

**BYLAWS OF THE NATIONAL COUNCIL OF JEWISH WOMEN  
LOUISVILLE SECTION, INC.  
ORGANIZED AND INCORPORATED UNDER THE LAWS OF  
THE STATE OF KENTUCKY  
(M, Y)**

**ARTICLE I            NAME**

This organization shall be called the **NATIONAL COUNCIL OF JEWISH WOMEN, LOUISVILLE SECTION, INC.** hereinafter referred to in these bylaws as the Section.

**ARTICLE II            PURPOSE**

The National Council of Jewish Women (NCJW) Louisville 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. These groups may have rules of procedures, 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 Section.**

**Section 2    Any member may choose to be an annual member, or remain a life member if his or her life membership was purchased prior to December 31, 2017.**

**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 annual 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 current National Partnership Dues 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 shall be no less than the minimum amount set by NCJW, Inc. Board of Directors.**

**Section 4    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 be called the Board and 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 shall have power and authority over the affairs of the Section, except during voting meetings of the general membership.

**Section 3** The Board shall have general supervision of the work of the Section. The responsibilities shall include, but not be limited to, the following:

**A.** Formulating and actively supporting Section objectives, policies and programs consistent with the programs and purposes of NCJW, Inc. for 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 Kentucky, including filing annual forms with the State.

**C.** Establishing and maintaining legal non-profit 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 of all Section funds.

**G.** Establishing committees that are necessary to carry out the work of the Section.

**H.** Conducting periodic evaluations of the work of the Section with a the goal of improving Section programs and operations.

**I.** Maintaining effective operation of the Section, including staffing, when appropriate.

**Section 1** The elected directors/officers of the Section shall be determined according to the needs of the Section and the requirement 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 meetings of the Section 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 for the Section.

D. 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.

E. The Board shall determine who will ensure that the membership billing and records are properly executed and maintained.

F. The Board shall determine who will ensure that a record of the proceedings of the meetings of the membership and the Board are maintained.

G. The Board shall determine who will conduct the correspondence of the Section.

**Section 4** No Section employee may serve on the Board.

**Section 5** Term of Office

Elected directors/officers shall serve for a term of two (2) years or until a successor is installed.

**Section 6** Quorum

To conduct business a majority of the voting members of the Board shall constitute a quorum.

**Section 7 Meetings of the Board**

**A. The Board shall hold no fewer than four (4) meetings annually.**

**B. Meetings shall not be held on Jewish holidays as established by the Board.**

**C. Special Meetings shall be held at the call of any two (2) members of the Board.**

**Section 8 A regular meeting, a special meeting, or a continued meeting may be held by telephone or electronic means, provided that procedural rules are followed.**

**Section 9 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 nominating committee, whose composition shall be determined by the Board.**

**Section 2 The nomination committee shall request nominations for candidates from the general membership prior to beginning its deliberations.**

**Section 3 A. 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.**

**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 IX 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 discussions.

**Section 2 Special Meetings**

Special meetings of the Board may be held at the call of the President or upon written request of three (3) members of the Board, provided that the members of the Board have been notified in writing at least five (5) days before the meeting of the purpose, date and place of such the meeting.

**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 Board.

**B. Quorum**

A quorum for any meeting of the general membership at which voting will take place shall be 10% of the members in good standing.

**Section 2 Mail or Electronic Meeting**

**A. Quorum**

A quorum for any mail or electronic vote of the general membership shall be 10% of the members in good standing.

**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** Before the Section takes any position on federal, state or local legislative issues, the approval of the Board 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 REPRESENTATION AT A NATIONAL VOTING MEETINGS**

The Board shall elect 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 PARLIMENTARY 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 Board for its recommendations. In the event that the Board does not concur with 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 the 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 XV DISSOLUTION**

**Assets of National Council of Jewish Women, Louisville 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, Louisville 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.**