



National Council of Jewish Women
Greater Rochester Section

NATIONAL COUNCIL OF JEWISH WOMEN
GREATER ROCHESTER SECTION, INC.
Organized and incorporated under the laws of New York State
1894

BYLAWS

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ARTICLE I

NAME

This organization shall be called the National Council of Jewish Women, Greater Rochester Section, Inc. hereinafter referred to in these bylaws as NCJW,GRS.

ARTICLE II

PURPOSE

NCJW,GRS 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

NCJW,GRS shall be governed by the Certificate of Incorporation and the Bylaws, Policies and Procedures of the National Council of Jewish Women, Inc. (NCJW, Inc.)

Section 2

NCJW,GRS shall be governed by its own Articles of Incorporation, in compliance with the requirements of New York State and shall adopt its own bylaws as approved by the NCJW, Inc. Committee of Bylaws, Policies and Procedures.

Section 3

NCJW,GRS may establish subsidiary groups that shall be governed by its bylaws. Such groups may have rules of procedure, and these shall be consistent with the section bylaws and those of NCJW, Inc.

ARTICLE IV

MEMBERSHIP

Section 1

Any person who supports the objectives of this organization shall be eligible for membership in the NCJW,GRS and may become a member by paying the requisite dues.

Section 2

Any member may choose to be an annual member or a life member.

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 (6) months after its close shall no longer be a member in good standing, provided official notice of this provision has been given.

ARTICLE V

FINANCES

Section 1

The fiscal year of NCJW,GRS and all its subsidiary groups shall extend from July 1 through June 30.

Section 2

NCJW,GRS shall remit its program support assignments according to the schedule designated by NCJW, Inc.

Section 3

Annual dues for NCJW,GRS members shall be set by the section board of directors, and be no less than the minimum amount set by the NCJW,Inc. Board of Directors.

Section 4

Per Capita Dues

A. Per capita dues are established by NCJW, Inc.

B. When dues are paid by a member, the amount of such monies equal to the per capita dues for the year in which the dues are paid are funds of NCJW, Inc. NCJW,GRS serves as the transmittal agent for such monies.

C. Except for life members, NCJW,GRS shall pay per capita dues for all categories of membership to the treasury of NCJW, Inc.

Section 5

The total life membership dues paid to NCJW, GRS shall be remitted to NCJW, Inc.

Section 6

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

ARTICLE VI

GOVERNANCE

Section 1

The governing body shall consist of those members who are elected to serve as officers and directors of NCJW,GRS.

Section 2

The governing body shall have power and authority over the affairs of NCJW,GRS except during voting meetings of the general membership

Section 3

The governing body shall have general supervision of the work of NCJW,GRS. The responsibilities shall include, but are not limited to the following:

- A.** Formulating and actively supporting NCJW,GRS objectives, policies and programs consistent with the programs and purposes of NCJW, Inc., and interpreting these programs to the membership and community.
- B.** Establishing and maintaining the legal non-profit corporate status of NCJW, GRS consistent with the laws of the State of New York, including filing of all annual forms.
- C.** Establishing and maintaining legal non-profit corporate status of NCJW,GRS consistent with the United States Internal Revenue Service regulations, including filing of all annual forms.
- D.** Raising sufficient funds for the work of NCJW,GRS and meeting the section's obligations to NCJW, Inc.
- E.** Approving and monitoring the NCJW,GRS budget.
- F.** Maintaining fiduciary responsibility for NCJW,GRS funds.
- G.** Establishing such committees as are necessary to carry out the work of NCJW,GRS.
- H.** Conducting periodic evaluations of the work of NCJW,GRS with a view to improving section programs and operations.
- I.** Maintaining effective operation of NCJW,GRS, including staffing, when appropriate.

ARTICLE VII

OFFICERS AND THEIR ELECTION

Section 1

The elected officers of NCJW,GRS shall be a president, vice president(s), treasurer, financial secretary, and recording secretary, and such other officers as the board of directors may designate. The elected officers of NCJW,GRS may also include corresponding secretary.

Section 2

An office may be shared by two (2) or more persons.

Section 3

The president shall be elected by the membership at the election meeting to serve for a two (2) year term with a maximum of two (2) successive terms, or until her successor is elected.

