

NATIONAL COUNCIL OF JEWISH WOMEN
BYLAWS

2023-2026 Triennium

**BYLAWS OF
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 I Authority to Establish and Criteria for Sections

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 & 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.

E. A Section is a Section in Good Standing, when, in the determination of NCJW, Inc., it is in substantial compliance with:

1. its bylaws, policies and procedures and Articles of Incorporation;
2. the NCJW, Inc. Certificate of Incorporation, Bylaws and Policies & Procedures;
3. applicable federal, state and local laws; and
4. its duties and obligations to NCJW, Inc. including, without limitation, to:
 - (i) pay National Partnership Dues timely;
 - (ii) provide NCJW, Inc. copies of the Section's:
 - (a) filed IRS Form 990;
 - (b) budget;
 - (c) year-end financials, including lobbying expenses for the year;
 - (d) current bylaws;
 - (e) membership/Advocate roster; and
 - (f) newsletters, e-blasts and other communication

Section 2 Other Constituent Groups

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

Each such Unincorporated Constituent Group shall abide by and be governed by the NCJW, Inc. Certificate of Incorporation, Bylaws, and Policies & Procedures.

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 with another Constituent Group, or may choose to remain only affiliated with NCJW, Inc. All are considered an NCJW, Inc. Advocates. No affiliation with a Section or other Constituent Group is a requirement for NCJW, Inc. Advocate status. An Advocate who chooses to affiliate with an NCJW Section shall be an Affiliate of such Section.
- 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 an Advocate for the duration of that person's lifetime.
- Section 4 Any member or Affiliate of a Section shall be an NCJW, Inc. Advocate.

ARTICLE V FINANCES

- Section 1 Fiscal Year
- The Fiscal Year of NCJW, Inc. and all its Constituent Groups shall run 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 Contributions
- NCJW, Inc. Sections in Good Standing may make total financial contributions up to \$1800 in any Fiscal Year to an organization other than NCJW, Inc., 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 to make donations to an external organization in excess of \$1800 in any Fiscal Year 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. See also Article XVII, Section II, Dissolution of a Section.

Section 4 Audit

The Audit Committee shall be composed of independent directors. It or its delegates shall oversee the accounting and financial reporting processes of NCJW, Inc. Further, the Audit Committee shall:

- A. Oversee the audit of NCJW's financial statements;
- B. Annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor;
- C. At such time as NCJW, Inc. is required to file an independent certified public accountant's audit report and in the prior fiscal year had or in the current fiscal year reasonably expects to have annual revenue in excess of one million dollars shall, in addition to those duties set forth in the preamble and in paragraphs (A) and (B) of this section:
 1. review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
 2. upon completion of the audit, review and discuss with the independent auditor:
 - (i) any material risks and weaknesses in internal controls identified by the auditor;
 - (ii) any restrictions on the scope of the auditor's activities or access to requested information;
 - (iii) any significant disagreements between the auditor and management; and
 - (iv) the adequacy of the NCJW, Inc.'s accounting and financial reporting processes;
 3. annually consider the performance and independence of the independent auditor; and
 4. report on the Audit Committee's activities to the Board.

ARTICLE VI GOVERNANCE

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

The Board of Directors shall have power and authority over the affairs of NCJW, Inc. except during National Voting Meetings.

The Board of Directors shall formulate the Policies & Procedures of NCJW, Inc.

The Board of Directors shall engage a chief executive officer under such terms as it may deem appropriate. The chief executive officer 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 & Procedures.

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.

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 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 (24) 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.

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 & 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 & 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 an accurate 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 I

- A. The NCJW, Inc. Board of Directors shall consist of the Officers, no fewer 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 an Advocate 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 & 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 and Policies & Procedures, or is absent from two (2) consecutive Board Meetings during the term.
- G. Any Director may resign at any time by giving notice (in accord 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 Board Meetings. Honorary vice presidents, Honorary Directors, and the United Nations representatives elected to Honorary status before the end of fiscal year 2014 shall be Honorary members of the NCJW, Inc. Board of Directors with voice but without

vote at Board Meetings. Honorary vice presidents, Honorary Directors, and the United Nations representatives elected to Honorary status after the end of 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 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 & 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. When it meets in this capacity, a report of these actions shall be sent to the Board of Directors within five (5) 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 Executive Committee member. Notice shall be given at least twenty-four (24) hours prior thereto if by personal service, email, facsimile, mailgram or by telephone, or at least three (3) 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 seated Executive Committee, excluding vacancies, 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 NCJW, Inc. 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 Network chairs and vice-chairs, the NCJW representatives to the United Nations 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 3(A) (above) as well as members of the National Nominating Committee, the chair of the NCJW, Inc. Bylaws and Policies & 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) Affiliates 6 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 & 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 Advocate 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 (NNC) 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 whom shall be from the same Section, and no more than one (1) of whom shall be a Advocate who is not an Affiliate of a Section, 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 election 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, unless approved by Referendum.

