

BYLAWS

NATIONAL COUNCIL OF JEWISH WOMEN ESSEX COUNTY SECTION, INC.

APPROVED by Membership: XXX

ARTICLE I: NAME	1
ARTICLE II: PURPOSE	1
ARTICLE III: STRUCTURE	1
ARTICLE IV: MEMBERSHIP	1
ARTICLE V: FINANCIAL	2
ARTICLE VI: DUES	3
ARTICLE VII: OFFICERS & THEIR ELECTIONS.....	3
ARTICLE VIII: DUTIES OF OFFICERS.....	4
ARTICLE IX: EXECUTIVE COMMITTEE	6
ARTICLE X: BOARD OF DIRECTORS	7
ARTICLE XI: COMMITTEES	10
ARTICLE XII: NOMINATIONS & ELECTIONS	11
ARTICLE XIII: NATIONAL CONVENTIONS & MEETINGS	12
ARTICLE XIV: BOARD MEETINGS & MEMBERSHIP MEETINGS	12
ARTICLE XV: POSITION ON LEGISLATIVE OR PUBLIC ISSUES	14
ARTICLE XVI: PARLIAMENTARY AUTHORITY	14
ARTICLE XVII: SUBSIDIARY GROUPS	15
ARTICLE XVIII. PROTECTION OF DIRECTORS.....	15
ARTICLE XIX: CORPORATE RECORDS AND REPORTS	16
ARTICLE XX: DISSOLUTION	17
ARTICLE XXI: AMENDMENTS AND REVISIONS.....	17

BYLAWS
NATIONAL COUNCIL OF JEWISH WOMEN, ESSEX COUNTY SECTION, INC.
(Organized & Incorporated under the Laws of the State of New Jersey; November, 1959)

ARTICLE I: NAME

The name of this organization shall be NATIONAL COUNCIL OF JEWISH WOMEN, ESSEX COUNTY SECTION, INC. (hereafter referred to as the “Section” or “NCJW/Essex”).

ARTICLE II: PURPOSE

The Section is a grassroots organization of volunteers and advocates who turn progressive ideals into action. Inspired by Jewish values, NCJW/Essex strives for social justice by improving the quality of life for women, children, and families and by safeguarding individual rights and freedoms.

NCJW/Essex is a 501(c)(3) non-profit tax-exempt organization; the IRS has conferred this status. The organization is subject to all federal and state laws that apply.

ARTICLE III: STRUCTURE

The Section 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 (“NCJW, Inc.”). The Section shall be governed by its own Articles of Incorporation, in compliance with the requirements of the State of New Jersey, and shall adopt its own bylaws as approved by the NCJW, Inc Committee on Bylaws, Policies, and Procedures. The Section’s articles and bylaws, as well as its structure and operations, shall at all times be in a form consistent with NCJW, Inc. governing documents. The Section may establish subsidiary groups with the approval of the Section Board of Directors (the “Board”) (as defined in Article X, Section 1) in accordance with Section and NCJW, Inc. Policies and Bylaws.

ARTICLE IV: MEMBERSHIP

Section 1. Any person, who supports the purpose of this organization, may become a member of the Section by sending name, address and annual dues for the current fiscal year of the Section.

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

Section 3. Any existing Life Member of NCJW/Essex whose dues have been paid in full for such life membership shall continue to be a member in good standing.

Section 4. Annual dues for all members shall be an amount determined by the Board but in no event, less than \$40 per year. This amount shall be payable in advance of the fiscal year of the Section (as defined in Article V, Section 1).

Section 5. New members paying dues within three (3) months prior to the end of the fiscal year shall be deemed paid members for the ensuing year.

Section 6. 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 7. A person who fails to pay annual dues by January 1 following the close of the fiscal year shall lose all rights and privileges of membership. After written notice is given, the name of such person shall be removed from the roster. Such a person, upon payment of the current year's dues, shall become a member in good standing until the close of the current fiscal year. The provisions of Section 5 of this Article shall not apply.

