**June 2023**

**NATIONAL COUNCIL OF JEWISH WOMEN**

**COLORADO SECTION, INC.**

**BYLAWS**

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**BYLAWS**

**OF THE NATIONAL COUNCIL OF JEWISH WOMEN,**

**COLORADO SECTION, INC.**

Organized in 1893 and incorporated under the laws of the

State of Colorado in the year 1925.

**ARTICLE I NAME**

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

**ARTICLE II PURPOSE**

The National Council of Jewish Women (NCJW), Colorado Section, Inc. is a grassroots organization of volunteers and advocates who turn progressive ideas 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’s Articles of Incorporation and Bylaws shall be in a form consistent with 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 Colorado, 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 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 Section.

**Section 2** Any member, whose dues are paid for the fiscal year, shall be considered a member in good standing.

**Section 3** Any life member, whose dues are paid in full as of June 30, 2018, shall continue to be a member in good standing for the duration of one’s life.

**Section 4** Members joining the Section for the first time during the last three months of the fiscal year shall be regarded as paid-up members through the following fiscal year.

**ARTICLE IV MEMBERSHIP (Cont.)**

**Section 5** A paid-up member of another Section of NCJW, Inc. who becomes a resident of this community may become a member of this Section for the remainder of its current fiscal year, without payment of additional dues.

**Section 6** 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 membership status has been given.

**Section 7** Any member, Annual or Life, who is judged guilty by a law/court decision of willful malfeasance in the performance of Section duties, shall be removed from the roster, shall forfeit all membership entitlements, and shall no longer be a member in good standing.

**ARTICLE V FINANCIAL**

**Section 1** The fiscal year of the Section shall be July 1 through June 30.

**Section 2** The Section shall remit 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. Membership dues shall be determined annually based on the recommendation of the Membership Vice President and Treasurer and taking into account the recommended amount from NCJW, Inc.

**Section 4** The Section shall make no contribution in excess of $500 to other organizations except in conformity with the NCJW, Inc. Bylaws and Policies and Proceduresunless extraordinary circumstances exist and the board approves. No payment in excess of $1800 can be made without permission of NCJW, Inc.

**Section 5** Only with the approval of the Board of Directors shall funds or gifts in-kind be solicited.

**Section 6** Section financial contributions other than to NCJW, Inc. shall be in compliance with NCJW, Inc. Bylaws and Policies and Procedures.

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**ARTICLE VI BOARD OF DIRECTORS**

**Section 1** The board of directors is the governing body of the Section. It shall have power and authority over the affairs of the Section, except during voting meetings of the general membership.

**Section 2** Composition

1. The voting members of the board shall consist of the elected officers, no fewer than 9 and no more than 12 elected directors, the immediate past Section president, and appointed chairs of the standing committees if they are not already Board members.
2. The elected officers of this Section shall be a president, vice presidents, a treasurer, a secretary, a parliamentarian, a president-elect (only in the last year of the president’s term), and such other officers as the board of directors may designate.
3. Each office may be shared by two (2) persons, if both agree. If an office is held by more than one (1) person at a given time, the duties of each shall be determined by those sharing the office and the president.
4. Past Section presidents (except the immediate past president); Section members who are NCJW, Inc. officers, board members, honorary officers, honorary board members, and the State Policy Advocate (SPA) shall be members of the board of directors, with voice but without vote unless they carry a Section portfolio, a body of work assigned by the president to the honorary board member to manage..

**Section 3** No Section employee may serve on the board of directors.

**Section 4 Terms of Office**

1. All elected officers and directors shall serve for a term of two (2) years, or until a successor is installed.
2. A director or officer may be elected for one (1) additional two-year term.
3. If the officer in any position has served two (2) consecutive terms but after a diligent search by the nominating committee a successor cannot be identified and the current officer agrees, the officer currently in the position may be elected to serve one (1) additional year. However, if any nominated candidate for the office is willing to serve in that position and elected, the current officer must step down.
4. An officer may serve on the board for more than two (2) consecutive terms if the officer rotates to a different position after reaching the term limit for the position held during the four (4) previous years. A director may serve on the board for more than two (2) consecutive terms if the director takes on a different portfolio than the portfolio held during the four (4) previous years.
5. Officers, after a lapse of one (1) term of two [2] years), may again become a candidate for an office previously held. A director, after a lapse of one (1) term of two [2] years, may again take on the portfolio previously held.

**Section 5** **Quorum**

1. To conduct business thirty (30) percent of the voting members of the board of directors shall constitute a quorum at an In-person or a virtual meeting.

1. If business is conducted by mail or electronic means, a mail or electronic response is required by a quorum of thirty (30) percent of the voting members of the board of directors is required.

**Section 6** **Board Meetings**

1. The board of directors shall hold no fewer than four (4) meetings annually.
2. Meetings shall not be held on Jewish holidays or Shabbat.
3. Special meetings shall be held at the call of the president or upon the written request of five (5) voting members of the board.
4. At least one (1) week’s notice shall be given for all regular or special board meetings.
5. Proxies and/or absentee ballots shall not be permitted at any in-person or virtual meeting.