**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 changes in the Resolutions proposed 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 in Article VIII, Section 1.C), 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 repeal able. Committees of the Board shall include Finance; Personnel Practices; Bylaws and Policies & Procedures; Audit; Resolutions; 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 shall be 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 a Triennium, or until their successors are appointed. Advocates of NCJW, Inc. may serve as committee members subject to appointment by the president.
- 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 D 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.

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

ARTICLE XVI INDEMNIFICATION AND INSURANCE

Section 1 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.

Section 2 Insurance

NCJW, Inc. shall, to the fullest extent authorized by law, purchase and maintain insurance coverage for NCJW, Inc. for any obligation which it incurs as a result of the indemnification of Directors and Officers under the provisions of this article, to indemnify Directors and Officers in instances in which they may be lawfully indemnified by NCJW, Inc., and to indemnify directors and officers in instances in which they may not otherwise be indemnified by NCJW, Inc., provided the contract of insurance covering such Directors and Officers provides, in a manner acceptable to the appropriate regulatory authority, for a retention amount and for co-insurance.

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. Last, all remaining Assets shall be conveyed to NCJW, Inc., provided, however, that in the event a Section believes that special consideration or an exception should be given to the conveyance of all remaining Assets of such dissolving Section to NCJW, Inc. pursuant to this subsection (C), such Section shall file a written appeal to the Board of Directors, which shall consider and decide such appeal. For the avoidance of doubt the decision whether to reconsider or to make an exception shall lie entirely within the sole discretion of the Board of Directors of NCJW., Inc.~~

A Section, by its board or Section Advocates, may decide to dissolve at any time. NCJW, Inc. may decide to dissolve a Section only when disaffiliation, as defined below, is not possible due to financial unsustainability or nonfeasible governance.

Upon dissolution, 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. Last, all remaining Assets shall be conveyed to NCJW, Inc., provided, however, that in the event a Section believes that special consideration or an exception should be given to the conveyance of all remaining Assets of such dissolving Section to NCJW, Inc., pursuant to this subsection (C), such Section shall file a written appeal to the Board of Directors, which shall consider and decide such appeal. For the avoidance of doubt the decision whether to reconsider or to make an exception shall lie entirely within the sole discretion of the Board of Directors of NCJW, Inc.

Section 3 Disaffiliation of a Section

- A. A Section may decide to disaffiliate at any time. In such cases, the Section must provide NCJW, Inc. notice. Upon receiving notice of a Section's intent to disaffiliate, NCJW, Inc. may immediately commence disaffiliation actions.
- B. NCJW, Inc. may initiate the disaffiliation of a Section.
 - 1. In some cases the disaffiliation may be curable. In such cases, the Section will receive reasonable due process, which shall include the following:
 - (i) Written notice with an explanation;
 - (ii) A 90 day cure period; and
 - (iii) An appeals process in which the Section shall file a written appeal to the Board of Directors, who shall consider and decide such appeal.
 - 2. Examples of curable cases may include, but are not limited to:
 - (i) Mission misalignment
 - (ii) Failure to meet the requirements of Good Standing
 - (iii) Violation of governing documents, contracts, or agreements
- C. NCJW, Inc. may initiate the disaffiliation of a Section which is incurable. If disaffiliation is deemed incurable by NCJW, Inc., the Section will receive notice and no opportunity to cure. Examples of such cases may include, but are not limited to:
 - 1. Jeopardizing NCJW, Inc.'s 501c3 status
 - 2. Misconduct, such as persistent and severe disparagement of NCJW, Inc. by Section leadership including, but not limited to, officers, employees or spokespeople that causes reputational harm
 - 3. Fraud
 - 4. Violation of law
- D. Upon disaffiliation, among other things:
 - 1. The Assets of a Section shall not be distributed in accordance with NCJW, Inc. Bylaws Article XVII, Section 2;

2. A Section will become independent of NCJW, Inc.;
3. NCJW, Inc. will cease providing all services, benefits, and support;
4. The Section may only benefit from NCJW, Inc.'s name, logo, brand, and 501(c)(3) status, or suggest any other indicia of a relationship to NCJW, Inc., other than an historical relationship for a period not to exceed 6 months as of the Effective Disaffiliation Date on the Disaffiliation Agreement; and
5. Both parties will continue to abide by any and all relevant contractual obligations.

Section 3 4 Mergers of Sections

In the event that one or more Sections merges with another Section, the Assets of all the merged Sections shall become the Assets of the new, merged section.

**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 1 Consistency with Relevant Law

These Bylaws shall be in accordance with all federal and state law, regulation and/or other pertinent mandatory legislation and guidance, and in the event of conflict with such sources, those sources shall prevail and override these Bylaws.

Section 2 Amendments to Bylaws

- A. Sections, the NCJW, Inc. Board of Directors (or a member thereof), the Executive Committee, and the Bylaws and Policies & Procedures Committee may propose amendments to the Bylaws.
- 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:
 - I. The proposed amendment(s) has been sent to the Bylaws and Policies & Procedures Committee at least four (4) months prior to the National Voting

Meeting.

