

# **NATIONAL COUNCIL OF JEWISH WOMEN CONTRA COSTA SECTION, INC.**

## **BYLAWS OF THE NATIONAL COUNCIL OF JEWISH WOMEN CONTRA COSTA SECTION, INC.**

**ORGANIZED AND INCORPORATED UNDER THE LAWS OF  
THE STATE OF CALIFORNIA  
June 20, 2013 # 3582154**

### **ARTICLE I NAME**

This organization shall be called the **NATIONAL COUNCIL OF JEWISH WOMEN CONTRA COSTA SECTION, INC.**, hereinafter referred to in these bylaws as “the Section. ”

### **ARTICLE II PURPOSE**

The National Council of Jewish Women (NCJW) Contra Costa Section, Inc. is a grassroots organization of volunteers and advocates who turn progressive ideals into action. Inspired by Jewish values, NCJW strives for social justice by improving the quality of life for women, children and families and by safeguarding individual rights and freedoms.

### **ARTICLE III ORGANIZATIONAL STRUCTURE**

**Section 1** The Section 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** The Section shall be governed by its own Articles of Incorporation, in compliance with the requirements of its individual state, and shall adopt its own bylaws as approved by the NCJW, Inc. Committee on Bylaws, Policies and Procedures.

**Section 3** The Section may establish subsidiary groups 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, Inc.

### **ARTICLE IV MEMBERSHIP**

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

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

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

### **ARTICLE V FINANCES**

**Section 1** The fiscal year of the Section and all its subsidiary groups shall extend from July 1 through June 30.

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

**Section 3** Annual dues for Section members shall be set by the Section Board of Directors, and be no less than the minimum amount set by the NCJW, Inc. Board of Directors.

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

### **ARTICLE VI GOVERNANCE**

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

**Section 2** The governing body shall have power and authority over the affairs of the Section, except during voting meetings.

**Section 3** The governing body shall have general supervision of the work of the Section. The responsibilities shall include, but are not limited to, the following:

- A.** Formulating and actively supporting Section objectives, policies and programs consistent with the programs and purposes of NCJW, Inc., and interpreting these programs to the membership and community.
- B.** Establishing and maintaining the legal-non-profit corporate status of the Section consistent with the laws of the State of California, including filing annual forms with the State.
- C.** Establishing and maintaining legal non-profit corporate status of the Section consistent with the United States Internal Revenue Service regulations, including filing of all annual forms.
- D.** Raising sufficient funds for the work of the Section and meeting the Section's obligations to NCJW, Inc.
- E.** Approving and monitoring the Section budget.
- F.** Maintaining fiduciary responsibility for all Section funds.
- G.** Establishing such committees as are necessary to carry out the work of the Section.

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- H. Conducting periodic evaluations of the work of the Section with a view to improving Section programs and operations.
- I. Maintaining effective operation of the Section.

### ARTICLE VII OFFICERS AND THEIR ELECTION

**Section 1** The elected officers of the Section shall be a president, vice president(s), treasurer, assistant treasurer, financial secretary, corresponding secretary, and recording secretary, and such other officers as the board of directors may designate.

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

**Section 3** The officers shall serve for terms of 2 year(s) or until their successors are installed. If no appropriate replacement is found the officer can serve additional terms.

### 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. It shall be the duty of the president to preside at meetings of the Section, of the 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 the president is unavailable.
- C. The president, or the designee, shall co-sign checks with the treasurer.
- D. The president shall sign all contracts, agreements, and legal documents.
- E. The president shall be the official spokeswoman for and representative of the Section.
- F. 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 chairs and coordinate the activities of the committees within her area of responsibility.

**Section 4 Treasurer**

- A. The treasurer is the official custodian of the funds of the Section.

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- 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 Assistant Treasurer**  
It shall be the duty of the assistant treasurer to assist the treasurer in keeping the financial records of the Section.

**Section 6 Financial Secretary**  
It shall be the duty of the financial secretary to ensure that membership billing and records are properly executed and maintained.

**Section 7 Recording Secretary**  
It shall be the duty of the recording secretary to ensure that a record of the proceedings of the meetings of the membership, the board of directors, and the executive committee is maintained.

**Section 8 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, appointed committee chairs, and the immediate past section president.
- B.** Section members who are NCJW, Inc. officers, board, honorary officers, honorary board directors, and chairs or vice chairs of the State Policy Advocates (SPA) Committee shall be members of the board of directors, with voice but without vote.

#### Section 2 Quorum

To conduct business, 40 percent of the voting members of the board of directors shall constitute a quorum. A quorum for any mail or electronic vote shall be 40 percent of board members.

#### Section 3 Board Meetings

- A.** The board of directors shall hold no fewer than six (6) meetings annually.
- B.** Meetings shall not be held on Jewish holidays or the Sabbath.
- 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 4** 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 5 Vacancy

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- A.** The board of directors at a regular or special meeting shall fill any vacancy in an elected 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 6** An individual may be removed from her position by action of the board of directors if she fails to fulfill all of the duties and responsibilities as specified in the Section bylaws and policies and procedures.

### **ARTICLE X EXECUTIVE COMMITTEE**

**Section 1** The executive committee shall consist of the elected officers of the Section 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 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** All action taken by the executive committee shall be reported to the board of directors at its next meeting.

### **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.

**Section 2** The chairs of the committees of the board (except in the case of the nominating committee) shall be appointed by the president.

**Section 3** The president shall appoint the chair of special committees established by the board.

### **ARTICLE XII NOMINATIONS AND ELECTIONS**

**Section 1** There shall be a nominating committee composed of 5 members selected from

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both board members and general section members.

**Section 2** The Nominating Committee shall convene no fewer than two (2) months prior to the election. 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** **A.** At the general membership meeting prior to the election meeting the slate will be read and the opportunity for nominations from the floor be given. The nominations from the floor must be pre-approved by the nominee.

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

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

**D.** Voting on this slate will take place at an election meeting or through mail or electronic ballot.

### ARTICLE XIII MEETINGS

#### General Meetings

There shall be at least 8 general meetings annually, at which all members may have the opportunity to participate in Section discussion.

### ARTICLE XIV VOTING

#### Section 1- In-Person Meetings

**A.** Proxies and/or absentee ballots shall not be permitted at any in-person meeting, including meetings of the board of directors and of the executive committee.

**B.** A quorum for any meeting at which voting will take place shall be 15 percent of the paid-up members.

#### Section 2 Mail or Electronic Meetings

##### Quorum

A quorum for any mail or electronic vote shall be 20% of the paid-up members

### 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, Inc. Resolutions.

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

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

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

### **ARTICLE XVIII AMENDMENTS**

**Section 1** All proposed amendments to these bylaws must be submitted to the Section Bylaws Committee.

**Section 2** All amendments shall be approved by the Section Bylaws Committee and sent to the 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.<sup>32</sup>

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

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

**Section 6** Proposed amendments to these bylaws shall be adopted at a meeting of the general membership of the Section or by referendum by a majority vote of those voting.

### **ARTICLE XIX DISSOLUTION**

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

### **ARTICLE XX INDEMNIFICATION**

NCJW Contra Costa Section, Inc. is indemnified by NCJW, Inc. against financial loss due to fraud and dishonesty by Section leaders, treasurers, and employees. The Section shall maintain appropriate insurance coverage.