



BYLAWS

OF

NATIONAL COUNCIL OF JEWISH WOMEN,
LOS ANGELES SECTION, INC.

Amended August 19, 2019

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LOS ANGELES SECTION, INC.

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**BYLAWS OF
NATIONAL COUNCIL OF JEWISH WOMEN, LOS ANGELES SECTION, INC.
A California Nonprofit Public Benefit Corporation (organized and incorporated under the
laws of the state of California on September 15, 1925)**

ARTICLE I – NAME

This organization shall be called the NATIONAL COUNCIL OF JEWISH WOMEN | LOS ANGELES SECTION, INC., hereafter referred to as “NCJW | LA”.

ARTICLE II – MISSION

The National Council of Jewish Women, Inc. (NCJW, 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 – OFFICES

Section 1. Principal Office: The principal office of the corporation in the State of California shall be located in the County of Los Angeles.

Section 2. Other Offices: The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE IV - MEMBERSHIP AND DUES

Section 1. Membership: Any person who supports the purpose of this organization may become a member.

Section 2. Minimum Contribution: Each year, any person who makes a gift of the minimum contribution shall be gifted a membership. The annual minimum contribution amount shall be determined by a majority vote of the Board of Directors.

Section 3. Honorary Members: The Board may designate honorary members who shall have the same privileges as dues paying members.

ARTICLE V - FINANCIAL

Section 1. Fiscal Year: The fiscal year of NCJW | LA shall be July 1 through June 30.

Section 2. National Partnership Dues: NCJW | LA maintains its relationship with NCJW, Inc. through the payment of National Partnership Dues in accordance with its prior year income and projected fiscal year expenses..

Section 3. State Policy Advocate Chair(s) Dues shall be paid annually to the State Policy Advocate Chair(s) in accordance with the procedures set by that committee.

Section 4. Contributions: NCJW | LA shall make no contribution in excess of \$250 to other organizations except in conformity with the Bylaws and Policies & Procedures of NCJW, Inc.

Section 5. Check Signatories: All NCJW | LA check signatories will be approved at first board meeting after the installation of the Board. They will include the President, Treasurer, at least three other officers and the CEO. Neither the Chief Financial Officer nor any other staff can be a signatory on any check. All checks \$2,000 or less or payroll checks \$1,500 or less must have at least one board approved signature. All checks over \$2,000 or payroll checks over \$1,500 must have at least two board approved signatures.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Composition: The Board of Directors shall consist of not more than 22 or less than 12 elected officers and elected directors. The immediate Past President and such other ex-officio members as are provided for in the Policies and Procedures shall serve ex-officio, voice without vote. Board members in shared positions shall each have a vote and be counted separately in a quorum.

Section 2. Term of Directors: Directors shall be elected to a two (2) year term. No elected director shall serve more than six (6) consecutive years as a director, but shall be eligible for reelection as a director after one (1) year has elapsed. Each director shall hold office until their resignation, removal or until their respective term expires.

Section 3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of some directors. Any action taken must be approved by at least a majority of the original quorum for that meeting.

Section 4. Regular Meetings of the Board: The Board shall hold a regular meeting for the purpose of organization and the transaction of other business. There shall be not less than five (5) meetings annually. Meetings shall not be held on Jewish holidays.

Section 5. Special Meetings of the Board: Special meetings of the Board for any purpose or purposes may be called at any time with notice by the President or any five directors. Special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice given personally or by telephone, electronically or other similar means of communication.

Section 6. Conference Call Meetings: Any meeting, regular or special, may be held by conference telephone or similar online or electronic communication, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 7. Powers of the Board: The activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board, subject to the provisions of California Nonprofit Corporate Law. The Board may delegate the management of the activities of the corporation provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Responsibilities:

- a) To formulate and actively support Section objectives, policies and programs consistent with the programs and purposes of NCJW, Inc. and to interpret these programs to the membership and community.
- b) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered thereof, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, leases, pledges, or other evidences of debt and securities therefor.
- c) To make plans for the raising of sufficient funds for the work of NCJW | LA and to meet its obligations to NCJW, Inc.
- d) To select and remove the Executive Director of the corporation and to prescribe his/her powers. The Executive Director shall hire or terminate the staff. The Board shall designate power to the Personnel Committee to approve compensation ranges for employees. The compensation for the Executive Director must be approved by the Board with a recommendation from the Personnel Committee
- e) To conduct, manage, and be fiscally responsible for the affairs and activities of the corporation and to make such policies and procedures which shall specifically set forth the duties, functions and responsibilities of the board, the committees and of the various officers and the Executive Director.
- f) To review, approve, and monitor and the Section budget prepared by the CFO and CEO and reviewed by the Finance Committee.
- g) To establish such committees and/or committee work groups as are necessary to carry out the work of NCJW | LA.
- h) To conduct periodic evaluations of the work of NCJW | LA with a view to improving its program and operations.
- i) To assume such additional duties and responsibilities as may be essential to the effective governance of NCJW | LA.

