**NATIONAL COUNCIL OF JEWISH WOMEN INC.**

**TEMPLATE OF SUGGESTED SECTION BYLAWS**

*(Revised, Fall 2020)*

**HOW TO REVIEW YOUR SECTION’S BYLAWS**

**Definition of Bylaws\***

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

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

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

A section’s Bylaws should facilitate the functioning of the section, while preserving the rights of individual members.

**References Needed**

The most recent versions of:

1. **Your Section’s Bylaws and Policies and Procedures**
2. **Template of Suggested Section Bylaws** from NCJW, Inc. (see below)
3. [**Template of Suggested Section Policies and Procedures**](https://www.ncjw.org/section-resources/section-policies-and-procedures-template/) from NCJW, Inc.
4. [**NCJW, Inc. 2020-2023 Bylaws**](https://www.ncjw.org/wp-content/uploads/2020/05/Final-2020-2023-BYLAWS.pdf) **and** [**NCJW, Inc. Policies and Procedures**](https://www.ncjw.org/wp-content/uploads/2017/07/Policies-Procedures-Revised-June-2018.pdf). Both documents will be updated periodically by NCJW, Inc. and distributed when available.
5. The ***American Institute of Parliamentarians Standard Code of Parliamentary Procedure***

**Review Purpose**

A review of your section’s Bylaws is necessary to:

1. Ensure consistency with the **NCJW, Inc. Bylaws and Policies and Procedures**.
2. Ensure the section retains its tax-exempt status under section 501(c)(3) of the Internal Revenue Code, which requires that an organization must be [organized](https://www.irs.gov/charities-non-profits/charitable-organizations/organizational-test-internal-revenue-code-section-501c3) and [operated](https://www.irs.gov/charities-non-profits/charitable-organizations/operational-test-internal-revenue-code-section-501c3) exclusively for [exempt purposes](https://www.irs.gov/charities-non-profits/charitable-organizations/exempt-purposes-internal-revenue-code-section-501c3) and none of its earnings inure to any private shareholder or individual. In addition, it may not be an [action organization](https://www.irs.gov/charities-non-profits/charitable-organizations/political-and-lobbying-activities)*,* i.e.*,* it may not attempt to influence legislation as a substantial part of its activities and it may not participate in any campaign activity for or against political candidates.
3. Decide whether the Bylaws still reflect section practices or need to be changed. Bylaws should reflect the actual current operations of the section, not its goals.

**What to Look For**

Compare the section’s current bylaws with the NCJW, Inc. Suggested Section Bylaws. There may be valid reasons for differences, but the Suggested Section Bylaws offer a good baseline for your review. Bylaws should include the following major topics in the suggested order and numbering, but in any case, the following topics should be covered:

**Index of Articles**

1. Name
2. Purpose
3. Organizational Structure
4. Membership
5. Finances
6. Governance
7. Officers and Their Election (only if you have officers)
8. Duties of Officers (only if you have officers)
9. Board of Directors (only if you have a board of directors)
10. Executive Committee (only if you have an executive committee)
11. Committees
12. Nominations and Elections
13. Meetings
14. Voting
15. Action on Legislative Issues
16. Representation at National Voting Meetings
17. Parliamentary Authority
18. Amendments
19. Dissolution
20. Indemnification

**INFORMATION ABOUT SUGGESTED SECTION BYLAWS**

1. Each section frames its own Bylaws, which must be consistent with the **NCJW, Inc. Bylaws, NCJW, Inc. Policies and Procedures**, and all other official NCJW, Inc. documents.
2. Amendments to section Bylaws must be approved by the NCJW, Inc. Committee on Bylaws, Policies and Procedures before being voted on by the section. **Please allow at least six weeks for review and response by the NCJW, Inc. Committee on Bylaws, Policies and Procedures.**
3. The section should review its Bylaws at least every three years, and a copy should be sent to the NCJW, Inc. office after final approval by the section. (Email to [action@ncjw.org](mailto:action@ncjw.org))
4. In order for a section to be covered under the NCJW, Inc. 501(c)(3) tax exemption, the section’s federal Employer Identification Number must be on file at the NCJW, Inc. office. It is incumbent upon the section to be in accordance with, and remain up to date about, its state laws, including those pertaining to tax exempt status. It is also critical to ensure that the section files all forms as required by both federal and state government.
5. Some sections have leadership structures that differ from those described in the **Suggested Section Bylaws**. An alternate leadership structure, e.g., authority granted to a governing body other than a board of directors, is considered appropriate if it best serves your section. It is important to note that no matter what type of leadership structure the section adopts, the governing body has fiduciary and legal responsibility for the section. This Template is drafted to reflect a traditional governance structure where the section’s activities are under the authority of a board of directors, but some sections operate without a board. If your section is under the authority of a “governing body” other than a board of directors, the Governance article in the Template should be modified to state that “The Section governing body shall consist of those members who are elected to serve as leadership of the Section, as well as members who are appointed to chair specific committees or other assignments.“ A section whose governing body is not a board of directors should omit all references to “board,” “board of directors,” or “directors” in its own bylaws, substituting “governing body,” and making other modifications as appropriate. The goal is to create a set of Bylaws that reflect how the section will be run without having to modify it every time you change job titles or responsibilities, and that reflects actual practice.
6. The words “chairman,” “chairwoman,” “chairperson,” or “chair” may be used at the section’s discretion but should be consistently used throughout the document. NCJW, Inc. documents use “chair.” NCJW, Inc. also uses gender neutral pronouns in consideration of all individuals.
7. Because there are so many variations in the area of insurance, the article about Indemnification has been significantly modified. Each section must evaluate its current insurance coverage to determine what is reasonable to include in its Bylaws regarding indemnification. Professional assistance in determining what is best for the section is advised.
8. Note that some items that may have been included in Bylaws in the past have been moved to Policies and Procedures in alignment with the new format for NCJW, Inc.’s Bylaws. Bylaws should be broad and enabling and should authorize and empower the governing body to take action as needed to perform the work of the section. Policies and Procedures should provide guidance for the day-to-day workings of the section.

