

NATIONAL COUNCIL OF JEWISH WOMEN

BYLAWS

MARCH 2008



National Council of Jewish Women

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**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**

This organization shall be called the NATIONAL COUNCIL OF JEWISH WOMEN, INC., hereinafter referred to in these bylaws, as NCJW, Inc.

**ARTICLE II
PURPOSE**

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 objectives NCJW, Inc. may establish constituent groups, which may include, but are not limited to, sections.

Section 2 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 as its name National Council of Jewish Women Inc. _____ Section, until it is incorporated. After incorporation, the section name shall be National Council of Jewish Women _____ Section, Inc.
- B. A section shall be governed by the NCJW, Inc. Certificate of Incorporation, and the National Bylaws, and Policies and Procedures.

- C. A 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 national Committee on Bylaws, Policies and Procedures.
- D. A section may establish subsidiary groups.

Section 3 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 constituent group shall abide and be governed by the NCJW, Inc. Certificate of Incorporation, Bylaws, and Policies and Procedures.
- C. Each such 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
MEMBERSHIP**

Section 1 Any person who supports the purpose of the organization shall be eligible to become an NCJW, Inc. member.

Section 2

- A. Any NCJW, Inc. member may choose to be an annual member or a life member.
- B. Any NCJW, Inc. member may choose to affiliate with an NCJW section or other constituent group or choose to be a member-at-large.

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

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

**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 Program Support

Sections shall remit current assigned program support according to the schedule designated by NCJW, Inc.

Section 3 Annual Membership Dues

- A. The minimum annual dues for NCJW, Inc. members shall be set by the board of directors of NCJW, Inc.
- B. Sections may offer special section memberships at a reduced rate.

Section 4 Per Capita Dues

- A. When dues are paid by a member to a section, the amount of such monies equal to the per capita dues as established by NCJW, Inc. for the year in which the dues are paid, are funds of NCJW, Inc. The section serves as the transmittal agent for such monies.
- B. Except for life members, sections shall pay per capita dues to the treasury of NCJW, Inc., for each member, including all special section members per Section 3.
- C. Per capita dues are twelve dollars (\$12.00).

Section 5 Life Membership

- A. Life membership dues shall be set by the board of directors of NCJW, Inc.
- B. A life member may designate the section of choice or may choose to become a life member-at-large.
- C. Section life membership dues shall be placed in the Section Life Membership Fund.
 - 1. 60% of the annual realized investment income but in no case less than \$8.00 per life member, pro-rated on the number of section life members, shall be remitted to sections.
 - 2. The balance of annual realized investment income will remain with NCJW, Inc.
- D. A life member-at-large shall remit payment for life membership directly to the treasury of NCJW, Inc.

Section 6 Section Contributions

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

**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 voting meetings.
- B. The board of directors shall formulate the policies of NCJW, Inc.
- C. The board of directors shall engage an executive director under such terms as it may deem appropriate. The administrative responsibility of the national organization shall be placed in the hands of the executive director who shall be 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 flow 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.
- E. The board of directors shall establish such standing 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 convention, 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 call to this meeting shall be sent at least sixty (60) days prior to the first day of the meeting.
 - 2. Special meetings of the board of directors may be held at the call 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.

3. A majority of the voting members of the board of directors shall constitute a quorum.
4. Between meetings of the board of directors, business may be conducted by referendum. A majority vote of the board must be secured within the time stipulated in a referendum in order to effect its action.

B. Standing Committee on Nominations

1. The board of directors, at its first meeting following a national convention shall elect the Standing Committee on Nominations composed of three (3) members of the board of directors, exclusive of officers. Of these three, the person receiving the highest number of votes shall serve as chair. Those whose names appear in the fourth and fifth place on the slate shall serve as alternates.
2. In the event of a vacancy among the directors, the Standing Committee on Nominations shall present a slate of at least three (3) candidates for the position to be filled and submit the slate to the NCJW, Inc. Board of Directors for a vote.
3. The Standing Committee on Nominations shall select the member-at-large delegates and alternates to voting meetings.
4. The Standing Committee on Nominations shall submit to the pre-convention board meeting nominees for honorary president, honorary vice president and honorary director. Names of candidates nominated by the board shall be submitted for election at the national convention.
5. At least ten months before a national convention the Standing Committee on Nominations shall ensure that National Nominating Committee members are chosen by their constituent groups as outlined in Article XII, Section 1C.