2. The Bylaws and Policies & Procedures Committee has submitted the proposed amendment(s) to the NCJW, Inc. Board of Directors and/or the Executive Committee for their review at least a month before distribution 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 and Policies & Procedures 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, a newly proposed amendment 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 XIX 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 & Procedures Committee and rejected.
- 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 communicated. 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, regulation and/or other pertinent mandatory legislation and guidance 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 making a non-substantive change, 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 subsection (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 3 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, including by electronic means. 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 or electronic 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 & Procedures

Advocate Any person who supports the Mission of the organizations shall be eligible to become an NCJW, Inc. advocate.

Affiliate An advocate who chooses to affiliate with an NCJW Section shall be an Affiliate of such Section.

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 he/she 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 or The elected Officers, Directors and Honoraries of NCJW, Inc.’s

Board Board of Directors. References to other boards are specified, e.g., Section boards.

NCJW, Inc. Bylaws Rules adopted by NCJW, Inc. chiefly for the governance of the organization, particularly with respect to the Sections, and the management of its affairs.

Bylaws and Policies & Procedures Committee A Committee of the Board responsible for the maintenance and triennial revision process of NCJW, Inc.’s Bylaws, and which reviews and makes recommendations regarding Section Bylaws as submitted by sections pursuant to the NCJW, Inc. Bylaws. The Committee is also responsible for the maintenance and triennial revision process of the NCJW, Inc. Policies & Procedures in conjunction with the Governance Committee.

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 Those standing and special committees the members and Chairs of which are appointed by the Board or the president pursuant to the Bylaws, Article VII, Section 2.D and Article XIV, Section I.A, which shall include those committees identified in Article XIV, Section I.A and which shall have the authority of the Board except as limited by law and in Article XIV, Section I.A.

Committee of the Corporation Committees, other than Committees of the Board, created by the Board and which shall not have the authority to bind the Board. Members of such Committees of the Corporation, who may be non-Directors, shall be elected or appointed in the manner set forth in the Bylaws, Article XIV, Section 2.

Director/Officer The NCJW, Inc. Board of Directors is comprised of Officers as described in Article VII and Directors as detailed in Article VIII. Members of 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 up to two additional Directors appointed by the president, which has the powers to act for the Board of Directors as provided for in the Bylaws, including those powers and responsibilities as set forth in Bylaws Article X.

Fiscal Year The NCJW, Inc. Fiscal year runs from July 1 of the current year to June 30 of the year following.

Governance Committee A Committee of the Board whose overall purpose is to enhance the engagement and participation of Board members and ensure the effective operation of the board as a whole, and of individual board members.

Government Relations and Advocacy Department NCJW, Inc. staff responsible for coordinating and directing policy and advocacy efforts across the NCJW network.

Honoraries An individual on whom honorary status has been bestowed as a result of having 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) is an umbrella organization representing Jewish women and women's organizations from around the world which work 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, Inc. 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 A member is any individual who is so designated by a Section of NCJW, Inc.

Mission The articulation of the NCJW, Inc.'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, Inc., 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 Meeting at which the official business of the organization is conducted with advocates and Section delegates elected according to the formula in the Bylaws. Voting delegates vote on proposed changes to the Bylaws and Resolutions at the Meeting. In addition, voting delegates vote on the election of national Officers and Directors for the triennial period. Other voting Meetings may be called as necessary.

National Resolutions Based on NCJW's Mission and strategies, the national resolutions define NCJW's positions and drive the organization's 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 at NCJW's National Voting Meeting.

Nominating Committee A Committee of the Board whose overall purpose is to provide quality leadership for the organization in the form of a governing Board of Directors. The NNC takes the lead in succession planning through the identification and recruitment of new board members.

Notice or Notification The mailing or electronic communication announcing an organizational Meeting; includes registration information.

Plurality The number of votes cast for a candidate who receives more than any other but does not receive an absolute majority.

Policies & 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 the Officers of NCJW, Inc. Where reference is made to officers of Sections, the word “Section” will modify the officer titles.

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, Inc. endorses and resolves to work for specific Resolutions, which relate directly to these organizational priorities.

Referendum Vote taken by postal mail or electronic means (including a vote cast at a virtual Meeting by voice or show of hands, email or electronic polling, or other application) rather than at Board Meetings or national Meetings.

Resolutions Committee A Committee of the Board whose overall purpose is to consider the recommendations of the NCJW, Inc. network for changes to the Resolutions and propose a new slate of recommended Resolutions to be voted on at the National Voting Meeting. This committee ensures NCJW, Inc. has policy positions that represent both our network and current political trends.

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 is in compliance with Article III, Section I.E of the Bylaws.

State Policy Advocacy The volunteer entity of NCJW, Inc., which unites all the SPAs

(SPA) Network appointed by the NCJW, Inc. president to direct public policy activities within their respective states.

Subsidiary Group Any subordinate, cohort group of a Section.

Triennium A time period of three years. This refers to the three-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's 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.