**PLEASE NOTE: The footnotes to these “Suggested Section Bylaws” are intended to provide explanations and rationales. You should not incorporate the footnotes into the text of your Bylaws and footnotes should not be included in your final document.**

SUGGESTED SECTION BYLAWS

**BYLAWS OF THE**

**NATIONAL COUNCIL OF JEWISH WOMEN \_\_\_\_ SECTION, INC.**

**(ORGANIZED AND INCORPORATED UNDER THE LAWS OF**

**THE STATE OF \_\_\_\_\_**

**(*Date of Revision*)**

**ARTICLE I NAME**

This organization shall adopt and maintain as its name **NATIONAL COUNCIL OF JEWISH WOMEN, INC., \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ SECTION[[1]](#footnote-1),** hereinafter referred to as the “Section,” or the” \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Section.”[[2]](#footnote-2)

**ARTICLE II MISSION**

The Section is a grassroots organization of volunteers and advocates who turn progressive ideals into action. Inspired by Jewish values, the \_\_\_\_\_\_\_\_\_\_\_\_ Section strives for social justice by improving the quality of life for women, children and families and by safeguarding individual rights and freedoms.[[3]](#footnote-3) The \_\_\_\_\_\_\_\_\_\_\_ Section is a section of the National Council of Jewish Women, Inc., a non-profit entity organized under the laws of the State of New York (hereinafter referred to as “NCJW”).

**ARTICLE III ORGANIZATIONAL STRUCTURE**

**Section 1** The Section shall have its own Articles of Incorporation and Bylaws in accordance with the requirements of its state; provided that (except as required otherwise by law), the foregoing, as well as its structure and operations, shall at all times be in a form consistent with NCJW’s Certificate of Incorporation, Bylaws, and Policies and Procedures (“NCJW’s Governing Documents”).

**Section 2** The Section’s Certificate of Incorporation, Bylaws and Policies and Procedures (together, the “Section’s Governing Documents”) shall be submitted to NCJW’s Committee on Bylaws, Policies and Procedures for its review and approval and thereafter shall govern the Section’s operations.

**Section 3** The Section may establish subsidiary groups[[4]](#footnote-4) that shall be governed by the Section Bylaws. Such groups may have rules of procedure, and these shall be consistent with the Section Bylaws and those of NCJW.

**Section 4** If the laws of the State of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ require any part of the Section’s Governing Documents to conflict with the NCJW’s Governing Documents or require the \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Section to operate in a manner inconsistent with NCJW’s Governing Documents, the Section shall observe the laws of the State of \_\_\_\_\_\_\_\_\_\_\_\_\_\_.

**ARTICLE IV SECTION AFFILIATION AND MEMBERSHIP[[5]](#footnote-5)**

**Section 1** Any person who supports the mission of this Section shall become a member of the Section by participating in activities or making a financial contribution of any amount to the \_\_\_\_\_\_\_\_\_\_\_\_\_ Section or NCJW.

