

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

Last Revised and approved by NCJW, Inc. on January 12, 2018

Last Revised and approved by NCJW Chicago North Shore Board of Directors on March 7, 2018

Approved by NCJW Chicago North Shore General Membership on _____

ORGANIZED AND INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS (August, 1951)

June 2009

**ARTICLE I
NAME**

~~The organization shall be called the NATIONAL COUNCIL OF JEWISH WOMEN, Chicago North Shore (Illinois) Section, Inc.~~

**ARTICLE II
PURPOSE**

~~The National Council of Jewish Women, 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
MEMBERSHIP**

~~Section 1. — Anyone who supports the purpose of this organization shall be eligible to become a member by sending application and dues for the current year to the section.~~

~~Section 2. — A paid up member of another section may transfer membership to Chicago North Shore Section for the remainder of the current fiscal year without paying additional dues.~~

~~Section 3. — Anyone may become a Life Member of NCJW, Inc. by paying to the section the amount stipulated by the NCJW, Inc. Policies and Procedures.~~

**ARTICLE IV
DUES**

~~Section 1. — The section shall send to the national office such annual per capita dues as shall be determined by NCJW, Inc.~~

~~Section 2. — Dues for annual membership of the Chicago North Shore Section shall be set by the Board of Directors and are payable at the beginning of the fiscal year. The dues shall be no less than the minimum amount determined by NCJW, Inc.~~

~~Section 3. — Dues of new members who join after March 1 shall be applied to the next fiscal year.~~

~~Section 4. — A member who fails to pay annual dues by January 1 of the fiscal year shall no longer be a member in good standing. After written notice is given, the name of such member shall be removed from the roster and NCJW, Inc. shall be so informed. Such a member, upon payment of the current year's dues, shall become a member in good standing. The provisions of Section 3. (above) shall not apply.~~

**ARTICLE V
FINANCIAL**

~~Section 1. — The fiscal year of the section shall be July 1 through June 30.~~

~~Section 2. — The section shall remit to NCJW, Inc. within the fiscal year, current assigned program support and per capita dues as designated by NCJW, Inc.~~

~~Section 3. — State Public Affairs dues shall be paid annually in accordance with procedures established by NCJW, Inc.~~

~~Section 4. — The section shall make no contribution in excess of \$100.00 to other organizations except in conformity with the Bylaws and the Policies & Procedures of NCJW, Inc.~~

ARTICLE VI
OFFICERS & ELECTIONS

Section 1. ~~————~~ The elected officers of this section shall be: President, ~~Secretary,~~ and Treasurer.

Section 2. ~~————~~ Officers shall be elected at the annual meeting and serve for two years, or until their successors are installed.

Section 3. ~~————~~ No officer shall be eligible to hold the same office for more than two consecutive terms. After a lapse of one term a person may again become a candidate for an office previously held.

Section 4. ~~————~~ Each office may be shared by two or more persons.

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 and approved by the Board of Directors.~~

Section 2. ~~President. The President shall perform such duties as usually pertain to the office and as are specified in these Bylaws:~~

- ~~a. It shall be the duty of the President or her designee to preside at all meetings of the section and the Board of Directors.~~
- ~~b. In the event of her absence or inability to serve, the Board of Directors shall designate an Interim President.~~
- ~~c. In consultation with the Board of Directors and upon recommendation of the Nominating Committee, she shall appoint chairwomen of such committees as needed.~~
- ~~d. She may establish with approval of the section Board an Advisory Council consisting of up to five advisors. Each advisor must have served a minimum of two terms on the section or National Board of Directors.~~
- ~~e. She shall be an ex officio member of all committees except the Nominating Committee.~~
- ~~f. She, the Treasurer, or a board-designated appointee shall be authorized to sign all checks or disburse funds. She shall review all bank reconciliations on a timely basis.~~
- ~~g. She shall sign all contracts, agreements and legal documents.~~
- ~~h. The President or her designee shall be the official spokesperson and representative for NCJW, Chicago North Shore Section.~~
- ~~i. She shall make an annual report to the section, a copy of which shall be sent to NCJW, Inc.~~