Section 4 **Terms of Office**

- A.** The officers shall serve for terms of two (2) years or until their successors are installed.
- B.** Officers shall not hold the same office for more than two (2) consecutive terms with the exception of the vice president(s) who may serve for one (1) additional term, provided they are rotated in their areas of responsibility.

Section 5 After a lapse of one (1) term, a person may again become a candidate for an office previously held.

ARTICLE VIII **DUTIES OF OFFICERS**

Section 1 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 duty of the president shall be to preside at meetings of NCJW,GRS Board of Directors and of the executive committee.
- B.** The president may designate a vice president or other officer to assume the duties of the president in the event that the president is unavailable.
- C.** The president or her designee shall validate all checks generated.
- D.** The president shall sign all contracts, agreements and legal documents.
- E.** The president shall be the official spokesperson for and representative of NCJW,GRS.
- F.** The president shall be an ex-officio member of all committees with the exception of the nominating committee.

Section 3 **Vice Presidents**

The duties of each vice president shall be to assist the president and to supervise the chairs and coordinate the activities of the committees within her area of responsibility.

- Section 4** **Treasurer**
A. The treasurer is the fiduciary of the funds of NCJW,GRS.
B. The treasurer shall be responsible for assuring that all required state and federal tax and other fiscal documents are prepared and filed in a timely manner, with copies sent promptly to NCJW,Inc.
- Section 5** **Financial Secretary**
The duty of the financial secretary shall be to ensure that membership billing and records are properly executed and maintained.
- Section 6** **Recording Secretary**
The duty of the recording secretary shall be to ensure that a record is maintained of the proceedings of the meetings of the membership, the board of directors and action items of the executive committee.
- Section 7** **Corresponding Secretary**
The duty of the corresponding secretary if elected shall be to conduct the correspondence of NCJW,GRS as directed by the president or the board of directors.
- ARTICLE IX** **BOARD OF DIRECTORS**
- Section 1** **Composition**
A. The NCJW,GRS Board of Directors shall consist of the officers, fifteen (15) to twenty-five (25) directors, and the immediate past president(s).
B. Honorary officers and honorary board members shall be members of the NCJW, GRS board of directors with voice but with no vote.
- Section 2** **Term of Office**
A. Elected directors shall serve for a term of two (2) years or until successors are installed.
B. A director may be elected for additional terms consistent with the provisions of Article XII.
- Section 3** **Quorum**
To conduct business, thirty-three (33) percent of the voting members of the board of directors shall constitute a quorum.
- Section 4** **Board meetings**
A. The board of directors shall hold no fewer than eight (8) meetings annually.

- B. Meetings shall not be held on Jewish holidays.
- 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.

Section 5 A regular meeting, a special meeting or a continued meeting may be held by telephone or electronic means provided that procedural rules associated with such meetings are followed.

Section 6 **Vacancies**

- A. A vacancy occurring in any elected position shall be filled by the board of directors at a regular or special meeting.
- B. The person so selected shall serve until the end of the term of her 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 7 An individual may be removed from her position by action of the board of directors if she fails to fulfill the duties and responsibilities as specified in the NCJW,GRS bylaws and policies and procedures.

ARTICLE X EXECUTIVE COMMITTEE

Section 1 The executive committee shall consist of the elected officers of NCJW,GRS and the immediate past president(s).

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.

Section 3 The executive committee shall not reverse any action taken by the board of directors or the membership 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.

Section 5 The executive committee shall meet at the call of the president or at the request of three (3) of its members.

Section 6 In order to transact business, a majority of the voting members of the executive committee shall be present.

Section 7 Any action taken by the executive committee shall be reported to the board of directors at its next meeting.

ARTICLE XI COMMITTEES

Section 1 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 2 Committees of the board shall include such committees as the board of directors may establish to carry out the ongoing work of NCJW, GRS and the national program.

Section 3 The chairs of committees of the board (except in the case of the nominating committee) shall be appointed by the president with the approval of the board of directors and shall support all of the objectives of the governing body set forth in Article VI, Section 3.

Section 4 The president shall appoint the chairs of special committees established and approved by the board of directors.