**Section 2** Any Section member whose dues are paid for the fiscal year shall be considered a member in good standing.[[6]](#footnote-6)

**Section 3** Any Section member who fails to pay dues for the immediate past fiscal year within six (6) months after its close shall no longer be a member in good standing, provided official notice of this provision has been given.[[7]](#footnote-7)

**ARTICLE V FINANCES**

**Section 1** The fiscal year of the Section and all its subsidiary groups begins on July 1 and ends on June 30.

**Section 2** The Section shall remit its National Partnership Dues according to the schedule designated by NCJW.

**Section 3** The Section may make financial contributions other than to NCJW as long as they comply with Article V, Section 4 of the [NCJW Bylaws](https://www.ncjw.org/wp-content/uploads/2020/05/Final-2020-2023-BYLAWS.pdf),[[8]](#footnote-8) and any other applicable [NCJW Policies and Procedures](https://www.ncjw.org/wp-content/uploads/2017/07/Policies-Procedures-Revised-June-2018.pdf).

**ARTICLE VI GOVERNANCE**

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

**Section 2** The Board of Directors shall have power and authority over the affairs of the Section.

**Section 3** The Board of Directors shall have general supervision of the work of the Section. The responsibilities shall include, but are not limited to, the following[[9]](#footnote-9):

**A.** Formulating and actively supporting Section objectives, policies, and programs consistently with the mission and policies of NCJW, and interpreting that mission and those policies for the members and community.

**B.** Establishing and maintaining the legal non-profit corporate status of the Section consistent with the laws of the State of \_\_\_\_\_\_\_\_\_\_ and the United States Internal Revenue Service, including by filing all required forms.[[10]](#footnote-10)

**C.** Raising sufficient funds for the work of the Section and meeting the Section’s obligations to NCJW.

**D.** Approving and monitoring the Section budget.[[11]](#footnote-11)

**E.** Maintaining fiduciary responsibility for all Section assets.

**F.** Establishing such Committees as are necessary to carry out the work of the Section.

**G.** Conducting periodic evaluations of the work of the Section with a view to improving Section programs and operations.

**H.** Maintaining effective operation of the Section, including staffing, when appropriate.

**ARTICLE VII OFFICERS AND THEIR ELECTION**

**Section 1** The elected Officers of the Section shall be a President, Vice President(s), Treasurer, Financial Secretary, Corresponding Secretary, and Recording Secretary, or such Officers as the Board of Directors may designate.[[12]](#footnote-12)

**Section 2** Two (2) or more persons may share an office with the approval of a majority of the Board of Directors.[[13]](#footnote-13)

**Section 3**

**A.** The Officers shall serve for terms of \_\_\_\_ year(s) or until their successors are installed.

**B.** Officers shall not hold the same office for more than \_\_\_\_ consecutive terms with the exception of the Vice Presidents, who may serve for \_\_\_\_ additional terms, provided they are rotated in their areas of responsibility.

**Section 4** After a lapse of one (1) term a person may again become a candidate for an office previously held.[[14]](#footnote-14)

**ARTICLE VIII DUTIES OF OFFICERS**

**Section 1 Shared Offices**

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

**Section 2 President**

**A.** The President presides at meetings of the Section, its Board of Directors, and the Executive Committee. In addition, the President manages the operation of the Section’s organization, governance, programs, finances, events, meetings, fundraising, community service, and public policy activities.

**B.** The President may designate a Vice President or other officer to assume the duties of the President if the President is temporarily unavailable.[[15]](#footnote-15)

**C.** The President shall assign to each of the Vice Presidents specific areas of responsibility.

**D.** The President shall appoint the Chairpersons of the Committees of the Board.

**E.** The President shall make an annual report to the Section, a copy of which shall be sent to NCJW.

**F.** The President, or the designee, shall co-sign checks with the Treasurer.[[16]](#footnote-16)

**G.** The President shall sign all contracts, agreements, and legal documents.[[17]](#footnote-17)

**H.** The President shall be the official spokeswoman for and representative of the Section.

**I.** The President shall be an *ex-officio* member of all committees with the exception of the Nominating Committee.

**Section 3 Vice Presidents**

It shall be the duty of each Vice President to assist the President and to supervise the Chairpersons of the Committees of the Board for which they are responsible, and to coordinate the activities of the Committees within their area of responsibility.

**Section 4 Treasurer**

**A.** The Treasurer is the official fiduciary of the assets of the Section. The Treasurer shall be bonded in an appropriate amount as determined by the Board of Directors.

**B.** The Treasurer shall, upon presentation of invoices or other requests for payment duly authorized according to the Policies and Procedures of the Section, disburse funds and sign all checks.

**C.** The Treasurer shall be responsible for assuring that all required and federal and state tax and other fiscal documents are prepared and filed in a timely manner, with copies sent promptly to NCJW.[[18]](#footnote-18)

**D.** The Treasurer shall submit a written financial report for the Section as requested by the Board of Directors. Such report shall include a current balance sheet, statement of income and expenses, and budget analysis.

**Section 5 Financial Secretary**

It shall be the duty of the Financial Secretary to ensure that member contributions and records are properly executed and maintained.

**Section 6 Recording Secretary**

It shall be the duty of the Recording Secretary to ensure that records of the proceedings of the meetings of the Board of Directors, the Executive Committee, and if applicable, the Section, are created and maintained.

