

**BYLAWS OF THE
NATIONAL COUNCIL OF JEWISH WOMEN
NEBRASKA**

**ORGANIZED AND INCORPORATED UNDER THE LAWS OF
THE STATE OF NEBRASKA (15 JULY 1966)**

ARTICLE I NAME

This organization shall be called the **NATIONAL COUNCIL OF JEWISH WOMEN NEBRASKA** hereinafter referred to in these bylaws as “the Section.”

ARTICLE II PURPOSE

The National Council of Jewish Women (NCJW)-Nebraska 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 Nebraska

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

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.

Section 4 Members joining the Section for the first time during the last three (3) months of a fiscal year shall be regarded as paid members through the following fiscal year.

Section 5 A member in good standing of another Section of NCJW taking up residence in

this community may, upon proof of membership, become a member of this Section for its current fiscal year.

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 program support assignment 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 the Board of Directors. (See Article IX, Section 1 for Board of Directors Composition)

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 Nebraska.
- 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.
- 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, 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, Recording Secretary, and such other officers as the Board of Directors may designate.

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

Section 3 Term of Office

- A. The officers shall serve for terms of one year or until their successors are installed.
- B. Officers shall not hold the same office for more than two 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.

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 spokesperson 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 that Vice President's area of responsibility. Each Vice President shall keep the Board of Directors informed of its activities on a regular basis.

Section 4 Treasurer

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

Section 5 Financial Secretary

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

- Section 6** **Recording Secretary**
- A. The Recording Secretary shall be the custodian of all reports of the President and committee chairs.
 - B. The Recording Secretary shall take minutes at all Board meetings and Executive meetings and make them available to the Board of Directors.
 - C. It shall be the duty of the Recording 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, chairs of committees, immediate past President, Honorary Officers and Board Members, Nebraska State Public Affairs Chair, and-National Board Members.
 - B. Only elected officers have voting rights and qualify to count towards a quorum. Other Board members have voice but no vote.
 - C. All NCJW Nebraska members are invited to all board meetings with voice but no vote.

Section 2 No section employee may serve on the Board of Directors.

Section 3 **Quorum**
To conduct business, 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 six (6) 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** **Vacancy**
- 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 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 7 An individual may be removed from current position by action of the Board of Directors if that individual 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 President, Vice Presidents, Treasurer and Recording Secretary.
- 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 or contacted electronically.
- 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 function subject to the authority of the Board of Directors.

- Section 1** Committees may 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** Committees may include Awards, Bylaws, Finance, and Nominating.

ARTICLE XII NOMINATIONS AND ELECTIONS

- Section 1** The Nominating Committee shall be composed of four (4) or more members.
- A.** Two (2) or more Nominating Committee members shall be chosen from the general membership.
 - B.** Two (2) or more Nominating Committee members shall be chosen from the Board of Directors.
 - C.** The Nominating Committee shall serve for a two (2) year term.
- Section 2** Prior to the election, the Nominating Committee shall present to the Section membership, a slate consisting of one (1) candidate or co-candidates for each position to be filled.
- Section 3** Section elections shall be held by ballot unless nominees or co-nominees are unopposed. Voting on this slate will take place at a meeting or through mail or electronic ballot. A majority of votes cast shall elect.
- Section 4** In the event of an unopposed slate, the recording secretary shall cast and record one ballot for the slate on motion approved and carried by the body.

Section 5 Should a vacancy occur in any office during the Section year, it shall be the duty of the Nominating Committee to recommend to the Board the name of a candidate to be elected by the Board to fill the unexpired term. An Officer so elected for more than one-half (1/2) the term shall be considered to have served a full term.

ARTICLE XIII GENERAL MEMBERSHIP MEETINGS

Section 1 General Meetings

Since all NCJW Nebraska members are invited to Board of Director's meetings to participate in discussions, there is no requirement for general membership meetings.

Section 2 Special Meetings

Special meetings may be called by the President or the Board of Directors or upon written request of 2% of paid Section members.

ARTICLE XIV GENERAL MEMBERSHIP 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. Quorum

A quorum for any general membership meeting at which voting will take place shall be 3% of the paid-up members.

Section 2 Mail or Electronic Meeting Quorum

A quorum for any mail or electronic vote shall be 3% of the paid Section 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.

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. Section employees may not represent the Section as delegates or alternates at NCJW, Inc. voting meetings.

ARTICLE XVII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Standard Code of Parliamentary

Procedure by Alice Sturgis 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 Board of Directors.

Section 2 The proposed amendments and any other Board recommendations shall be sent to the NCJW, Inc. Committee on Bylaws, Policies and Procedures for approval.

ARTICLE XIX DISSOLUTION

Assets of National Council of Jewish Women Nebraska 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 Nebraska 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.