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.
2. In a national convention year, NCJW, Inc. shall submit a report of NCJW's current finances for review and comment to the delegate body at a convention meeting.

D. Alternate Signatories

At the post-convention board meeting, the board of directors shall designate those officer(s), other than the president and the treasurers, who shall serve as alternate signatories. In addition, the board of directors may designate a past treasurer or assistant treasurer from the previous two terms, who also serves as an elected honorary, as alternate signatory for the purpose of signing checks.

**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, and recording secretary.
- B. At the national convention, officers shall be elected to serve for a term of three (3) years or until their successors are elected. Officers shall assume office immediately upon installation, or at the end of the convention, whichever comes first.
- C. Presidents may not succeed themselves and shall not be eligible to serve in any office other than an honorary position. A vice president may be elected for only two (2) consecutive terms in her respective office. The secretary shall not succeed herself. The treasurers shall not succeed themselves in their respective offices.
- D. In order to be eligible to be nominated as an officer, a candidate shall have served as a voting member of the board of directors of NCJW, Inc., 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 a successor to the president is elected by the NCJW, Inc. Board of Directors.
 - 1. The successor shall be elected from a slate submitted by the Standing Committee on Nominations. The slate shall contain the name of each officer who gives consent.
 - 2. Election shall be by closed ballot. A majority of votes cast shall elect.
 - 3. In the event no nominee receives a majority, a second vote shall be taken from among the two nominees receiving the highest number of votes.

- F. Vacancies in office, except that of president, occurring after the post-convention board meeting and prior to the succeeding meeting of the NCJW, Inc. Board of Directors, shall be filled at that meeting by election from a slate submitted by the Standing Committee on Nominations, with opportunity for nominations from the floor. The vacancy so filled shall be considered a full term.
- G. Vacancies in office occurring after the first regular board meeting following the post-convention board meeting and up to six (6) months prior to the next convention shall be filled by appointment of the president with the advice and consent of the executive committee. An officer appointed to fill a vacancy and serving less than two years shall be considered not to have served a full term. Vacancies occurring less than six (6) months prior to a national convention shall not be filled until the convention.

Section 2 President

- A. The president shall be the chair of the board of directors and of the executive committee.
 - 1. It shall be the duty of the president or the president's designee to preside at all meetings of the NCJW, Inc. Board of Directors and the executive committee.
 - 2. 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 executive director. The president shall perform other duties as specified in the parliamentary authority adopted by this organization and these bylaws. The president shall be the official spokesperson for and the representative of NCJW, Inc. However, the president, from time to time, shall designate other individuals to represent NCJW, Inc. in the president's stead.
 - 3. With the exception of the nominating and finance committees, the president shall, in consultation with the vice-presidents and with the approval of the board of directors, appoint chairs and vice-chairs of all national standing committees. The president shall appoint, in consultation with respective chairs, all members of national committees except the nominating committee.
 - 4. At the post-convention board meeting, the president shall appoint a vice-president to serve as the president pro tem to perform the duties of the president as specified in the national bylaws, and the policies and procedures in the event of the president's inaccessibility or inability to perform those duties.

5. 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.
6. The president shall be an ex-officio member of all committees, except the National Nominating Committee and the Standing Committee on Nominations.

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 Recording Secretary

It shall be the duty of the recording secretary to ensure that a record of all business sessions of NCJW, Inc. is kept.

Section 5 Treasurer

- A. The treasurer is the official custodian of the funds 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 The NCJW, Inc. Board of Directors shall consist of the officers, nineteen (19) to twenty-two (22) elected directors, and the immediate past president for one (1) convention period. In addition, in the course of a triennium, the NCJW, Inc. Board of Directors, through its Standing Committee on Nominations, may elect up to three (3) additional members to serve on the board of directors. Suggestions for candidates for these additional directors may come from any member of the NCJW, Inc. Board of Directors. Honorary presidents, honorary vice-presidents, honorary directors, and the United Nations representatives shall be members of the NCJW, Inc. Board of Directors with voice but without vote and shall have no legal obligations or fiduciary duty.

