHIP

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

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

**Section 3** Any member, who fails to pay dues for the immediate past fiscal year 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 National Partnership Dues 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<sup>3</sup>

**Section 4** Section financial contributions other than to NCJW, Inc. shall be in compliance with NCJW, Inc. Policies and Procedures<sup>4</sup>.

## 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:

- 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

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<sup>3</sup> NCJW, Inc. Policies require minimum annual dues of \$54. Sections may offer special section memberships at a reduced rate.

<sup>4</sup> NCJW, Inc. Policies and Procedures limit the amount of financial contribution to \$250.

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 rules, including filing of all annual forms<sup>5</sup>.
- 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 DIRECTORS/OFFICERS AND THEIR DUTIES**

**Section 1** The elected directors/officers of the Section shall be determined according to the needs of the Section and the requirements of the state.

**Section 2** Two or more persons may share an office.

### **Section 3 Division of Duties**

- A. The governing body shall determine how the duty of presiding over meetings of the Section and the governing body will be handled.
- B. The governing body shall determine who will sign and co-sign checks.<sup>6</sup>
- C. The governing body shall determine which representatives will sign all contracts, agreements and legal documents and who will be the official spokeswoman for the Section.
- D. The governing body shall determine who will be the contact with NCJW, Inc. for the Section.
- E. The governing body shall determine who will be responsible for assuring that all required state and federal taxes and other fiscal documents are prepared and filed in a timely manner, with copies sent promptly to NCJW, Inc.<sup>7</sup>

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<sup>5</sup> This would include current IRS form 990 or 990-EZ, whichever is the required one for section income level.

<sup>6</sup> If there is a treasurer, it will be the duty of the treasurer and another designee from the governing body to sign checks.

<sup>7</sup> 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.

- F. The governing body shall determine who will ensure that the membership billing and records are properly executed and maintained.
- G. The governing body shall determine who will ensure that a record of the proceedings of the meetings of the membership and the governing body are maintained.
- H. The governing body shall determine who will conduct the correspondence of the Section.

#### **Section 4 Composition**

Section members who are NCJW, Inc. officers, board directors, honorary officers, honorary board directors, commissioners, and chairs or vice chairs of the State Public Affairs (SPA) Committee shall be members of the governing body, with voice but without vote.<sup>8</sup>

**Section 5** No Section employee may serve on the board of directors.

#### **Section 6 Term of Office**

Elected directors/officers shall serve for a term of \_\_\_\_ years, or until a successor is installed.

#### **Section 7 Quorum**

To conduct business, \_\_\_\_ percent of the voting members of the governing body shall constitute a quorum.<sup>9</sup>

#### **Section 8 Meetings of the Governing Body**

- A. The governing body shall hold no fewer than four (4) meetings annually.<sup>10</sup>
- B. Meetings shall not be held on Jewish holidays.<sup>11</sup>
- C. Special meetings shall be held at the call of any two (2) members of the governing body.

**Section 9** 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 10** 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.

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<sup>8</sup> Former section presidents may also be advisory member of the section board without vote.

<sup>9</sup> While best practices would suggest 50 percent, this high percentage could place an undo burden on the section board's ability to transact business. It is recommended that the percentage set be based on section's experience, with a goal of between 25 and 50 percent.

<sup>10</sup> To preserve their flexibility, sections are urged to use the "no fewer than..." language, rather than requiring a specific number of board meetings.

<sup>11</sup> Jewish holidays observed by NCJW, Inc. include: Rosh Hashanah – 1st & 2nd days; Yom Kippur – 1 day; Succoth – 1st & 2nd days; Shemini Atzeret & Simchat Torah; Pesach – 1st, 2nd, 7th and 8th days; Shavuot – 1st & 2nd days

Sections should be sensitive to their own communities and constituents, and should adjust their holiday observances accordingly.

## ARTICLE VIII NOMINATIONS AND ELECTIONS

**Section 1** There shall be a nominating committee, whose composition shall be determined by the governing body.

**Section 2** The nominating committee shall request nominations for candidates from the general membership prior to beginning its deliberations.

### **Section 3**

- A. At least three (3) weeks prior to the election, the nominating committee shall send to the Section membership, a slate consisting of candidates 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 IX MEETINGS

### **Section 1 General Meetings**

There shall be at least \_\_\_\_ (insert number) general meetings annually,<sup>12</sup> at which all members may have the opportunity to participate in Section discussion.

### **Section 2 Special Meetings**

Special meetings may be called by the governing body or upon written request of \_\_\_\_ (insert number) Section members.

## ARTICLE X 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 governing body.<sup>13</sup>
- B. **Quorum**

A quorum for any meeting at which voting will take place shall be \_\_\_\_ (insert number percent) of the paid-up members.<sup>14</sup>

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<sup>12</sup> This number should be at least one (1), but may be greater.

<sup>13</sup> Under laws in some states, proxies and absentee ballots are automatically permitted unless specifically prohibited by the organization.

<sup>14</sup> 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

## **Section 2 Mail or Electronic Meeting**

**Quorum** - A quorum for any mail or electronic vote shall be \_\_\_\_ (insert number percent) of the paid-up members.<sup>15</sup>

## **ARTICLE XI ACTION ON LEGISLATIVE ISSUES**

**Section 1** The Section may only endorse or oppose national, state or local public issues which 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.<sup>16</sup> 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 XII REPRESENTATION AT NATIONAL VOTING MEETINGS**

The governing body shall elect delegates and alternates to NCJW, Inc. voting meetings.<sup>17</sup> Section employees may not represent the Section as delegates or alternates to a national voting meeting.

## **ARTICLE XIII PARLIAMENTARY AUTHORITY**

The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* 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 XIV 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 governing body for its recommendations. In the event that the

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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.

<sup>15</sup> 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.

<sup>16</sup> 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.

<sup>17</sup> 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.

governing body does not concur with proposed amendments as presented by the bylaws committee, the governing body may create its own set of proposed amendments. Both sets of proposed amendments will move forward in the process.<sup>18</sup>

**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.<sup>19</sup>

**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.

**Section 5** After the approved amendments have been returned to the Section by the national committee, it is the responsibility of the Section governing body 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 XV 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 XVI INDEMNIFICATION**

NCJW \_\_\_\_ Section, Inc. is indemnified by NCJW, Inc. against financial loss due to fraud and dishonesty by employees. The Section shall maintain appropriate insurance coverage.<sup>20</sup>

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<sup>18</sup> The governing body 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 governing body may be opposed.

<sup>19</sup> Any proposed amendment must be consistent with NCJW, Inc. Bylaws and Policies and Procedures.

<sup>20</sup> There are numerous other types of insurance that a section can carry. Each section should check its local and state requirements for