

**BYLAWS OF THE
NATIONAL COUNCIL OF JEWISH WOMEN
PALM BEACH SECTION**

**ARTICLE I
NAME**

This organization shall be called the NATIONAL COUNCIL OF JEWISH WOMEN, PALM BEACH SECTION, INC., hereafter to be referred to in these Bylaws as the National Council of Jewish Women, Palm Beach, NCJW-PB or “the Section.” NCJW-PB shall follow the Bylaws and Policies and Procedures of the National organization of the NATIONAL COUNCIL OF JEWISH WOMEN, INC. hereafter to be referred to in the Bylaws as NCJW, INC.

**ARTICLE II
MISSION**

The National Council of Jewish Women, Palm Beach is a grassroots organization of volunteers and advocates who turn progressive ideals into action. Inspired by Jewish values, NCJW-PB 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, the Bylaws, Policies and Procedures of NCJW, INC.

Section 2. The Section shall be governed by its own Articles of Incorporation, in compliance with the requirements of the State of Florida, and shall adopt its own Bylaws, as approved by 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 AND DUES**

Section 1. Any person who supports the purpose of this organization shall be eligible for membership in the Section and may become a member by paying the requisite dues.

Section 2. The annual dues for each member shall be determined and collected by the Section. The Section shall consider the minimum amount recommended by the NCJW, INC. Board of Directors.

Section 3. Existing Life Members will be “grand-mothered,” effective June, 2018.

Section 4. Members joining the Section during the last three months of the fiscal year shall be regarded as paid-up members through the following fiscal year.

Section 5. An associate member is a paid-up member of another Section who wishes to participate in the Palm Beach Section’s activities.

Section 6. A member who fails to pay annual dues for one year and six months shall no longer be a member in good standing. After notice is given, either orally or in writing, the name of such member shall be removed from the roster and placed in the non-member roster. NCJW, INC. shall then be so informed. Such member, upon payment of dues, may become a member in good standing immediately.

ARTICLE V FINANCIAL

Section 1. The Section shall remit to NCJW, INC., within NCJW, INC.’s fiscal year, the current assigned National Partnership Dues according to the schedule designated by NCJW, INC.

Section 2. The Section shall make no financial contribution, in excess of \$500.00, to other organizations except in conformity with the Bylaws and Procedures of NCJW, INC.

Section 3. The fiscal year of the Section shall be July 1 to June 30.

ARTICLE VI OFFICERS AND THEIR ELECTIONS

Section 1. The elected officers of this Section shall be President, Vice Presidents, Treasurer, Recording Secretary, Corresponding Secretary and elected Directors. An office may be shared by two or more persons.

Section 2. The officers shall be elected by the membership at the Election Meeting or electronically to serve for terms as specified below or until their successors are installed.

Section 3. Officers shall be elected for a term of two years.

ARTICLE VII DUTIES OF OFFICERS

Section 1. **SHARED OFFICES:** If an office is held by more than one person at a given time, the duties of each shall be determined by those sharing the office.

Section 2. **PRESIDENT:** It shall be the duty of the President(s) to preside at meetings of the Section, of the Board of Directors, and of the Executive Committee. She shall be an ex-officio member of all committees with the exception of the Nominating Committee. She shall make an annual report to the Section, a copy of which shall be sent to NCJW, INC. She, or an officer designated by her at the beginning of the term, shall co-sign checks with the Treasurer. She shall sign all contracts, agreements and legal documents. She shall be the official spokeswoman and representative of the Section. She may delegate that representation to the immediate past president or another officer and shall require a report from her designee of the meeting attended.

Section 3. **VICE PRESIDENTS:** It shall be the duty of each vice president to supervise the chairs and to coordinate the activities of the committees within her area of responsibility. When so designated by the President, a Vice President shall perform the duties of the President.

Section 4. **TREASURER:** It shall be the duty of the Treasurer(s) to collect and/or receive all money due to the Section, and to be the custodian of all funds. She shall send the annual per capita amount for each member to NCJW, INC. in accordance with its Bylaws. She shall disburse funds only upon presentation of duly authorized vouchers. She, or a designated member of the Finance Committee, shall co-sign checks with the President or the bank authorized co-signers.

She shall submit written financial reports at all regular meetings of the Board of Directors. She shall present a six-month budget review at the January Board meetings. She shall be responsible for seeing that the financial records of the Section are audited annually, and present this audited financial report to the Board and make it available to the membership. She shall send a copy of the report to NCJW, INC. She shall be responsible for assuring that all required state and federal tax and other fiscal documents are prepared and filed in a timely manner.