Section 8. A member in good standing shall have voting rights and responsibilities with respect to the following:

- a. Amendments to the Articles of Incorporation and the Bylaws of the Section;
- b. Nomination and election of the Officers (as defined in Article VII, Section 1);
- c. Nomination and election of members of the Board (the "Directors") (as defined in Article X, Section 1);
- d. Nomination and election of the Chair and Vice Chair of the Section Nominating Committee;
- e. Removal of Officers;
- f. Removal of Directors; and
- g. Any other voting rights and responsibilities as the Board shall determine.

Section 9. The voting rights of members shall be restricted to those rights set forth in Section 8 of this Article. The quorum for any meeting of the membership shall be as set forth in Article XIV Section 4. Absentee and/or proxy voting shall not be permitted.

Section 10. The list of members is the property of the Section and is not available for public disclosure except in accordance with policies of NCJW, Inc.

ARTICLE V: FINANCIAL

Section 1. The fiscal year of the Section shall be July 1st to June 30th.

Section 2. The Section shall not give "in kind" or make contributions from its treasury to any individual, organization or group except in conformity with NCJW, Inc. Guidelines and only on action from the Board.

Section 3. All Section volunteers and staff handling Section funds shall be bonded under a fidelity bonding insurance policy issued by a reputable insurance company licensed to do business in the State of New Jersey.

Section 4. The Section shall remit to NCJW, Inc. current assigned National Partnership Dues within each fiscal year.

Section 5. The Section shall not solicit funds or in kind contributions outside the guidelines set by the Board, or inconsistent with the mission of NCJW, Inc.

ARTICLE VI: DUES

Member dues shall be payable in accordance with the provisions set forth in Article IV of these Bylaws.

ARTICLE VII: OFFICERS & THEIR ELECTIONS

Section 1. The elected Officers of this Section shall be a President and up to ten (10) Vice Presidents, including an Executive Vice President throughout the second year of an incumbent President's term; a Recording Secretary, a Treasurer and an Assistant Treasurer. An office may be shared by two (2) or more persons.

Section 2. The Officers shall be elected by the membership at the Annual Meeting (as defined in Article XIV, Section 1e) to serve for one (1) year (a "term"), or until their successors are elected and qualify, and shall be eligible for re-election to the same office for one (1) additional consecutive term. This shall not be construed to affect Vice Presidents who may serve for three (3) additional consecutive terms, or the Treasurer or Assistant Treasurer who may serve for two (2) additional consecutive terms. The same person may hold the office of President for two (2) consecutive terms. Alternatively, if there are Co-Presidents, each Co-President may hold office for a maximum of two (2) consecutive terms. The Executive Vice President shall be eligible to serve one (1) term in that office regardless of prior service.

Section 3. Only members in good standing can be nominated, or elected to serve as an Officer or as a Director.

Section 4. Resignation and Removal.

- a. An Officer may resign by submitting a resignation in writing to the President(s). The resignation shall be effective upon receipt by the President(s) or at a later date which must be specified in the notice of resignation.
- b. An Officer may be removed with cause (as defined in the then current edition of Standard Code of Parliamentary Procedure) upon a majority vote of Section members in good standing present and voting at any meeting of the membership. An Officer whose removal is to be considered shall have the opportunity to address the Board and the membership.
- c. The Board may suspend the authority of an Officer to act prior to a vote for removal of such Officer by Section members.

Section 5. Vacancies.

- a. If a vacancy occurs during the Section's fiscal year in any office other than the presidency, the President shall either appoint a person to fill the vacancy or convene a meeting of the Nominating Committee to recommend to the Board the name of a candidate to fill the unexpired term. Any officer filling a vacancy for a period of more than six (6) months shall be considered to have served a full term.
- b. Whenever feasible, any incumbent Officer shall continue to serve until a successor is elected and installed.
- c. If, at any time, the President is unable to continue in office, the Executive Vice President, if serving, or the Vice President designated according to the provisions of Article VIII, Section 1 a, shall perform the duties of the President until the Board elects a successor to the President. The successor shall be elected from a slate submitted to the Chair of the Nominating Committee. The slate shall contain the name of each Vice President who gives consent. Election shall be by closed ballot by the Nominating Committee. A majority of votes cast shall elect. In the event no nominee for the office of President receives a majority, a second vote shall be taken from among the two nominees receiving the highest number of votes. This name shall then be presented to the Board for its final approval.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. President.