**Section 7** 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 8** The board of directors shall have general supervision of the work of the Section. The responsibilities of the board shall include, but are not limited to, the following:

1. 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.
2. To establish and maintain the legal non-profit corporate status of the Section consistent with the laws of the State of Colorado, including filing annual forms with the State.
3. To establish and maintain legal non-profit corporate status of the Section consistent with the United States Internal Revenue Service regulations, including filing of all annual forms.
4. To raise sufficient funds for the work of the Section and meet the Section’s obligations to NCJW, Inc.
5. To review, approve, and monitor the Section budget prepared by the Budget Committee.
6. To maintain fiduciary responsibility for all Section assets.
7. To establish such committees as are necessary to carry out the work of the Section.

**ARTICLE VI BOARD OF DIRECTORS (Cont.)**

1. To conduct periodic evaluations of the work of the Section with a view to improving the Section programs and operations.
2. To assume such additional duties and responsibilities as may be essential to the effective operation of the Section, including staffing, when appropriate.
3. To attend board meetings and trainings.

**Section 9** **Vacancy**

1. A vacancy occurring in any elected position shall be filled by the board of directors at a regular or special meeting.
2. The person so selected shall serve until the end of the term of the predecessor.
3. 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 10** An individual may be removed from her or his position by action of the board of directors if that individual fails to fulfill the duties and responsibilities as specified in the Section bylaws and policies and procedures.

**ARTICLE VII DUTIES OF OFFICERS**

**Section 1**

**PRESIDENT**

1. The president shall be the chair of the board of directors and of the executive committee. It shall be the president’s duty to preside or to designate either the president-elect or a vice president to preside at meetings of the Section, board of directors, and executive committee.
2. The president shall designate either the president-elect or a vice president to assume the duties of the president in the event the president is unable to serve.
3. In consultation with the president-elect and the vice presidents, the president shall appoint the chairs of standing committees, except the nominating committee. The president shall be an ex-officio member of all committees, including the nominating committee. All committee recommendations shall be reviewed by the president prior to presentation to the board.

**ARTICLE VII DUTIES OF OFFICERS (Cont.)**

1. The president, or someone the president designates, shall co-sign checks with the treasurer. The president shall sign all contracts, agreements and legal documents of the Section.
2. The president shall be the official spokesperson for and representative of the Section.
3. The president may delegate that representation as the president deems necessary. When such representation is delegated, the president shall require a report of the meeting attended.
4. The president shall make an annual report to the Section, a copy of which may be sent to NCJW, Inc.

Section 2

**PRESIDENT-ELECT**

It shall be the duty of the president-elect to assist the president when requested.  The president-elect shall automatically become president at the end of the president’s term.

Section 3

**VICE PRESIDENTS**

It shall be the duty of each vice president to supervise the chairs and to coordinate the activities of the committees within that vice president’s area of responsibility. When so designated by the president, a vice president shall perform the duties of the president.

All vice presidents must be informed of any bills for reimbursement within their departments.

**Section 4**

**TREASURER**

1. The treasurer is the official fiduciary custodian of the assets of the Section**.**
2. 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.
3. It shall be the duty of the treasurer in coordination with the vice president of membership to ensure that membership billing and contributions, and records are properly executed and maintained.
4. The treasurer shall convene and chair the budget committee, which shall present an annual budget to the board of directors for approval within ninety (90) days of installation.
5. The treasurer shall submit a written financial report at all regular meetings of the board of directors.

**ARTICLE VII DUTIES OF OFFICERS (Cont.)**

**Section 5**

**SECRETARY**

1. 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.

B It shall be the duty of the secretary to conduct the official

correspondence of the Section as directed by the president or board of directors.

**Section 6**

**IMMEDIATE PAST PRESIDENT**

The immediate past president shall serve as the advisor to the current president and as the immediate past president on the board.

**Section 7**

**PARLIAMENTARIAN**

The parliamentarian shall be responsible for overseeing parliamentary procedure at meetings in conformance with the rules contained in the current edition of *The American Institute of Parliamentarians Standard Code of Parliamentary Procedure*. The parliamentarian shall chair the governance committee. The past president shall be the parliamentarian unless that individual declines the position In which case the parliamentarian will be elected by the membership

**ARTICLE VIII EXECUTIVE COMMITTEE**

**Section 1** The executive committee shall consist of the elected officers of the Section and the immediate past president. The president may appoint two (2) additional members from the board.

**Section 2** The executive committee’s role shall primarily be to provide direction and advice to the board of directors. It may also have the power to act for the board of directors in an urgent situation, except as otherwise specifically provided for in these bylaws and in the policies and procedures.

**Section 3** The president shall chair the executive committee.

**Section 4** The executive committee shall meet at the call of the president or at the request of three (3) of its members. At least three days’ notice shall be given for all executive committee meetings unless a majority of the executive committee agree to a shorter notice period.

**Section 5** The executive committee shall not reverse any action taken by the board or the membership at a voting meeting.

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**ARTICLE VIII EXECUTIVE COMMITTEE (Cont.)**

**Section 6** The executive committee may meet for the consideration of urgent business between board meetings either in person, by virtual meeting, or via telephone or electronic means.