Section 5. **RECORDING SECRETARY:** It shall be the duty of the Recording Secretary to keep a record of the proceedings of all meetings of the membership, the Executive Committee and the Board of Directors. She shall be custodian of all reports of the President and committee chairwomen. She shall keep a record of Board meeting attendance and notify the President when a member is absent three consecutive times.

Section 6. **CORRESPONDING SECRETARY:** It shall be the duty of the Corresponding Secretary to conduct the correspondence of the Section as directed by the President and the Board of Directors and/or the Executive Committee.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers and six (6) elected Directors, appointed chairwomen of the standing and special committees, parliamentarian, historian and the immediate past presidents. Section members who are National officers, National Board members, National honorary officers and Board members, and National appointed chairs, shall be invited to attend Board meetings, ex-officio. Past presidents, excluding the Immediate Past President, are invited to attend Board meetings with voice and no vote.

Section 2. Voting members of the Board include: President, Immediate Past President, Vice Presidents, Treasurer(s), Recording Secretary, Corresponding Secretary and Directors.

Section 3. There shall be six (6) elected Directors to serve with portfolio for a term of two years. One half of the Directors shall be elected each year.

Section 4: Honorary Directors. The Nominating Committee shall submit a slate of Honorary Board Members for election at the Section voting meeting as nominated by the Board of Directors. Directors of the National Council of Jewish Women, Palm Beach shall be invited to attend all Board meetings. They shall maintain a voice in all discussions, but will only have a vote for the biennium following their election.

Section 5. No meeting shall be scheduled and no communications shall be sent on a Jewish or legal holiday. Special meetings shall be held at the call of the President or upon the written request of five (5) members of the Board. No meeting or event should be scheduled on the Sabbath.

Section 6. Members of the Board of Directors are encouraged to financially support the Section through the Annual Personal Giving Campaign, and through other fundraising programs and events.

Section 7. The Board of Directors shall have general supervision of the work of the Section. The responsibilities of the board shall be:

- a. To formulate and actively support Section objectives, policies and programs consistent with the programs and purposes of the NCJW, INC. and to interpret these programs to the membership and community.
- b. To approve all new Section fundraising and community service projects.
- c. To plan for provision of adequate finances for the work of the Section and to meet the Section's obligations to NCJW, INC.

- d. To establish such committees as are necessary to carry out the work of the Section.
- e. To assume such additional duties and responsibilities as may be essential to the effective operation of the Section.
- f. To conduct periodic training for and evaluations of the work of the Section with a view of improving Section programming and operations.
- g. To review and approve the Section Budget prepared by the Budget and Finance Committee.
- h. To establish and maintain the legal or non-profit corporate status of the Section consistent with the laws of the State of Florida. A review of this status will be presented to newly elected officers following installation.

ARTICLE IX EXECUTIVE COMMITTEE

Section 1. The elected officers, excluding Directors and the Immediate Past President(s), shall constitute the Executive Committee. It shall meet as an advisory committee and/or for the consideration of urgent and special business in the interim between regular Board Meetings. The Executive Committees shall meet at the call of the President or any Vice President in the absence of the President. All action taken by the Executive Committee must be reported to the Board of Directors at its next meeting. The President may invite persons with special knowledge to the meeting in order to assist the committee in the deliberations.

Section 2. The Executive Committee shall not reverse any action taken by the Board or the membership at a voting meeting.

ARTICLE X COMMITTEES

Section 1. Committees shall be known as Standing Committees and Special Committees, and shall function subject to the authority of the Board.

Section 2. The Standing Committees shall include Bylaws, Policies and Procedures, Budget, Finance, Nominating, Fundraising, Evaluation and such other committees as the Board may establish to carry on the work of the Section and the National Program.

- a. The chairwomen shall be appointed annually by the appropriate Vice President (except the Chairwoman of the Nominating Committee). The Chairwoman of the Nominating Committee is the Immediate Past President.

- b. The Chairwomen of each committee and the members of the committees shall be appointed by the Vice President in consultation with the President and the respective committee chairwoman.
- c. If a chairwoman is remiss or negligent in carrying out her duties, the President, in consultation with the Vice President, may, with the approval of the Board, request the resignation in writing of said chairwoman before the expiration of her term.

Section 3. Participation in NCJW-PB projects is limited to members in good standing and their partners. Accompanying non-member volunteers may participate in no more than one project before being required to become members in good standing. Volunteers who have financial responsibilities, no matter how temporary, and who are representing the Section, shall be required to be a member in good standing. An exception may be made with the approval of the President(s).

ARTICLE XI NOMINATIONS AND ELECTION

Section 1. NOMINATING COMMITTEE: There shall be a Standing Nominating Committee composed of five (5) members to be selected by the Board of Directors, at least three (3) of whom are on the current Board. Preference for the additional two members will be given to committee chairs and to active committee members. The Immediate Past President shall serve as the chair of the committee with a voice and no vote. If the Immediate Past President cannot serve, an alternate past president will serve as the chair.