Section 3. ~~Treasurer~~

- ~~a. It shall be the duty of the Treasurer to be the custodian of section funds.~~
- ~~b. The Treasurer shall serve as chair of the Finance Committee.~~
- ~~c. She shall sign checks or disburse funds through internet banking. She shall be the primary signatory and disbursing officer on the bank account. In her absence, the President or a board-designated appointee may be authorized to disburse funds.~~
- ~~d. She shall ensure propriety of all disbursements of funds by others.~~
- ~~e. She shall present bank reconciliations for review to the President on a timely basis.~~
- ~~f. She shall send the per capita for each annual member to NCJW, Inc in accordance with its rules and regulations.~~
- ~~g. She shall submit a written financial report at all meetings of the Board of Directors.~~
- ~~h. At the end of her term she shall transfer to her authorized successor all books, papers and monies of the section.~~
- ~~i. She shall assure that all required state and federal tax and other fiscal documents are prepared and filed in a timely manner. She shall have the financial records of the section audited or reviewed not less than annually and she shall assure that all legal requirements regarding audits are met. She shall present this audit to the Board of Directors and make it available to the membership. She shall send a copy of the audit and state and federal filings to NCJW, Inc. on a timely basis.~~

~~—~~Section 4. ~~Secretary~~

- ~~a. It shall be the duty of the Secretary to keep the minutes of all meetings of the Board of Directors~~
- ~~b. She shall also conduct correspondence of the section as directed by the Board of Directors.~~

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. ~~The Board of Directors shall consist of the Officers, elected Directors, an Encore and More Liaison, and the Immediate Past President.~~

Section 2. ~~There shall be at least five elected Directors.~~

- a. ~~It shall be the duty of each Director to coordinate the activities of her portfolio, which is determined by the Board of Directors at the beginning of the fiscal year, and to supervise administrative chairs and committee chairs in charge of activities, projects, and programs in her portfolio.~~

Section 3. ~~A term shall be two years. No Director shall be eligible to hold the same position for more than two consecutive terms.~~

Section 4. ~~The Board of Directors shall hold not less than six meetings annually. Special meetings may be held at the request of the President or upon written request of three members of the Board.~~

Section 5. ~~The Board of Directors shall have general supervision of the work of the section, including:~~

- a. ~~Formulation and support of section objectives, policies and programs consistent with those of NCJW, Inc., and interpretation of these programs to the membership and the community.~~
- b. ~~Planning to raise sufficient funds for the work and obligations of the section.~~
- c. ~~Appoint administrative chairs upon recommendation of the Nominating Committee to serve a two year term.~~
- d. ~~Appoint representatives to sit on the boards of other organizations aligned with NCJW's mission and values.~~
- e. ~~Performance of all such duties as the section shall designate.~~
- f. ~~Periodic evaluation of the section's program and operations.~~

Section 6. ~~Any Director who is absent without valid excuse from two consecutive Board meetings or a total of three board meetings during the year, may be dropped from the Board by a two-thirds vote of the entire Board of Directors.~~

Section 7. ~~The President may appoint a Parliamentarian for the section who shall serve as an appointed member of the Board of Directors.~~

Section 8. ~~A quorum for a meeting of the Board of Directors shall be fifty percent of the voting members.~~

ARTICLE IX
COMMITTEES

Section 1. ~~The Board of Directors shall create such standing and ad hoc committees as are necessary to carry out the purpose and functions of the organization.~~

Section 2. ~~Chairwomen shall serve for a two year term and may serve additional terms with board approval.~~

Section 3. ~~Each committee or NCJW sponsored service may select members needed to carry on the business and activity of their group subject to the approval of the Board of Directors.~~

Section 4. ~~Committees may initiate new activities or enter into new affiliations only after the approval of the Board of Directors.~~

Section 5. ~~Vacancies in committee chairs occurring between elections shall be filled by appointment by the President with the advice and consent of the Board of Directors.~~

ARTICLE X
NOMINATIONS, ELECTIONS, AND VACANCIES

Section 1. ~~The Nominating Committee shall be composed of five members and one alternate. Three members and the alternate shall be elected from the general membership to serve on the succeeding Nominating Committee. The remaining two members shall be elected by the Board from among its own membership. The committee shall elect its own chairwoman. The chairwoman of the previous Nominating Committee shall call the first meeting to order. If she is unavailable, the President shall appoint another member of the previous Nominating Committee to serve.~~

~~Section 2. Members of the Nominating Committee shall be elected annually for one term and shall not serve two consecutive terms.~~