**Section 7 Corresponding Secretary**

It shall be the duty of the Corresponding Secretary to conduct the correspondence of the Section as directed by the President or Board of Directors.

**ARTICLE IX BOARD OF DIRECTORS**

**Section 1 Composition**

**A.** The Section Board of Directors shall consist of the elected Officers, \_\_\_\_ elected Directors, any Directors appointed by the President,[[19]](#footnote-19) and the immediate past Section President.[[20]](#footnote-20)

**B.** Section members who are NCJW officers, NCJW board members, NCJW honorary officers and board members, and chairs or vice chairs of the State Public Affairs (SPA) Committee shall be members of the Section Board of Directors, with voice but without vote.[[21]](#footnote-21)

**Section 2 Board Service by Employees**

No Section employee may serve on the Board of Directors.

**Section 3 Term of Office**

**A.** Elected Directors shall serve for a term of \_\_\_\_ years, or until a successor is installed.

**B.** An elected Director may be elected for one (1) additional term. Thereafter, an elected Director shall not again be eligible for election to the Board of Directors until one (1) term has elapsed.[[22]](#footnote-22)

**C.** An appointed Director shall serve for a term of \_\_\_\_ years.

**D.** An appointed Director may be appointed to one (1) additional term but may not serve more than two (2) consecutive terms.[[23]](#footnote-23)

**Section 4 Quorum**

To conduct business, \_\_\_\_ percent of the voting members of the Board of Directors shall constitute a quorum.[[24]](#footnote-24)

**Section 5 Board Meetings**

**A.** The Board of Directors shall hold no fewer than four (4) meetings annually**.**[[25]](#footnote-25)

**B.** Meetings shall not be held on Jewish holidays.[[26]](#footnote-26)

**C.** Special meetings shall be held at the call of the President or upon the written request of five (5) voting members of the Board submitted to the Recording Secretary.[[27]](#footnote-27)

**Section 6 Form of Meetings**

A regular meeting, a special meeting, or a continuation of either type of meeting of the Board of Directors or the Executive Committee may be held by mail, telephone or electronic means, as well as in person, provided that procedural rules associated with such meetings are followed, including those applicable to voting.

**Section 7 Vacancy**

**A.** The Board of Directors, at a regular or special meeting, shall fill any vacancy in an elected Officer or Director position.

**B.** The person so selected shall serve until the end of the term of the predecessor.

**C.** An interim elected Officer or Director who serves more than one-half (1/2) of a full term shall be considered to have served a full term.

**Section 8 Removal**

An individual may be removed from their position by action of the Board of Directors if they fail to fulfill all of the duties and responsibilities as specified in the Section Bylaws and Policies and Procedures.

**ARTICLE X EXECUTIVE COMMITTEE[[28]](#footnote-28)**

**Section 1** The Executive Committee shall consist of the elected Officers of the Section and the immediate past president(s).[[29]](#footnote-29)

**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 the Policies and Procedures.

**Section 3** The Executive Committee shall not reverse any action taken by the Board or the Section at a voting meeting.

**Section 4** The Executive Committee may meet for the consideration of urgent business between Board meetings either in person or via telephone or electronic means. Voting may occur at meeting of the Executive Committee provided that procedural rules associated with such meetings are followed.

**Section 5** The Executive Committee shall meet at the call of the President or at the request of three (3) of its members to the Recording Secretary.

**Section 6** In order to transact business, a majority of the voting members of the Executive Committee shall constitute a quorum.

**Section 7** All action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting.[[30]](#footnote-30)

**ARTICLE XI COMMITTEES**

Committees shall be known as Committees of the Board and Special Committees and shall function subject to the authority of the Board of Directors.

**Section 1** Committees of the Board shall include such committees as the Board of Directors may establish to carry out the ongoing work of the Section and the national program.[[31]](#footnote-31)

**Section 2** The Chairs of the Committees of the Board (except in the case of the Nominating Committee) shall be appointed annually by the President.[[32]](#footnote-32)

**Section 3** The President shall appoint the Chair of Special Committees established by the Board.[[33]](#footnote-33)

**ARTICLE XII NOMINATIONS AND ELECTIONS**

**Section 1**

**A.** There shall be a Nominating Committee composed of \_\_\_\_ individuals selected from among both Board Members and general Section members.[[34]](#footnote-34)

**B.** The Chair of the previous Nominating Committee shall serve with voice but no vote. If the prior Chair cannot serve, the President may appoint another member of the previous Nominating Committee to serve.

**Section 2** The Chair or other representative of the previous Nominating Committee shall convene the new Nominating Committee no fewer than two (2) months prior to the election. The Nominating Committee shall elect a Chair from among its members.[[35]](#footnote-35)

**Section 3** The Nominating Committee shall request nominations for open positions from Section members, its Officers and Board of Directors prior to beginning its deliberations.