Section 8. Vacancies: A vacancy or vacancies on the board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail (at any regular or special meeting of members at which any

director or directors are elected) to elect the full authorized number of directors to be voted for at that meeting. A vacancy on the Board (including officers) shall be filled by the Board of Directors at a regular or special meeting with recommendation from the Governance & Nominating Committee. Additional nominations may come from the floor. The person so selected shall serve until the next election.

Section 9. Resignation: Any member of the Board of Directors who is absent from two (2) consecutive meetings of the board without good and sufficient reason may be removed from office after consideration by the Board. Any director or officer may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 10. Removal: Any director may be removed with cause, by the Board of Directors.

ARTICLE VII - COMMITTEES

Committees shall be known as Board Governance Committees and Committee Work Groups and shall function subject to the authority of the Board.

Section 1. Executive Committee: The Executive Committee shall consist of the elected President, President-Elect, Treasurer, Secretary, Parliamentarian or, the Immediate Past President (ex-officio voice with vote), Development and Marketing Chair, Governance & Nominating Chair, Finance Chair, Personnel Chair, CFO and CEO. A majority of members of the committee shall constitute a quorum. The Executive Committee shall meet as an advisory committee and it shall have the power to act for the Board of Directors in the interim between meetings of the Board, for the consideration of urgent business, except as otherwise provided for in the Bylaws and policies of the corporation. It shall not reverse any action taken by the Board. All action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting.

Section 2. Board Governance Committees: The Board Governance Committees shall include Audit, Finance, Development and Marketing, Governance & Nominating, Personnel and such other Board Governance Committees as the Board may establish to carry out the governance of NCJW | LA.

- a.) The Chairs of the Board Governance Committees shall be voted into position by Board members at large. The chair shall not serve in the same position for more than three (3) consecutive one-year terms.
- b.) If a Chair fails to perform his/her duties, the President may remove and appoint a Chair before the expiration of her term.

Section 3. Program Advisory Work Groups: Program Advisory Work Groups shall be established by the Board to address programming needs within the various departments of NCJW | LA. Work Groups may be comprised of Board and non-Board members, may be formed for short-term or long-term projects and programs, or as needed to support successful implementation of programs.

Section 4. Special Committees/Task Force: The President has the authority to appoint the members of any Special Committee/Task Force established by the Board.

ARTICLE VIII - OFFICERS

Section 1. Officers: The elected officers of the corporation shall be a President, Secretary, Treasurer, Parliamentarian or, the Immediate Past President (ex-officio voice with vote), and President-Elect and Committee Chairs. All the above officers may be held as shared positions. All officers shall be individually considered a member of the Board of Directors. However, on the Executive Committee there shall be one vote for each shared position. No person may hold more than one (1) office in the corporation.

Section 2. Election and Term of Office: The President's term of office shall be two (2) years followed by an optional one (1) year. The terms of all other officers shall be for one (1) year. No officer may serve in the same position for more than three (3) consecutive terms. The President shall be eligible to serve again in that office after a three-year lapse and other officers after a one-year lapse.

Section 3. Duties:

a. President:

1. The President shall appoint chairs of standing or special committees except the Governance and Nominating Committee.
2. The President shall make an annual report to the Section, a copy of which may be sent to NCJW, Inc.

b. Treasurer:

1. It shall be the duty of the Treasurer to collect and/or receive all money due to the Section.
2. The Treasurer shall be the Chair of the Finance Committee.

c. Secretary

1. The Secretary shall be the custodian of all reports of the President and Committee Chairs.
2. It shall be the duty of the 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.

- d. Parliamentarian/ Immediate Past President (ex-officio voice with vote):
 - 1. Attend Board meetings and Executive Committee meetings and provide information about Parliamentary procedures when needed
 - 2. Serve on Bylaws and Policy/Procedure committees.
 - 3. To advise the President when actions or proposed actions are in conflict with existing Bylaws, Policies and Procedures.
- e. Committee Chair: It shall be the duty of each Committee Chair to assist the President and to oversee their committees and coordinate activities of the committees within her area of responsibility.

Section 4. Shared Offices: If any office is held by more than one person at a given time, the duties of each shall be determined by those sharing the office. Each person is considered to have one vote and is counted separately when determining a quorum on the Board, but has a shared vote on the Executive Committee.

Section 5. Vacancies and Resignations: Vacancy in any office, except the President, shall be filled in the same manner as a vacancy in the Board of Directors. A vacancy occurring in the office of President shall be filled by the Board of Directors at a regular or special meeting. The person so selected shall serve until the next election. An interim President who serves more than one-half of the full term shall be considered to have served a full term.

Section 6. Removal: Any officer may be removed with cause by the Board of Directors.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1. Composition: There shall be a standing Governance & Nominating Committee composed of not less than seven (7) or more than 11 members.. The committee chair is to be elected by the Board at the Annual Meeting. The immediate past president shall serve on the Governance & Nominating Committee

Section 2. Function: The Governance & Nominating Committee shall solicit nominations, select a complete slate consisting of one candidate or co-candidates for each position to be filled, notify the Board and membership in a timely manner and conduct an election process, as set forth in the policy and procedures.