Section 2

- A. At the national convention, directors shall be elected to serve for a term of three (3) years or until their successors are elected. Directors shall assume office immediately upon installation, or at the end of the convention, whichever comes first.
- B. Directors may serve on the national board for a maximum of two consecutive full terms. They shall be eligible again for election or appointment, after one convention period has elapsed.
- C.
 - 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 for each of the years they have served as director, all of the obligations, duties and responsibilities including those specified in the NCJW, Inc. Bylaws, and Policies and Procedures.
- D. No incoming or ongoing section president/leader may be considered for any position on the NCJW, Inc. Board of Directors unless she will complete her term of office no later than three months after elected.
- E. 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 convention period has elapsed. They shall be eligible to serve as an officer under the rules in Article VII, Section 1D
- F. Any person elected to the board to fill a vacancy and serving less than two years of any term shall not be considered to have served a full term and shall be eligible for reelection to the board. Election by the board of directors to fill board vacancies shall take place in sufficient time to allow the person(s) elected to attend the next board meeting. Board vacancies shall not be filled within the six-month period prior to a national convention.
- G. 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 board meetings during the term.

**ARTICLE IX
HONORARY OFFICERS AND DIRECTORS**

Section 1 Honorary Status

Honorary officials include honorary presidents, honorary vice-presidents, and honorary directors. An honorary official may be elected by the delegate body at a national voting meeting following nomination by the board of directors only. 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 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.

**ARTICLE X
EXECUTIVE COMMITTEE**

Section 1 The executive committee shall consist of the officers and three (3) additional elected members of the board. The officers shall serve as the executive committee pro tem upon installation. The three (3) additional members shall be elected by the board of directors on the last day of the second board meeting of the triennium.

Section 2 The executive committee shall have power to act for the board of directors except as otherwise specifically provided for in these bylaws and in the policies and procedures. 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 for the consideration of urgent business between board meetings either in person or via telephone or electronic means.

A complete report of any meeting of this committee shall be sent to the board of directors immediately following the meeting.

Section 3 The president shall chair the executive committee.

Section 4 Meetings of the executive committee shall be held at the call of the president or upon request of three (3) members of the executive committee.

Section 5 A majority of the executive committee shall constitute a quorum.

Section 6 A vacancy in the membership of the executive committee shall be filled by the board of directors from among the elected members of the board of directors by election at the next meeting of the board.

ARTICLE XI NATIONAL VOTING MEETINGS OF NCJW, INC.

Section 1 National conventions shall be held at least every three (3) years at such time and place as shall be designated by the board of directors. In addition, other national voting meetings at which all sections and members-at-large are entitled to delegate representation 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.

Section 3

A. The voting members 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 or their alternates, member-at-large delegates, state public affairs chairs and vice-chairs, commissioners, the accredited United Nations representatives and the chair and vice-chair of the voting meeting.

B. At a national convention, voting members shall include those listed in Section 3A (above) as well as members of the National Nominating Committee, the chair of the NCJW, Inc. Bylaws, Policies and Procedures Committee and the chair and vice-chair of the National Resolutions Committee.

C. Voting members at any national voting meeting may have only one vote.

Section 4 The Call 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 and a section-at-large shall be entitled to be represented at all national voting Meetings of NCJW, Inc. by delegates apportioned according to the nationally paid-up membership of the section or section-at-large as of the close of the previous fiscal year.

Sections with:

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

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

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

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

Five hundred (500) members.....6 delegates

Over five hundred (500) members.....an additional delegate for each two hundred (200) members or majority thereof, 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 paid-up membership at the time of The Call to the national voting meeting. A section approved to receive its charter after The Call has gone out shall have one (1) official delegate and alternate.

Section 6 Unincorporated constituent groups shall have representation to national voting meetings proportionate to their membership. (See Article XI Section 5). They shall not be counted as members at-large for the purpose of determining the number of national member delegates.