**Section 4**

**A.** At least three (3) weeks prior to the election, the Nominating Committee shall send to the Section a slate consisting of one (1) candidate or co-candidates[[36]](#footnote-36) for each position to be filled.

**B.** Additional nominations from the Section may be accepted for ten (10) days after the slate has been disseminated.

**C.** Voting on this slate will take place at an election meeting which may be held through mail, email, telephonic voice vote, electronic visual show-of-hands, online voting software or application, or other appropriate means, by a majority vote of those voting.[[37]](#footnote-37)

**ARTICLE XIII MEETINGS**

**Section 1 General Meetings**

There shall be at least \_\_\_\_ general meetings annually[[38]](#footnote-38) at which all members may have the opportunity to participate in Section discussion.

**Section 2 Special Meetings**

Special meetings may be called by the President, the Board of Directors or upon written request of \_\_\_\_ Section members.

**ARTICLE XIV VOTING**

**Section 1 In-Person Meetings**

**A. QUORUM**

A quorum for any in-person meeting at which voting will take place shall be \_\_\_\_ (insert number percent) of the Section’s members.[[39]](#footnote-39)

**B.** Proxies and/or absentee ballots shall not be permitted at any in-person meeting, including meetings of the Board of Directors and of the Executive Committee.[[40]](#footnote-40)

**Section 2 Mail, Telephonic or Electronic Meetings**

**A. QUORUM**

A quorum for any meeting held by mail, telephone or electronically shall be \_\_\_\_ percent of the Section’s members.[[41]](#footnote-41)

**B. MEETINGS HELD BY MAIL, TELEPHONE OR ELECTRONICALLY**

* + - 1. Voting at meetings held by mail, telephone or electronically must be conducted in a manner consistent with the Section’s Bylaws and applicable state law.
      2. Voting at meetings held by mail, telephone or electronically on any issue may occur via mail, email, telephonic voice vote, electronic visual show-of-hands or voice vote, online voting software or application, or other means, as long as such method is considered accurate and is consistent with the laws and regulations of the State of \_\_\_\_\_\_\_\_\_\_\_\_\_.[[42]](#footnote-42)

**ARTICLE XV ACTION ON LEGISLATIVE ISSUES**

**Section 1** The Section may only endorse or oppose national, state, or local public issues that are within the framework of the NCJW’s Resolutions.

**Section 2** The Board of Directors must approve any position on federal, state, or local legislative issues before the Section takes or publicizes such a position.

**Section 3** The Section may not take a position contrary to that of NCJW.[[43]](#footnote-43) If the Section disagrees with a position taken by NCJW, it will remain silent and not actively support or oppose that position.

**ARTICLE XVI REPRESENTATION AT NCJW VOTING MEETINGS**

The Board of Directors shall elect delegates and alternates to NCJW voting meetings.[[44]](#footnote-44) Section employees may not represent the Section as delegates or alternates at NCJW voting meetings.

**ARTICLE XVII PARLIAMENTARY AUTHORITY**

The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern the Section in all cases to which they are applicable, and in which they are consistent with these Bylaws and those of NCJW.

**ARTICLE XVIII AMENDMENTS TO BYLAWS AND POLICIES AND PROCEDURES**

**Section 1** All proposed amendments to these Bylaws must be submitted to the Section Bylaws Committee.[[45]](#footnote-45)

**Section 2** All proposed amendments shall be approved by the Section Bylaws Committee and sent to the Board of Directors for its recommendations. In the event that the Board does not concur with the proposed amendments as presented by the Bylaws Committee, the Board may create its own set of proposed amendments. Both sets of proposed amendments will move forward in the process.[[46]](#footnote-46)

**Section 3** The proposed amendments and any other Board recommendations regarding them shall be sent to the NCJW Committee on Bylaws, Policies and Procedures for approval.[[47]](#footnote-47)

**Section 4** If the Section sends two (2) proposed amendments for the same article to the NCJW Committee on Bylaws, Policies and Procedures (the “NCJW Bylaws Committee”), and the NCJW Bylaws Committee has no preference between the two, the NCJW Bylaws Committee will send both proposals back to the Section, with comments where appropriate, and the Section shall put the two proposals to its membership for a vote as to which will be adopted. If the NCJW Bylaws Committee approves only one proposed amendment, it will indicate to the Section Bylaws Committee its reasoning. In that case, the Section will put only the approved amendment to its membership for a vote.

**Section 5** After the approved amendments have been returned to the Section by the NCJW Bylaws Committee, it is the responsibility of the Section Board to send these amendments to the Section membership for a vote no fewer than ten (10) days before voting on the amendments takes place.

