

BYLAWS
OF THE NATIONAL COUNCIL OF JEWISH WOMEN
SAN FRANCISCO SECTION, INC.
(ORGANIZED AND INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA)
June 30, 2013

ARTICLE I NAME

This organization shall be called the NATIONAL COUNCIL OF JEWISH WOMEN SAN FRANCISCO SECTION, INC., hereinafter referred to in these bylaws as „the Section.“

ARTICLE II PURPOSE

The National Council of Jewish Women (NCJW) San Francisco 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, 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 the State of California, and 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 San Francisco 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.

Section 4

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, provided official notice of this provision has been given.

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

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 categories of membership 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 Board of Directors 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 Board of Directors shall have power and authority over the affairs of the Section, except during general membership voting meetings.

Section 3

The Board of Directors 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 California, 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 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 president, up to 4 vice presidents, treasurer, financial secretary, corresponding secretary, and recording secretary.

Section 2

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

Section 3

- A. The officers shall serve for terms of two (2) years or until their successors are installed.
- B. Officers shall not hold the same office for more than two (2) consecutive terms with the exception of the vice presidents, who may serve for one 1 additional term, provided they are rotated in their areas of responsibility.

Section 4

After a lapse of one (1) officer term a person may again become a candidate for an office previously held.

ARTICLE VIII DUTIES OF OFFICERS

Section 1

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 spokeswoman 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 her area of responsibility.

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, with copies sent promptly to NCJW, Inc.

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

It shall be the duty of the recording secretary to ensure that a record of the proceedings of the meetings of the membership, the board of directors, and the executive committee is maintained.

Section 7 Corresponding Secretary

It shall be the duty of the corresponding 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, up to ten (10) elected directors, up to 7 appointed directors, and the immediate past section president.
- B. Section members who are NCJW, Inc. officers, board members, honorary officers, honorary board members, commissioners, and chairs or vice chairs of

the State Public Affairs (SPA) Committee shall be members of the board of directors, with voice but without vote.

Section 2

No section employee may serve on the board of directors.

Section 3 Term of Office

- A. Elected directors shall serve for a term of two (2) years, or until a successor is installed.
- B. A director may be elected for two (2) additional terms. Thereafter, an elected director shall not again be eligible for election as a director to the board of directors until one (1) director term has elapsed.

Section 4 Quorum

To conduct business, fifty (50) percent of the voting members of the board of directors shall constitute a quorum.

Section 5 Board Meetings

- A. The board of directors 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 the president or upon the written request of five (5) voting members of the board.

Section 6

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 7 Vacancy

- A. A vacancy occurring in any elected position shall be filled by the board of directors at a regular or special meeting, except for the midterm vacancies, which shall be filled by appointment by the executive committee to fulfill the remainder of the position's term.
- 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 8

An individual may be removed from her position by action of the board of directors if she 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 elected officers of the Section and the immediate past president(s).

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.

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 be known as standing committees and special committees and shall function subject to the authority of the board of directors.

Section 1

Standing committees shall 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

The chairs of the standing committees, except in the case of the nominating committee, shall be appointed by the president.

Section 3

The president shall appoint the chair of special committees established by the board.

ARTICLE XII NOMINATIONS AND ELECTIONS**Section 1**

- A. There shall be a nominating committee composed of five (5) members and two (2) alternates, who shall be elected the same time as the officers of the section. The committee members shall consist of two (2) members and one (1) alternate from the current Board and three (3) members and one (1) alternate from the general membership.
- B. The chair of the previous nominating committee shall serve with voice but no vote. If the prior chair cannot serve, the president may appoint another member of the previous committee to serve.

Section 2

The chair or other representative of the previous nominating committee shall convene the new nominating committee no fewer than two (2) months prior to the election. The nominating committee shall elect its own chair.

Section 3

The nominating committee shall request nominations for open positions from the general membership prior to beginning its deliberations.

Section 4

- A. At least three (3) weeks prior to the election, the nominating committee shall send to the Section membership a slate consisting of one (1) candidate or co-candidates for each position to be filled.
- B. Additional nominations from the membership may be accepted for ten (10) days after the slate has been disseminated.

- C. Voting on this slate will take place at an election meeting or through mail or electronic ballot.

ARTICLE XIII MEETINGS

Section 1 General Meetings

There shall be at least one (1) general meeting 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 president or the board of directors or upon written request of five (5) Section members.

ARTICLE XIV 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 meeting at which voting will take place shall be ten (10) of the paid-up members.

Section 2 Mail or Electronic Meeting

A. QUORUM

A quorum for any mail or electronic vote shall be fifteen (15) of the paid-up 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 Section Bylaws Committee.

Section 2

All amendments shall be approved by the Section Bylaws Committee and sent to the board of directors for its recommendations. In the event that the board does not concur with the proposed amendments as presented by the bylaws committee, the board 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 board recommendations shall be sent to the NCJW, Inc. Committee on Bylaws, Policies and Procedures for approval.

Section 4

If the Section sends two (2) proposed amendments for the same article to the national committee, and the NCJW, Inc. Committee on Bylaws, Policies and Procedures has no preference, both proposals go back to the Section membership

for a vote.

Section 5

After the approved amendments have been returned to the Section by the national committee, it is the responsibility of the Section board to send these amendments to Section members no fewer than ten (10) days before voting.

Section 6

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 XIX DISSOLUTION

Assets of National Council of Jewish Women San Francisco 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 XX IDEMNIFICATION

NCJW San Francisco 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.

APPROVED:

*NCJW, Inc.'s National Committee on Bylaws, Policies and Procedures, June 6, 2013
NCJW-SF Section's membership, annual membership meeting, June 30, 2013*