Section 7 Members-at-large shall be entitled to representation at all national voting meetings of NCJW, Inc. Representation shall be by delegates apportioned according to the number of paid-up members-at-large as of the close of the fiscal year prior to the national convention. The same allocation formula applied to sections and in accordance with NCJW, Inc. Policies and Procedures shall be used.

A member-at-large so selected shall serve in that capacity for the duration of the convention period so long as that individual remains a member-at-large in good standing of NCJW, Inc.

Section 8 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 delegates at least thirty (30) days before the national voting meeting.

Section 9 At any national voting meeting of NCJW, Inc., a majority of registered voting members shall constitute a quorum.

ARTICLE XII NOMINATIONS AND ELECTIONS

Section I

- A. The National Nominating Committee shall be composed of the chair who shall have no vote and nine (9) delegates as described below in (Section I B and C).
- B. At a board meeting occurring at least one year before the national convention, the board of directors shall elect the chair, the three (3) board members and the three (3) board alternates to the nominating committee. Of the three (3) National Nominating Committee members, that member receiving the highest number of votes shall serve as vice-chair of the National Nominating Committee. Officers shall not be eligible to serve on the National Nominating Committee.
- C. The remaining delegates and alternates shall be elected as follows:
 - 1. There will be two (2) section president/leader delegates and four (4) alternates, elected by the section presidents/leaders.
 - 2. There will be one (1) commissioner delegate and two (2) alternates, elected by commissioners.
 - 3. There will be one (1) state public affairs (SPA) delegate and two (2) alternates elected by the SPAs.
 - 4. There will be two (2) delegates and four (4) alternates representing the general membership who do not meet any of the criteria for the above mentioned groups, to be selected through a process developed by the NCJW, Inc. Standing Committee on Nominations.
- D. The chair of the previous National Nominating Committee shall serve with voice but without vote. In the event that the previous chair is unable to serve, the vice- chair of the previous National Nominating Committee shall serve with voice but without vote. In the event that the vice-chair is unable to serve, the board of directors shall elect an alternate from among the board delegates who served on the previous National Nominating Committee.

- E. Candidates for the NCJW, Inc. Board of Directors shall not be eligible to serve on the National Nominating Committee.
- F. 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 past chair's substitute.

Section 2 The chair of the National Nominating Committee shall cause to be sent to each section, each NCJW, Inc. board member, each commissioner, each SPA chair and Vice chair(s), each honorary officer, and each honorary director of NCJW, Inc., at least six (6) months before the national convention, forms on which they shall submit the names of persons to be considered by the National Nominating Committee as officers and/or board members. These forms shall be returned to the National Nominating Committee at least four (4) months before the national convention.

- Section 3
- A. The National Nominating Committee shall meet at least two (2) months before the national convention for the purpose of recommending candidates for election at the national convention. One candidate shall be recommended for each of the following: president, three (3) vice-presidents, treasurer, assistant treasurer, recording secretary, and nineteen (19) to twenty two (22) directors.
 - B. In the event of a vacancy in the slate of officer candidates subsequent to the regular meeting of the National Nominating Committee, the president shall authorize a special meeting of the National Nominating Committee.

Section 4 Within 10 business days of the conclusion of the National Nominating Committee meeting, the chair of the National Nominating Committee shall cause to be sent to each section and each NCJW, Inc. board member the slate of candidates. At least 4 weeks before the convention the slate shall be sent to each delegate.

- Section 5
- A. The National Nominating Committee shall present its slate of candidates to the national convention.
 - 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 executive director of NCJW, Inc., in writing, a minimum of three (3) weeks prior to the opening of the national convention. Each nomination from the floor shall be proposed by a voting member of the convention and three (3) seconders; each of the four (4) coming from a different section.

C. The final ballot shall carry the names of all nominees for officers and directors.

Section 6 Elections shall be by closed 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.

ARTICLE XIII RESOLUTIONS

Section 1 Resolutions are based on priorities which flow from the NCJW, Inc. mission statement. Any changes to priorities may be voted on at a national voting meeting or via referendum.

