

**BYLAWS OF THE NATIONAL COUNCIL OF JEWISH WOMEN  
CHICAGO NORTH SHORE SECTION, INC.**

Last Revised and approved by NCJW, Inc. January, 2018  
ORGANIZED AND INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS  
(August, 1951)

ARTICLE I      NAME

This organization shall be called the NATIONAL COUNCIL OF JEWISH WOMEN CHICAGO NORTH SHORE SECTION, INC., hereinafter referred to in these bylaws as "the Section."

ARTICLE II     PURPOSE

The National Council of Jewish Women (NCJW) Chicago North Shore 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 and 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 bylaws of the Section. Such groups may have rules of procedure, and these shall be consistent with the Section bylaws and those of NCJW, Inc. Subsidiary groups may include branches, divisions or special interest groups.

ARTICLE IV    MEMBERSHIP

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

Section 2      Any member may choose to be an annual member or a life member.<sup>1</sup>

Section 3      Any life member, or member whose dues are paid for the fiscal year, shall be considered a member in good standing.<sup>2</sup>

ARTICLE V    FINANCES

Section 1      The fiscal year of the Section and all its subsidiary groups shall extend from July 1

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<sup>1</sup> As of July 1, 2018, NCJW, Inc. no longer offers Life Membership

<sup>2</sup> As of July 1, 2018, NCJW, Inc. no longer offers Life Membership

through June 30.

- Section 2 The Section shall remit its current program support assignment according to the schedule designated by NCJW, Inc.<sup>3</sup>
- Section 3 Annual dues for Section members shall be set by the Section Governing Body, and be no less than the minimum amount set by the NCJW, Inc. Board of Directors.
- Section 4 Per Capita Dues<sup>4</sup>
- 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. The Section serves as the transmittal agent for such monies.
  - C. Except for life members, the Section shall pay per capita dues for all current members, to the treasury of NCJW, Inc.
- Section 5 The total life membership dues paid to the Section shall be remitted to NCJW, Inc.<sup>5</sup>
- Section 6 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 Illinois, 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 rules, 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.

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<sup>3</sup> Program Support is now called National Partnership Fee

<sup>4</sup> Per NCJW, Inc, as of July 1, 2018, Per Capita Dues have been abolished

<sup>5</sup> Per NCJW, Inc, as of July 1, 2018, Life Membership has been abolished

ARTICLE VII DIRECTORS/OFFICERS AND THEIR DUTIES

- Section 1 The elected directors/officers of the Section shall be determined according to the needs of the Section and the requirements of the state.
- Section 2 An office may be shared by two (2) or more persons.
- Section 3 Division of Duties
- A. The Governing Body shall determine how the duty of presiding over meetings of the Section and the Governing Body will be handled.
  - B. The Governing Body shall determine who will sign and co-sign checks.
  - C. The Governing Body shall determine which representatives will sign all contracts, agreements and legal documents and who will be the official spokesperson(s) for the Section.
  - D. The Governing Body shall determine who will be the contact with NCJW, Inc. for the Section.
  - E. The Governing Body shall determine who will be responsible for assuring that all required state and federal taxes and other fiscal documents are prepared and filed in a timely manner, with copies sent promptly to NCJW, Inc.
  - F. The Governing Body shall determine who will ensure that the membership billing and records are properly executed and maintained.
  - G. The Governing Body shall determine who will ensure that a record of the proceedings of the meetings of the membership and the Governing Body are maintained.
  - H. The Governing Body shall determine who will conduct the correspondence of the Section.
- Section 4 Composition  
Section members who are NCJW, Inc. officers, board directors, honorary officers, honorary board directors, and chairs or vice chairs of the State Policy Advocacy (SPA) Committee shall be members of the Governing Body, with voice but without vote.
- Section 5 No Section employee may serve on the Governing Body.
- Section 6 Term of Office  
Elected directors/officers shall serve for a term of 2 years.
- Section 7 Quorum  
To conduct business, 50% percent of the voting members of the Governing Body shall constitute a quorum.
- Section 8 Meetings of the Governing Body
- A. The Governing Body shall hold no fewer than four (4) meetings annually.
  - B. Meetings shall not be held on Jewish holidays.
  - C. Special meetings shall be held at the call of any two (2) members of the Governing Body.
- Section 9 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 10 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.

ARTICLE VIII NOMINATIONS AND ELECTIONS

- Section 1 There shall be a standing committee on nominations whose composition shall be determined by the Governing Body.
- Section 2 The responsibility of the standing committee on nominations shall be to continually cultivate potential new leadership and be open to suggestions from the Governing Body and general membership.
- Section 3 At least three (3) weeks prior to the election, the nominating committee shall send to the Section membership, a slate consisting of candidates for each position to be filled.

ARTICLE IX MEETINGS

- Section 1 General Meetings  
There shall be at least 1 general meetings annually, at which all members may have the opportunity to participate in Section discussion.
- Section 2 Special Meetings  
Special meetings may be called by the Governing Body or upon written request of 8 Section members.

ARTICLE X 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 Governing Body.
- B. A quorum for any meeting at which voting will take place shall be 5% or a minimum of 35 of the paid-up members.
- Section 2 Mail or Electronic Meeting
- A quorum for any mail or electronic vote shall be 10% of the paid-up members.

ARTICLE XI ACTION ON LEGISLATIVE ISSUES

- Section 1 The Section may only endorse or oppose national, state or local public issues which are within the framework of the NCJW, Inc. Resolutions.
- Section 2 The Section may not take a position contrary to that of NCJW, Inc. in accordance with NCJW, Inc. Bylaws.

ARTICLE XII REPRESENTATION AT NATIONAL VOTING MEETINGS

The Governing Body shall elect and/or appoint delegates and alternates to NCJW, Inc. voting meetings. Section employees may not represent the Section as delegates or alternates to a national voting meeting.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of 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 XIV 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 Governing Body for its recommendations. In the event that the Section Governing Body does not concur with proposed amendments as presented by the bylaws committee, the Governing Body 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 Governing Body recommendations shall be sent to the NCJW, Inc. Committee on Bylaws, Policies and Procedures for approval.
- Section 4 After the approved amendments have been returned to the Section by the national committee, it is the responsibility of the Section Governing Body to send these amendments to Section members no fewer than ten (10) days before voting.
- Section 5 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 XV DISSOLUTION

Assets of National Council of Jewish Women Chicago North Shore 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 XVI INDEMNIFICATION

NCJW, Inc. shall, to the fullest extent authorized by law, indemnify any present or former Officers or Directors of NCJW, Inc. or the personal representative thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that the person, her/his testator or intestate is or was a Director or officer of NCJW, Inc., or served with any other corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of NCJW, Inc., against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee-benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person, the person's testator or intestate may be entitled apart from this provision.