ARTICLE XII PROCEDURES FOR NOMINATIONS AND ELECTIONS

Section 1 Nominating Committee

- A.** There shall be a nominating committee composed of no fewer than five (5) members selected from both board members and general section members.
- 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 committee to serve.

Section 2 The chair or a representative from the previous nominating committee shall convene the new nominating committee no fewer than three (3) months prior to the election. The nominating committee shall be chaired by the immediate past president. If the immediate past president is unable to serve, the nominating committee shall elect its own chair.

Section 3 The nominating committee shall request nominations for open positions from the general membership prior to beginning its deliberations.

Section 4 **Elections**

A. At least three (3) weeks prior to an election, the nominating committee shall send to the NCJW,GRS membership a slate consisting of one (1) candidate or co-candidates for each position to be filled.

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

C. Voting on this slate may take place at an election meeting, through mail or by electronic ballot.

ARTICLE XIII **MEMBERSHIP MEETINGS**

Section 1 **General meetings**

There shall be at least two (2) general meetings annually at which all members shall have the opportunity to participate in NCJW,GRS discussion.

Section 2 **Election meeting**

The meeting for the election of officers and directors shall be held at least one (1) month prior to the annual meeting.

Section 3 **Annual meeting**

The annual meeting for the installation of officers and directors and the presentation of the annual report to the membership shall take place in the spring of each year.

Section 4 **Special meetings**

Special meetings may be called by the president and a majority of the board of directors or upon written request of twenty (20) members of NCJW,GRS.

ARTICLE XIV QUORUM FOR MEMBERSHIP MEETINGS

Section 1 In-person meetings

- A. Proxies and/or absentee ballots shall not be permitted at any in-person meeting.
- B. **Quorum**
A quorum for any meeting of the membership at which voting will take place shall be ten percent (10%) of the paid-up members.
- C. **Voting conducted via telephone or videoconference shall count toward the establishment of a quorum.**
- D. **Once a quorum of paid-up members is established, all questions shall be decided by a majority of votes cast, unless otherwise required by these bylaws or the NCJW, Inc. bylaws.**

Section 2 Mail or electronic meetings

A quorum for any mail or electronic vote shall be ten percent (10%) of the paid-up members.

ARTICLE XV ACTION ON LEGISLATIVE ISSUES

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

Section 2 Before NCJW,GRS takes any position on federal, state, or local legislative issues, the approval of the section board of directors must be obtained.

Section 3 NCJW,GRS may not take a position contrary to that of NCJW, Inc. If NCJW,GRS disagrees with a position taken by the national organization, it will remain silent and not actively support or oppose that position.

ARTICLE XVI REPRESENTATION AT NCJW, INC. VOTING MEETINGS

The board of directors shall elect delegates and alternates to NCJW, Inc. voting meetings.

ARTICLE XVII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern NCJW, GRS in all cases to which they are applicable and in which they are consistent with these bylaws and those of NCJW, Inc.

ARTICLE XVIII AMENDMENTS

Section 1 All proposed amendments to these bylaws must be submitted to the NCJW,GRS Bylaws Committee.

Section 2 All amendments shall be approved by the NCJW,GRS 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.

Section 3 The proposed amendments and any other board recommendations shall be sent to the NCJW, Inc. Committee on Bylaws, Policies and Procedures for approval.

Section 4 If NCJW,GRS. sends two (2) proposed amendments for the same article to the national committee, and the NCJW, Inc. Committee on Bylaws, Policies and Procedures has no preference, both proposals go back to NCJW,GRS membership for a vote.

Section 5 After the approved amendments have been returned to NCJW,GRS by the national committee, it is the responsibility of the NCJW,GRS Board of Directors to send these amendments to section members no fewer than ten (10) days before voting.

Section 6 Proposed amendments to these bylaws shall be adopted at a meeting of the general membership by a two-thirds (2/3) majority of those voting.

ARTICLE XIX DISSOLUTION

Assets of NCJW,GRS 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 XVII of the *NCJW, Inc. Bylaws*.

ARTICLE XX

INDEMNIFICATION

NCJW,GRS is indemnified by NCJW, Inc. against financial loss due to fraud and dishonesty by section officers, including treasurers; directors; and employees. NCJW,GRS shall maintain appropriate insurance coverage.