Section 2 The resolutions which have been previously adopted at national conventions direct and control the program and advocacy activities of NCJW, Inc. Additions, deletions and revisions to the resolutions shall be adopted at a national convention. Any change in the resolutions proposed in the interim between national conventions shall be voted upon by the board of directors, or by the executive committee if the board of directors cannot meet, and, if approved, shall be adopted only upon two-thirds (2/3) favorable vote of the sections by referendum, providing at least a majority of the sections have participated in the referendum.

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.

Section 3

- A. The Resolutions Committee shall be appointed at least twelve (12) months before the national convention. The president shall appoint the chair and six (6) additional members including one (1) from the executive committee and one (1) from the previous Resolutions Committee.
- B. It shall be the duty of the Resolutions Committee to propose such additions, deletions and revisions of the resolutions as it deems necessary. Changes to the resolutions may be proposed to the committee by: a section, provided there has been prior approval by its board; a member of the NCJW, Inc. Board of Directors; a state public affairs chair; or a commissioner.
- C. The Resolutions Committee shall meet at least three (3) months prior to the national convention to prepare recommendations for consideration at the national convention.

- D. 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 convention to sections and to members of the NCJW, Inc. Board of Directors.
- E. Any voting member of the national convention may present for consideration by the convention any change in the resolutions submitted to but not recommended by the Resolutions Committee.
- F. Emergency resolutions are defined as those wherein the subject matter has not been proposed to the Resolutions Committee but is of urgent and immediate concern and where deferred action would be disadvantageous to the program and advocacy activities of NCJW, Inc. At the time of the national convention, the Resolutions Committee shall consider any proposed emergency resolutions and may recommend consideration by the national convention. Consideration of emergency resolutions shall require a two-thirds (2/3) favorable vote of the delegates present and voting. At the next business session after presentation, the emergency resolutions may be voted upon and passage shall be by majority vote.

**ARTICLE XIV
STANDING COMMITTEES**

- Section 1 Standing committees shall include Finance; Personnel Practices; Bylaws, Policies and Procedures; Audit; Standing Committee on Nominations and such other committees as the board of directors shall deem necessary.
 - A. At least one (1) member of the Bylaws, Policies and Procedures Committee shall be appointed from the executive committee.
 - B. The National Nominating Committee shall elect two members and two alternates from its current non-board representatives to serve on the NCJW, Inc. Standing Committee on Nominations.
- Section 2 Chairs and vice-chairs of standing committees shall be NCJW, Inc. Board Members and appointed to serve for a national convention period, or until their successors are appointed.
- Section 3 All chairs and vice-chairs of standing committees may serve for one (1) additional consecutive term in the same position provided they are eligible for service under Article VIII, Section 2 and Article VII, Section 1D.

**ARTICLE XV
AFFILIATIONS**

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 affiliations must be consistent with United States laws governing charitable public benefit, non-profit organizations and associations.

ICJW

NCJW, Inc. will maintain a formal affiliation 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, her/his 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**

The assets of NCJW, Inc. are permanently dedicated to its exempt purposes and in the event of its dissolution all of its assets and property remaining after payment of its debts and obligations and expenses of dissolution, 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 1954 as amended, as shall be determined by NCJW, Inc.'s final Board of Directors.

**ARTICLE XVIII
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *The Standard Code of Parliamentary Procedure* by Alice Sturgis 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
AMENDMENTS TO BYLAWS**

- Section 1 Amendments may be proposed by sections, the NCJW, Inc. Board of Directors, or a member thereof, the executive committee and the Bylaws, Policies and Procedures Committee.
- Section 2 These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at the national convention of NCJW, Inc. or at any national voting meeting provided that each of the following has been completed:
- A. The proposed amendment(s) has been sent to the Bylaws, Policies and Procedures Committee at least four (4) months prior to the national convention or to any national voting meeting.
 - B. The proposed amendment(s) has been submitted by the Bylaws Committee to the NCJW, Inc. Board of Directors and/or the executive committee in sufficient time to permit the board and/or the executive committee to submit recommendations to the convention body or to any national voting meeting.
 - C. A copy of the proposed amendment(s) has been sent to all sections by the Bylaws Committee at least forty (40) days before the national convention or other national voting meeting.
- Section 3 At a national convention or other national voting meeting newly proposed amendments must be submitted in writing for consideration twenty-four (24) hours before being brought for action. A two-thirds (2/3) vote of the delegate body is required in order for the amendment to be considered. In order for the proposed change to become an amendment to the bylaws it must be voted affirmatively upon by three-fourths (3/4) of the voting members present and voting.
- Section 4 A summary of proposed amendments not approved for submission to the convention or other national voting meeting shall be included in the same communication as outlined in Section 2C above. Any voting member of the national convention or other national voting meeting may resubmit to the convention or voting meeting any amendment which previously has been sent to the Bylaws, Policies and Procedures Committee.