Section 2. Two alternates will also be selected with voice and no vote and shall attend all Nominating Committee meetings. The committee is in effect for one year. The Nominating Committee will be convened by the Chairwoman of the Nominating Committee; she shall serve on a new Nominating Committee with a voice and no vote.

ARTICLE XII MEETINGS

Section 1. BOARD MEETING: A quorum shall be one-third (1/3) of the Board members in attendance in order to transact business. The President(s) may choose to table a vote at her discretion.

Section 2. ELECTION MEETING: The election of officers and directors shall be held at an event or meeting in the month prior to the Annual Meeting or electronically.

Section 3. ANNUAL MEETING: There shall be an annual meeting for the installation of officers and directors and the presentation of annual reports to the membership.

Section 4. SPECIAL MEETINGS: Special meetings may be called by the President and/or Board of Directors or upon request of five (5) members.

Section 5. No meetings shall be held on the Sabbath and on the following Jewish Holidays: Rosh Hashanah – 2 days, Yom Kippur – 1 day, Succoth – 1st and 2nd day, Shmini Atzeret, Simchat Torah, Pesach – 1st, 2nd, 7th and 8th day, Shavuoth – 1st and 2nd day.

ARTICLE XIII VOTING

Section 1. In Person Meeting

- a. An in-person meeting includes virtual meetings.
- b. Proxies, absentee ballots and/or electronic votes shall not be permitted at any in-person meeting, including meetings of the Board of Directors and Executive Board. Voting by show of hands or voice during virtual meetings shall be permitted.

Section 2. Mail or Electronic Voting

- a. A quorum for any electronic vote shall be 5% of the paid-up membership.
- b. A quorum for any electronic vote by the Board of Directors shall be a majority of those voting.

ARTICLE XIV ACTION ON LEGISLATIVE ISSUES

The Section may not take a position contrary to that of NCJW, INC. The issues must be in the framework of National Resolutions and Policies.

Before the Section takes any position on Federal, State or local legislative issues, the approval of the Section Board, with the guidance of NCJW, INC. and the Florida State Policy Advocate (SPA), must be obtained. If there is any question about an action to be taken the action must be brought to NCJW, INC. for approval.

ARTICLE XV REPRESENTATION AT NATIONAL CONVENTION

Section 1. The Section shall be entitled to representation at National Conventions in accordance with the Bylaws of NCJW, INC.

Section 2. Delegates and alternates to National meetings shall be determined by the Board of Directors. Nominees must hold a Board position at the time of the Convention or be an

incoming elected officer with the commitment to future service. Exceptions may be made on a case-by-case basis at the discretion of the Board of Directors.

ARTICLE XVI PARLIAMENTARY AUTHORITY

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

ARTICLE XVII AMENDMENTS AND REVISIONS OF SECTION BYLAWS

- Section 1. The Section shall review its Bylaws at least every three (3) years.
- Section 2. Amendments and/or revisions shall be proposed by the Bylaws Committee for approval by the Board.
- Section 3. These Bylaws may be amended or revised at a General Membership meeting of the Section by two thirds (2/3) vote of those present and eligible provided that:
- a. The amendments and/or revisions were submitted to the Board of Directors at least 30 days in advance.
 - b. The amendments and/or revisions have been approved by the National Committee on Bylaws, Policies and Procedures.
 - c. The amendments and/or revisions have been sent or made available to all members of the Section by mail or electronically not less than (5) days before the meeting.

ARTICLE XVIII DISSOLUTION

Assets of National Council of Jewish Women, Palm Beach are permanently dedicated to its exempt purposes. In the event of dissolution, assets shall be inventoried and allocated accordingly to the priorities and procedures outlined in NCJW, INC. Bylaws, Article II, Section e.

**ARTICLE XIX
NON LIABILITY**

To the extent permitted by law

Section 1. National Council of Jewish Women, Palm Beach, its directors, officers and committee chairpersons shall not be liable to its members for acts or omissions to act or any statements or any omissions, or errors herein published or circulated by NCJW-PB or by its directors, officers, or chairpersons acting in said capacities.

Section 2. Each present and future member shall be deemed to have expressly released National Council of Jewish Women, Palm Beach, its directors, officers and chairpersons of and from any and all liability:

- a. By reason of any agreements, contracts, obligations, acts or plans entered into or undertaken by NCJW-PB on behalf of its members, and
- b. For such acts, omissions, or error therein.

**ARTICLE XX
INDEMNIFICATION**

NCJW-PB 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.

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