~~Section 3. The Nominating Committee shall file with the Secretary a slate consisting of one candidate or co-candidates for each Officer and Board of Directors position to be filled. Such slate shall be published in the Bulletin or otherwise mailed to the membership at least three weeks prior to the annual election. The notice shall also include a listing of officers and board members whose terms will not have expired.~~

~~Section 4. At the election meeting, additional nominations shall be called for from the floor. No nominations shall be made without the consent of the nominee.~~

~~Section 5. Should a vacancy occur in any position, the Board of Directors shall fill the position for the unexpired term.~~

ARTICLE XI MEETINGS

~~Section 1. There shall be no fewer than four meetings of the section during any one fiscal year. Special meetings may be called by the President, the Board of Directors, or upon written request of ten members in good standing.~~

~~Section 2. Five percent of the membership shall constitute a quorum for the purpose of transacting business at a regular or special meeting of the section. Notice of a special meeting shall state the purpose for which the meeting is called.~~

~~Section 3. Notice of the meeting shall be provided at least ten days in advance of the meeting.~~

ARTICLE XII ACTION ON LEGISLATIVE ISSUES

~~The President and/or her designees may comply with action requests from NCJW, Inc. or the State Public Affairs Committee without specific Board approval. Any other position on Federal, State or local issues, must have the approval of the Board of Directors. No action may be taken that is contrary to the Resolutions of NCJW, Inc.~~

ARTICLE XIII AUXILIARY GROUPS

~~The policies of any auxiliary groups shall conform to the section's Bylaws.~~

ARTICLE XIV DELEGATES

~~Delegates and alternates to National Conventions and other national meetings shall be approved by the Board of Directors.~~

ARTICLE XV INDEMNIFICATION

~~Every director, officer, employee of NCJW, Chicago North Shore Section, Inc. and such other as may be specified from time to time by the Board, shall be indemnified by NCJW, Chicago North Shore Section, Inc. against all liabilities, judgments, awards, cost, and expenses including without limitations, counsel fees, imposed or reasonable, incurred in, or in connection with any proceeding to which she or he may be a party or become involved by reason of being or having been a director, officer, or employee of NCJW, Chicago North Shore, Inc. or in any settlement thereof made with the consent or approval of the Board, except in such cases where the director, officer, or employee is adjudged guilty of willful malfeasance, or willful non-feasance in the performance of duties. The following right of indemnification shall be in addition to and exclusive of all other rights to which the indemnified person may be entitled.~~

ARTICLE XVI
NON-LIABILITY

~~To the extent permitted by law (a) NCJW, Chicago North Shore Section, Inc., 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 therein published or circulated by NCJW, Chicago North Shore Section, Inc. or by its directors, officers, or chairpersons acting in said capacities, and (b) each present and future member shall be deemed to have expressly released NCJW, Chicago North Shore Section, Inc., its directors, officers, or chairpersons of and from any and all liability for such acts, omissions or errors therein and by reason for any agreements, contracts, obligations, acts or plans entered into or undertaken by NCJW, Chicago North Shore Section, Inc. on behalf of its members.~~

ARTICLE XVII
PARLIAMENTARY AUTHORITY

~~The rules contained in The Standard Code of Parliamentary Procedures by Alice Sturgis shall govern this section in all cases to which they are applicable unless they are inconsistent with these Bylaws and the NCJW, Inc.~~

ARTICLE XVIII
AMENDMENTS

~~These Bylaws may be amended by a two-thirds vote of those members present and voting at a general meeting. Notice of the proposal to amend shall be sent to each member at least thirty days before such action is to be taken. Any proposed amendment shall not be inconsistent with the Bylaws or the Policies and Procedures of NCJW, Inc.~~

ARTICLE XIX
BYLAWS REVIEW

~~The Bylaws of this organization shall be reviewed every two years or sooner if deemed necessary by the Board of Directors.~~

ARTICLE XX
DISSOLUTION

~~Assets of NCJW Chicago North Shore Section, Inc. are permanently dedicated to its tax exempt purposes. In the event of dissolution, assets shall be inventoried and allocated according to the priorities and procedures outlines in Policies and Procedures of NCJW, Inc. II E. 3a. c. (adopted 2008)~~

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.

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

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 current program support assignment according to the schedule designated by NCJW, Inc.

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
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.

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.

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, commissioners, 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. 18 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 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 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 Chicago North Shore 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.