Section 5

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.

GLOSSARY

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.
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	The elected and/or appointed officers, directors and honoraries of NCJW, Inc. References to other boards are specified (e.g. section boards).
Branch	A subgroup of a section, members of which are considered by NCJW, Inc. to be part of the section.
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 membership.
Commissioners	Volunteer leaders from various size sections (small, medium, large and large/large who are appointed by the president of NCJW, Inc. They work with assigned section presidents to provide ongoing assistance and advice.
Consent agenda	A section of an organization’s agenda including only routine matters which are expected to be approved without discussion and without dissent. Any member desiring to discuss an item can remove it from the consent agenda.
Constituent groups	Subordinate groups making up a national organization and chartered by it.
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	Individual contributions by members and friends of NCJW, Inc. received in response to requests for special funds (i.e. endowment, underwriting). These gifts are not credited to a section’s program support assignment.
Elections Committee	The committee that oversees the elections process at convention in those instances when there is a contest.

Financial review	An examination of an organization's financial records by an independent certified public accountant that is less thorough than an audit. In a financial review the accountant simply gives an assurance that nothing came to his/her attention that the financial statements are not correct.
Fiscal year	The NCJW fiscal year runs from July 1 of the current year to June 30 of the year following.
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.
Legislative agenda	The legislative items which are the focus of NCJW's advocacy efforts and are supported by the resolutions of NCJW, Inc.
Mail	Any form of 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.
Members-at-Large	Those NCJW members who are not members or affiliated with any NCJW section and pay either their life membership or annual dues to NCJW, Inc.
Mission statement	The articulation of the organization's fundamental philosophy and values which defines the organization's reason for existing.
NCJW, Inc.	The National Council of Jewish Women, a New York corporation organized in 1893 with headquarters in New York City and offices in Washington, D.C. and Israel. Generally refers to the organization as a whole; the national organization.
National committees	The standing and special committees of the organization as defined in the bylaws and policies of NCJW, Inc.

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, research and community service activities. The resolutions are updated and adopted by the delegates in NCJW's convention.
National voting Meeting	A meeting at which it is authorized that official business be conducted with delegates being elected by the sections according to the formula in the bylaws.
NCJW Journal	A magazine style publication issued by NCJW, Inc. which provides a communications link for members with the entire organization.
Personal giving	Individual contributions by members and friends of NCJW, Inc., solicited by section members which are credited to the program support assignment throughout the fiscal year.
Policies	The standing rules of NCJW, Inc. which 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, Secretary	References the officers of NCJW, Inc. Other officers within the organization's structure 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.
Program Support Assignment	A section's fair share portion of the revenue budget of NCJW, Inc. which helps to fund all of the programs, activities, projects and services provided by the organization.
Referendum	Vote taken by postal mail or e-mail rather than at board meetings or national meetings.
Section-at-Large	The title used to describe incorporated sections operating under special circumstances as defined in Policies and Procedures, Article II, Section C.
Special Checking Account	The special checking account is an account used when there is only one person available to sign checks. The dollar limit for a check drawn on this account is \$3,000. The regular checking account requires two signatures.

State Public Affairs

The volunteer entity of NCJW, Inc. established in a state, which is empowered to direct public policy activities within that state. The chair of the committee is appointed by the president.

**Unincorporated
Constituent Group**

Membership groups, other than sections, developed through special agreement with NCJW, Inc.