**Section 6** Proposed amendments to these Bylaws shall be adopted at a meeting of the general membership of the Section in compliance with voting procedures authorized by the Section’s Bylaws and state law.

**ARTICLE XIX DISSOLUTION**

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

**ARTICLE XX INDEMNIFICATION**

\_\_\_\_\_\_\_\_\_\_ Section is indemnified by NCJW against financial loss due to fraud and dishonesty by employees. The Section shall maintain appropriate insurance coverage.[[48]](#footnote-48)

1. If your Section’s state law requires your Section to incorporate, include the “Inc.” designation in the official name of the Section.  
    [↑](#footnote-ref-1)
2. If your Section’s legal name does not follow this format there is no need to change it. Just modify this Article to reflect the actual name.   
    [↑](#footnote-ref-2)
3. This Mission (NCJW’s Mission Statement as approved by the delegate body at NCJW’s 44th National Convention)

   is taken directly from the NCJW Bylaws as required by not-for-profit law. Sections may not change it.   
    [↑](#footnote-ref-3)
4. Subsidiary groups may include branches, divisions, or special interest groups. [↑](#footnote-ref-4)
5. We have used the words “member” or “members” throughout this document and the attached template bylaws. Please change the word as needed to reflect your Section’s use of the alternative designations “advocate” or “advocates” if you’ve adopted those terms.   
    [↑](#footnote-ref-5)
6. Modify this language if your Section handles annual dues differently, or if you have other classes of membership that do not pay annual dues. [↑](#footnote-ref-6)
7. Omit this paragraph if your Section does not require payment of dues or has different rules regarding payment.   
    [↑](#footnote-ref-7)
8. Article V, Section 4 of the NCJW Bylaws state: ***Section Contributions NCJW, Inc.*** Sections in Good Standing may make financial contributions up to $500, provided the recipients of such contributions are in compliance with NCJW’s Mission. Contributions required for a Section’s active participation in community service projects are not covered by this bylaw. NCJW Sections in Good Standing may seek approval for donations in excess of $500 from the NCJW, Inc. Finance Committee. The NCJW Inc. Finance Committee will review any such requests in accordance with guidelines set forth in the NCJW, Inc. Policies and Procedures. Any Section contemplating closure or restructuring may not make gifts in any amount at any time. [↑](#footnote-ref-8)
9. The language in the second and third paragraphs of this Article is intended to grant the Board of Directors, or other governing body, broad authority. The Board’s power is intentionally not limited to specific enumerated activities, including those set forth in the Section’s governing documents, in order to allow the Board to act with regard to unexpected events. Sections should keep this in mind when considering narrowing the authority of their Board or other governing body.   
    [↑](#footnote-ref-9)
10. This would include current IRS form 990 or 990-EZ, whichever is the required one for the Section income level, and comparable state forms.  
     [↑](#footnote-ref-10)
11. Some Sections may wish to require the President to obtain the approval of a majority of the Board of Directors in order to sign contracts which create a payment obligation above a stated amount, e.g., $2,500, and have a term of longer than a stated period, e.g., 12 months. If so, that power should be granted to the Board in this Section by stating at the end “and approving all contracts and agreements creating a payment obligation of $\_\_\_\_\_\_\_ or more with a term of longer than \_\_\_ months.”  
     [↑](#footnote-ref-11)
12. Sections may not have all of these Officers. However, any Officers should be listed in this Section. Sections that expect to move duties around, depending upon the individuals involved, should write bylaws that reflect its need for flexibility. For example, if one person does the jobs of financial, corresponding, and recording secretaries, the position can be called “secretary.” Any additional Officers that Sections may elect must be incorporated into the Bylaws. [↑](#footnote-ref-12)
13. Some Sections with very small active membership have had to consider allowing a single individual to hold more than one Officer role. Should your Section want to be able to take this route, your Bylaws should be modified to expressly allow for it. [↑](#footnote-ref-13)
14. Sections should modify the required number of terms which must elapse before a candidate can take up an office previously held to reflect actual practice.   
     [↑](#footnote-ref-14)
15. Some Sections might want to add that the President can designate a temporary replacement only with the approval of the Board of Directors.   
     [↑](#footnote-ref-15)
16. Some Sections may wish to amend this only to require the President’s co-signature on checks over a stated amount, e.g., $2,500.00.  
     [↑](#footnote-ref-16)
17. Some Sections may wish to amend this to require approval of a majority of the Board of Directors if the contract creates a payment obligation above a stated amount, e.g., $2,500, and has a term of longer than a stated period, e.g., 12 months.   
     [↑](#footnote-ref-17)
18. It is advisable that each Section obtain professional accounting assistance to prepare the annual audit and to assure timely filing of accurate financial reports as required by the federal government and by state and/or local governments.  
     [↑](#footnote-ref-18)
19. It is appropriate to have more elected than appointed Directors. A Section might wish to limit the number of elected and appointed Directors by stating “there shall be no more than \_\_\_ elected and \_\_\_\_\_ appointed Directors.” Some Sections may want to set a floor on the number of elected Directors by stating “there shall be no fewer than \_\_\_ elected Directors.” For the reasons discussed in the next footnote, we also recommend a top number for total Directors, e.g., by limiting the Board to 25 Directors overall.   
     [↑](#footnote-ref-19)
20. A number of Sections have allowed **all** past presidents of the Section to continue to serve on the Board, rather than just the immediate past president. While we recognize the wish to honor past presidents by awarding them indefinite Board seats, we’ve observed that some Section Boards have grown very large over time as a result. Sections with very large Boards have discovered that has led to relatively extended discussions, with meetings running long. In addition, it is harder to achieve a quorum of a very large Board. For these reasons, we recommend limiting the size of the Board, and limiting the number of honorary terms a former past president can serve.   
     [↑](#footnote-ref-20)
21. Past Section presidents may also be advisory members of the Section Board without vote to limit the growth of the Section. Some Sections have NCJW representatives serve with vote. Each Section should modify the language in this Article to reflect their considered decisions and actual practice.  
     [↑](#footnote-ref-21)
22. Having longer terms for elected Directors than appointed Directors will increase the stability of the Board. Note that the second sentence of this Section is applicable only if the elected Section Directors serve terms of two (2) years or more. Sections whose elected Directors have one (1) year terms should omit the sentence. Some Sections may also want to allow for more than one consecutive term but limit and identify the number of consecutive terms a Director may serve.   