Section 3. Election: Election shall be by single ballot cast by the secretary unless additional candidates have been nominated by the membership. Then the election shall be held by mail ballot in advance of the Annual or election meeting.

Section 4. Vacancies: Should a vacancy occur during the fiscal year in any office other than that of the Presidency, 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 elected to serve more than one-half (1/2) of a term shall be considered to have served a full term

ARTICLE X - MEETINGS

Section 1. Notice of Annual or Special Meetings: Written notice of each annual or special meeting of members shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting, to each member entitled to notice thereof; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, the notice shall be given not less than twenty (20) days before the meeting. Such notices may also be sent electronically to those members with email addresses. Such notice shall state the place, date, and hour of the meeting and the general nature of the business to be transacted. In the case of a Special Meeting, no other business may be transacted.

Section 2. Adjourned Meetings and Notice Thereof: Any members' meeting, whether or not a quorum is present, may be temporarily adjourned by the vote of a majority of the votes represented; in the absence of a quorum (except as provided in Section 2 of this Article) no other business may be transacted at such meeting.

It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken. If any members' meeting is adjourned for more than forty-five (45) days, notice of the adjourned meeting shall be given as in the case of the meeting as originally called, whether annual or special.

Section 3. Action Without Meeting: Subject to Section 5513 of the California Nonprofit Public Benefit Corporation Law, any action which, under any provision of the California Nonprofit Public Benefit Corporation Law, may be taken at any regular or special meeting of the members, may be taken without a meeting if the written ballot of every member entitled to vote is solicited, if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and if the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. The record date for determining members entitled to cast written ballots pursuant to this Section, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited, whichever is first.

ARTICLE XI - ACTION ON LEGISLATIVE ISSUES

Before NCJW | LA takes any position on federal, state or local legislative issues, the approval of the State Public Advocate Chairs(s) and/or of NCJW Washington DC office must be obtained. NCJW | LA shall not take a position contrary to that of NCJW, Inc. In the event, NCJW | LA disagrees with a National position; it will remain silent and not actively support or oppose that position.

Section 1. The Section may only endorse or oppose national, state, or local public issues that are within the framework of the NCJW, Inc. Resolution.

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 XII - SUBSIDIARY GROUPS

All subsidiary groups (Divisions, Branches, Junior Council and other groups) shall be governed by the bylaws of NCJW | LA. Such groups may have rules of procedure, and these shall be consistent with NCJW | LA Bylaws and those of NCJW, Inc.

ARTICLE XIII - REPRESENTATION AT NATIONAL VOTING MEETINGS

Delegates and Alternates to National Voting Meetings shall be selected by the President.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The President or a designated Vice President, shall conduct all meetings of the members in a businesslike and fair manner, and the elected parliamentarian whose ruling on procedural matters, made pursuant to The American Institute of Parliamentary *Standard Code of Parliamentary Procedure*, shall be conclusive and binding on all members to the extent not inconsistent with these Bylaws and the Bylaws of NCJW, Inc.

ARTICLE XV - AMENDMENTS AND REVISION OF BYLAWS

The Bylaws may be amended by a majority of the Board of Directors providing the following requirements are met:

- a) The amendment shall be reviewed by the Board of Directors of NCJW | LA.
- b) The proposed amendments have been approved by the NCJW, Inc. and Governance and Nominating Committee.
- c) Voting members shall be notified of proposed amendments to the Bylaws at least 20 days in advance of the meeting or the vote-by-mail or electronic mail deadline.

ARTICLE XVI - DISSOLUTION

Assets of NCJW | LA, 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 outlined in Policies and Procedures of NCJW, Inc., provided there is no conflict with California law.

ARTICLE XVII - INDEMNIFICATION

NCJW | LA shall, to the fullest extent authorized by law, indemnify any present or former officers or directors of NCJW | LA 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 she is or was a director or officer of NCJW | LA, or served with any other corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of NCJW | LA, against judgements, 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 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, her testator or intestate may be entitled apart from this provision.

ARTICLE XVIII - NON-LIABILITY

To the extent permitted by law, (a) NCJW | LA, 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\LA or by its directors, officers or chairperson acting in said capacities; and (b) each present and future member shall be deemed to have expressly released NCJW\LA, Inc. its directors, officers and chairpersons of and from any and all liability (i) or such acts, omissions or errors therein and (ii) by reason of any agreements, contracts, obligations, acts or plans entered into or undertaken by NCJW | LA, Inc. on behalf of its members.

ARTICLE XIX - OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws: The Corporation shall keep in its principal office in the state of California the original copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours.

Section 2. Endorsement of Documents, Contracts: Subject to the provisions of applicable law, any note, mortgage, leases, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President, or any Vice President, the Secretary, or the Treasurer of the corporation and the CEO shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officer had no authority to execute the same. Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract, lease or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 3. Representation of Shares of Other Corporations: The President or any other officer authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted

may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 4. Construction and Definitions: Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of this corporation, and that such Bylaws were duly adopted by the members of this corporation

Date

Secretary NCJW | LA