**Section 7** In order to transact business, a majority of the voting members of the executive committee shall be present.

**Section 8** Proxies and/or absentee ballots shall not be permitted at any in-person or virtual meeting of the executive committee.

**Section 9** All action taken by the executive committee shall be reported to and ratified by the board of directors at or before its next meeting.

**ARTICLE IX COMMITTEES**

**Section 1** Committees shall be known as standing committees and special committees and shall function subject to the authority of board.

**Section 2** 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. Special committees are limited-duration committees formed for the purpose of specific finite tasks of the Section.

**Section 3** The chairs of the standing committees (except in the case of the nominating committee) shall be appointed by the president

**Section 4** The president, at the beginning of her term, shall appoint the chair of special committees established by the board.

**Section 5** All persons serving on a committee for more than three (3) months must be members of NCJW, Colorado Section. Committee members shall have a voice but no vote until such time as they join the Section.

**ARTICLE X NOMINATIONS AND ELECTIONS**

**Section 1 A**.There shall be a standing nominating committee composed of five (5) voting members. Two (2) plus the chairperson shall be selected from and elected by the current board. The three elected members shall select the other two (2) from the general membership with preference given to members working on the Section’s committees.

**B**. The chair of the previous nominating committee shall serve as adviser with voice but no vote. If the prior chair cannot serve, the president may appoint another member of the previous committee as adviser.

**ARTICLE X NOMINATIONS AND ELECTIONS (Cont.)**

**Section 2** The chair shall convene the new nominating committee no fewer than two (2) months prior to the election and set the election date with the President.

**Section 3 A**. The nominating committee shall determine whether current board members are within the term limit set by the bylaws.

**B**. The nominating committee shall poll current Section board members to determine which positions are open and require a nomination to be filled.

**C**. The nominating committee shall request nominations for open positions from the general membership prior to beginning its deliberation on candidates to fill open positions.

**Section 4** The report of the nominating committee shall be presented to and approved by the board of directors.

**Section 5 A.** At least four (4) weeks prior to the election, the nominating committee shall send to the general membership the board-approved slate consisting of one (1) candidate or two (2) 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. The committee will obtain the consent of each nominee.

**Section 6** Voting on the slate shall take place by an election which may be held by voice vote or mail/electronic ballot. If any portion of the slate is contested, election on that portion must be held by ballot/vote at a general membership meeting.

**ARTICLE XI MEMBERSHIP MEETINGS & VOTING**

**Section 1 General Membership Meetings**

There shall be at least one (1) general membership meeting annually, at which all members may have the opportunity to participate in Section discussions.

**Section 2 Special Membership Meetings**

Special membership meetings may be called by the president or the board of directors or upon written request of five (5) Section members.

**Section 3** **In-Person Meetings**

Proxies and/or absentee ballots shall not be permitted at any in-person or virtual meeting.

**Section 4 Shabbat and Jewish Holidays**

Meetings shall not be held on Jewish holidays or Shabbat.

**ARTICLE XI MEMBERSHIP MEETINGS & VOTING (Cont.)**

**Section 5** **Quorum**

A quorum for any membership meeting where voting will take place shall be ten (10%) percent of the paid-up members

**Section 6** **Mail or Electronic Meeting**

A quorum for any mail or electronic vote shall be ten (10%) percent of the paid-up members.

**Section 7** **Notice**

At least two weeks’ notice will be given for all general and special membership meetings.

**ARTICLE XII ACTION OR 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 the position.

**ARTICLE XIII REPRESENTATION AT NATIONAL VOTING MEETINGS**

**Section 1** 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.

**Section 2** The slated/ongoing president, president-elect, and vice presidents shall be given priority on the slate of delegates to Conventions, Washington Institutes and any other NCJW, Inc. meetings.

**Section 3** Section financial reimbursement to delegates shall be determined by the board of directors within the constraints of the budget.

**ARTICLE XIV PARLIAMENTARY AUTHORITY**

*The American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern NCJW, Colorado Section, Inc. in all cases to which they are applicable and in which they are not inconsistent with these bylaws and/or any special rules of order or bylaws that NCJW, Inc. may adopt

**ARTICLE XV AMENDMENTS**

**Section 1** All proposed amendments to these bylaws must be submitted to the Section governance committee.

**Section 2** All amendments shall be approved by the Section governance committee and sent to the board of directors for its recommendations at least two (2) weeks in advance of voting by the board. In the event that the board does not concur with the proposed amendments as presented by the governance 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 (the “national committee”) 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 expresses a preference, such preferred version becomes the amendment that shall go back to section membership for a vote. If the national committee has no preference, both proposals shall 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, the amendments shall be presented to the members prior to the vote on said amendments.

**Section 6** Proposed amendments to these bylaws shall be adopted at a meeting of the general membership of the Section or by referendum by mail or electronic membership vote.

**ARTICLE XVI DISSOLUTION**

Assets of NCJW, Colorado 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 outlined in NCJW, Inc.’s bylaws and policies and procedures.

**ARTICLE XVII INDEMNIFICATION**

NCJW, Colorado 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.