     [↑](#footnote-ref-22)
23. Directors appointed by the President should serve shorter terms than those elected, and the number of consecutive terms they may serve should be capped at a designated number, typically two terms. See footnotes 20 and 21.   
     [↑](#footnote-ref-23)
24. While best practices would suggest at least 50 percent, and is often set at 65 percent, these high percentages could place an undue burden on the Section Board’s ability to transact business, so we recommend you set the percentage based on your Section’s experience, with a “floor” goal of between 25 and 50 percent.  
     [↑](#footnote-ref-24)
25. To preserve their flexibility, Sections are urged to use the “no fewer than…” language, rather than requiring a specific number of board meetings.  
     [↑](#footnote-ref-25)
26. Jewish holidays observed by NCJW include: Rosh Hashanah (2 days), Erev Yom Kippur (early closing), Yom Kippur (1 day), Succoth (2 days), Shemini Atzeret, Simchat Torah, Pesach (2 first and 2 last days), Shavu’ot (2 days).   
     [↑](#footnote-ref-26)
27. A large number of Board members should not be required to call a meeting. Sections with Boards of fewer than twenty (20) members should reduce this number so that a maximum of one-fourth (1/4) of the Board members is required.   
     [↑](#footnote-ref-27)
28. If your Section does not have an Executive Committee, you may eliminate this Article. [↑](#footnote-ref-28)
29. Sections may determine whether the past president(s) shall serve on the Executive Committee and whether they are a voting member or advisory member of the Committee.  
     [↑](#footnote-ref-29)
30. Care should be taken to circumscribe the responsibilities of the Executive Committee in order to permit it to function as needed while assuring that it cannot usurp the functions of the full Board of Directors. For example, a Section may choose to add language that requires an action of the Executive Committee regarding approval an expense greater than a stated amount, e.g., $5,000, or the entering into a contract with a term of more than a stated time period, e.g., 1 year, be ratified at the next meeting of the full Board of Directors. This can be accomplished by adding language to this Article stating “If the Executive Committee’s action involved (A) approving an expense greater than $\_\_\_\_\_\_\_\_, or (B) entering into a contract with a term of more than \_\_ year(s), the Board of Directors, at its next meeting, must ratify the Executive Committee’s action.”   
     [↑](#footnote-ref-30)
31. Committees of the Board that may be established include bylaws, resolutions, nominating, budget and finance, advocates, public affairs, personnel practices, fund development, and community service.  
     [↑](#footnote-ref-31)
32. In selecting chairs, preference should be given to the elected members of the Board. Some Sections may choose to add language describing the composition and/or duties of specific Standing Committees, e.g., “The Budget and Finance Committee shall be composed of the President, the immediate past president, the Treasurer, and such other members as the President may appoint. The duties of this Committee shall be to prepare an annual budget for the Section to be presented to the Board of Directors for its approval before the end of the fiscal year, and to review the budget a mid-year.” [↑](#footnote-ref-32)
33. Examples of Special Committees that may be established are events, individual fundraisers, programs, and strategic planning.  
     [↑](#footnote-ref-33)
34. This should be an uneven number and no fewer than five (5) members to prevent voting deadlocks. A Section may have a larger or smaller Nominating Committee; however, the number of members from the general Section should be greater than the number from the Board in the interest of democracy. The Section should also consider providing for the election of alternates from each of the two groups on the Nominating Committee.  
     [↑](#footnote-ref-34)
35. In selecting chairs, preference should be given to the elected members of the Board. Sections should consider having the immediate past President serve as Chair of the Nominating Committee, given their familiarity with the Section.   
     [↑](#footnote-ref-35)
36. “Co-” means two (2) or more.  
     [↑](#footnote-ref-36)
37. See footnote 42 below. [↑](#footnote-ref-37)
38. This number should be at least one (1) but may be greater.  
     [↑](#footnote-ref-38)
39. This is an important decision because no official action can be taken until a quorum is present. A high quorum requirement, though it helps ensure broad participation in decisions, may pose problems unless a large number of members regularly attend meetings. For most Sections, 10 or 20 percent of the members is about right. For very small Sections, 50 percent may be appropriate. The Section should check its Articles of Incorporation and state laws, which may be applicable.  
     [↑](#footnote-ref-39)
40. Under laws in some states, proxies and absentee ballots are automatically permitted unless specifically prohibited by the organization.  
     [↑](#footnote-ref-40)
41. Sections may want to have a different, higher percentage constituting a quorum when a mail or electronic vote is to be held since more people will have access to this type of forum than to an in-person meeting where only those physically present can vote.   
     [↑](#footnote-ref-41)
42. As Zoom and other types of electronic meetings have become prevalent, Bylaws should be amended to explicitly provide for mail, email, telephonic conference call voice vote, or electronic voting by voice or visual show of hands, as needed and allowed by state law. In the event mail or email balloting, telephonic conference call voice voting, verbal or show-of-hands voting via Zoom, or online voting software or applications such as Survey Monkey, eBallot or other digital means are used for a vote, Sections should take detailed minutes of the meeting at which the voting occurred to establish in future the validity of the voting. Those minutes should reflect how the voting method was approved, details of the method used in the vote, the outcome of the vote, and present a means of auditing the results. Laws regarding electronic voting differ by state, so we advise that you consult when possible with a local lawyer prior to adopting this new language and procedures.   
     [↑](#footnote-ref-42)
43. See NCJW Policies and Procedures II, A. 4. Sections should carefully read this portion of NCJW’s Policies and Procedures before contemplating any action on public affairs issues. Section II, A. 4 states **Sections’ Public Policy Activities** a. Sections may not take a position on legislation contrary to that taken by NCJW, Inc. although they are not required to actively support such legislation. b. When NCJW, Inc. takes a position on legislation or issues, and at least ten (10) sections inform NCJW, Inc. that they believe the position is not in accord with the spirit of NCJW, Inc.'s policies and Resolutions, the national organization shall send to sections a Referendum containing a time limit for response. The recorded opposition of at least a majority of the sections shall cause NCJW, Inc. to abandon its stand on the bill or issue in question.

