



National Council of Jewish Women
Chicago North Shore Section

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

Last Revised and approved by NCJW, Inc. January 2022
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 "NCJW CNS".

ARTICLE II Mission

NCJW CNS 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. NCJW CNS is a section of the National Council of Jewish Women, Inc., a non-profit entity organized under the laws of the State of New York (hereinafter referred to as "NCJW, Inc.").

ARTICLE III ORGANIZATIONAL STRUCTURE

Section 1 NCJW CNS shall be governed by its own Articles of Incorporation and shall adopt its own Bylaws, both in compliance with the requirements of its state, and which, along with its structure and operations, shall be in a form consistent with the Certificate of Incorporation, Bylaws and Policies and Procedures of NCJW, Inc.

Section 2 NCJW CNS's Certificate of Incorporation, Bylaws and Policies and Procedures (together, the "Section's Governing Documents") shall be submitted to NCJW Inc.'s Committee on Bylaws, Policies and Procedures for its review and approval and thereafter shall govern the Section's operations.

Section 3 NCJW CNS may establish subsidiary groups that shall be governed by the bylaws of NCJW CNS. Such groups may have rules of procedure, and these shall be consistent with NCJW CNS's Bylaws and those of NCJW, Inc. Subsidiary groups may include branches, divisions, or special interest groups.

ARTICLE IV SECTION AFFILIATION AND MEMBERSHIP

Section 1 Any person who supports the mission of this organization shall be eligible to become a Member or advocate (hereinafter referred to as a "member") of NCJW CNS.

Section 2 Any life member or member whose dues are paid or waived shall be considered a member in good standing.

ARTICLE V FINANCES

- Section 1 The fiscal year of NCJW CNS and all its subsidiary groups begins on July 1 and ends on June 30.
- Section 2 NCJW CNS shall remit its current National partnership dues according to the schedule designated by NCJW, Inc.
- Section 3 Annual dues for NCJW CNS members shall be set by the NCJW CNS Board 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.'s Bylaws and Policies and Procedures.

ARTICLE VI GOVERNANCE

- Section 1 The NCJW CNS governing body is the Board of Directors (referred to as the "Board" or "Board of Directors").
- Section 2 The Board shall have power and authority over the affairs of NCJW CNS.
- Section 3 The Board shall have general supervision of the work of NCJW CNS.

The responsibilities shall include, but are not limited to, the following:

- A. Formulating and actively supporting NCJW CNS objectives, policies and programs consistent with the programs and mission of NCJW, Inc. and interpreting these programs to the membership and community.
 - B. Establishing and maintaining the legal non-profit corporate status of NCJW CNS consistent with the laws of the State of Illinois, including filing forms with the State.
 - C. Establishing and maintaining legal non-profit corporate status of NCJW CNS consistent with the United States Internal Revenue Service rules, including filing of all forms.
 - D. Raising sufficient funds for the work of NCJW CNS and meeting NCJW CNS's obligations to NCJW, Inc.
 - E. Approving and monitoring NCJW CNS's budget.
 - F. Maintaining fiduciary responsibility for all NCJW CNS's assets.
 - G. Establishing such committees as are necessary to carry out the work of NCJW CNS.
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- H. Conducting periodic evaluations of the work of NCJW CNS with a view to improving programs and operations.
- I. Maintaining effective operation of NCJW CNS, including staffing, when appropriate.

ARTICLE VII DIRECTORS/OFFICERS AND THEIR DUTIES

Section 1 The elected directors/officers of NCJW CNS shall be determined according to the needs of NCJW CNS 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 Board shall determine how the duty of presiding over meetings of NCJW CNS and the Board will be handled.
- B. The Board shall determine who will sign and co-sign checks.
- C. The Board shall determine which representatives will sign all contracts, agreements, and legal documents and who will be the official spokesperson(s) for NCJW CNS.
- D. The Board shall determine who will be the contact with NCJW, Inc. for NCJW CNS.
- E. The Board 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 Board shall determine who will ensure that the membership billing and records are properly executed and maintained.
- G. The Board shall determine who will ensure that a record of the proceedings of the meetings of the membership and the Board are maintained.
- H. The Board shall determine who will conduct the correspondence of NCJW CNS.

Section 4 Composition

NCJW CNS 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 Board, with voice but without vote.

Section 5 No Section employee may serve on the Board.

Section 6 Term of Office

The term of an Elected Director with a portfolio shall be two years and the term of At-Large Board Members shall be one year.

Officers shall serve for a term of 2 years.

Section 7 Quorum of the Board

To conduct business, 50% percent of the voting members of the Board shall constitute a quorum.

Section 8 Meetings of the Board

- A. The Board shall hold no fewer than four (4) meetings annually.
- B. Meetings shall not be held on these Jewish holidays: Rosh Hashanah (Days 1 and 2), Erev Yom Kippur, Yom Kippur, Sukkot (Days 1 and 2), Shemini Atzeret, Simchat Torah, Pesach (Days 1,2,7 and 8), Shavout (Days 1 and 2) or Shabbat.
- C. Special meetings shall be held at the call of the President or upon the written request of four (4) voting members of the Board submitted to the Secretary.

- Section 9 A regular meeting, a special meeting, or a continuation of either type of meeting of the Board of Directors or the Executive Committee may be held by email, telephone, or other electronic means, as well as in person provided that procedural rules associated with such meeting are followed, including those applicable to voting.
- 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.
- ARTICLEVIII NOMINATIONS AND ELECTIONS
- Section 1 There shall be a standing committee on nominations whose composition shall be determined by the Board.
- 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 Board and general membership.
- Section 3 At least three (3) weeks prior to the election, the nominating committee shall send to NCJW CNS membership, a slate consisting of candidates for each position to be filled.
- ARTICLEIX MEETINGS OF THE GENERAL MEMBERSHIP
- Section 1 General Meetings
- There shall be at least 1 general meeting annually, at which all members may have the opportunity to participate in NCJW CNS discussion.
- Section 2 Special Meetings
- Special meetings may be called by the President, Board of Directors, or upon written request of 8 NCJW CNS members.
- ARTICLEX 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.
- B A quorum for any meeting of the general membership at which voting will take place shall be 5% or a minimum of 35 members in good standing.
- Section 2 Email or Other Electronic Meeting
- A quorum for any Email or other electronic vote shall be 5% of the members in good standing.
- ARTICLEXI ACTION ON LEGISLATIVE ISSUES
- Section 1 NCJW CNS may only endorse or oppose national, state, or local public issues which are within the framework of the NCJW, Inc. Resolutions.
- Section 2 NCJW CNS may not take a position contrary to that of NCJW, Inc.
- ARTICLEXII REPRESENTATION AT NATIONAL VOTING MEETINGS
- The Board shall elect and/or appoint delegates and alternates to NCJW, Inc. voting meetings. NCJW CNS employees may not represent NCJW CNS 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 NCJW CNS 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 Executive Committee.

Section 2 All amendments shall be approved by the Executive Committee and sent to the Board for its recommendations or approval.

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.

Section 4 After the approved amendments have been returned to NCJW CNS by the national committee, it is the responsibility of NCJW CNS Board to send these amendments to NCJW CNS members no fewer than ten (10) days before voting. If the NCJW, Inc. Committee receives two proposals and expresses no preference between them, NCJW CNS shall put the two proposals to its membership for a vote as to which will be adopted.

Section 5 Proposed amendments to these Bylaws shall be adopted at a meeting of the general membership of NCJW CNS or by electronic vote 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 D. of the NCJW, Inc. Policies and Procedures.

ARTICLEXVI 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. NCJW CNS shall maintain appropriate insurance coverage.