    c. Sections may not take independent action on national legislation or issues. d. Sections are encouraged to endorse or oppose local legislation that is in keeping with the positions and programs of NCJW, Inc.

    In addition, sections may endorse or oppose local legislation, provided that the legislation is consistent with the National Resolutions. e. A section may take action on state and local government matters after careful study of the issue and approval of the action by the section's Board. The action must be consistent with the Resolutions of NCJW, Inc. All action on state government matters must be coordinated with State Policy Advocacy Chair(s) and in the event of no SPA in the state, the Government Relations and Advocacy Department. The Government Relations and Advocacy Department shall be consulted in advance of any proposed action.  
     [↑](#footnote-ref-43)
44. A Section is entitled to be represented at all voting meetings of NCJW by delegates apportioned according to NCJW procedures.  
     [↑](#footnote-ref-44)
45. Sections should modify and clarify this language to indicate who may submit proposed changes to the Bylaws, i.e., whether members of the Section, or just Officers or Directors, can make proposals.   
     [↑](#footnote-ref-45)
46. The Board of Directors should have an opportunity to review proposed changes in Section Bylaws. However, a Section should be able to consider changes even in instances where the Board may be opposed.  
     [↑](#footnote-ref-46)
47. Any proposed amendment must be consistent with NCJW Bylaws and Policies and Procedures.  
     [↑](#footnote-ref-47)
48. A Section can carry numerous other types of insurance. Each Section should check its local and state requirements for the need for Directors & Officers Insurance, General Liability Insurance, All Risk Property Insurance, Workers’ Compensation, or Commercial Umbrella Insurance. Special Events insurance is offered by NCJW and may be purchased on a per event basis. [↑](#footnote-ref-48)