The President shall be responsible for the administration of all aspects of Section operations, shall preside at meetings of the Board and the Executive Committee (as defined in Article IX) and shall be responsible for general supervision of all Section Officers. It shall be the duty of the President to:

- a. Assign to each Officer specific areas of responsibility, designating the order in which the Vice Presidents take over in the President's absence or temporary inability to serve;
- b. Appoint the Chairs of Standing Committees (as defined in Article XI, Section 1) and such Special Committees (as defined in Article XI, Section 2) as needed in consultation with the appropriate Officer;
- c. Serve as ex-officio member of all committees except the Nominating Committee;
- d. Make an annual report to the Section, a copy of which shall be sent to NCJW, Inc. if requested;
- e. Be an authorized signatory on all checks;
- f. Be the signatory on all contracts, agreements and legal documents, except as delegated to the Executive Director;
- g. Review prior to issuance, all minutes of the Board and Executive Committee meetings, as well as all correspondence sent over the President's signature;
- h. Be responsible for the supervision and evaluation of the Executive Director (as defined in Article X, Section 4 b); and

- i. Be the official spokesperson for, and representative of, the Section. The President may delegate that representation as deemed necessary and, when delegated, require a report of the event attended.
- j. Perform such other duties as usually pertain to the office and as specified in these Bylaws;

Section 2. Executive Vice President.

Under the supervision of the President, it shall be the duty of the Executive Vice President to:

- a. Be directly responsible to, and assist the President in the general operations of the Section;
- b. Perform the duties of the President in the President's absence; and
- c. Be an authorized signatory on all checks.

Section 3. Vice Presidents.

Under the supervision of the President, it shall be the duty of each Vice President to:

- a. Be directly responsible to, and assist the President in the general operations of the Section;
- b. When so designated by the President, perform the duties of the President in the President's absence;
- c. When so designated by the President, be responsible for a major area of the Section program;
- d. When so designated by the President, may be one of the authorized signatories of checks; and
- e. Develop and monitor the appropriate department budget.

Section 4. Recording Secretary.

Under the supervision of the President, it shall be the duty of the Recording Secretary to:

- a. Keep minutes of all meetings of the Section, the Board and the Executive Committee.
- b. Send a copy of all meeting minutes to the President; the President shall then distribute the appropriate minutes to the Board.
- c. Ensure that a record of the proceedings of the meetings of the membership, the Board of Directors, and the Executive Committee, is maintained.
- d. Perform all other responsibilities of a corporate secretary under applicable law.

Section 5. Treasurer.

Under the supervision of the President, it shall be the duty of the Treasurer to:

- a. Collect and receive all monies due to the Section and disburse funds in accordance with the adopted budget, fiscal policies and directives of the Board;
- b. Be the custodian of all Section funds, securities and investments;
- c. Present financial reports to the Board;

- d. Be responsible for seeing that the financial records of the Section are professionally audited annually and present this audited financial report to the Board and make it available to the membership and, if requested, to NCJW, Inc.;
- e. Be an authorized signatory on all checks;
- f. Serve as Chair of the Budget and Finance Committee;
- g. Assign, in consultation with the President, specific duties to and supervise the Assistant Treasurer;
- h. Serve ex-officio on all committees under the supervision of the Treasurer's office; and
- i. Cause to be filed all appropriate tax documents with the IRS and the State of New Jersey (e.g. Federal form 990).

Section 6. Assistant Treasurer.

Under the general supervision of the President and the specific supervision of the Treasurer, it shall be the duty of the Assistant Treasurer to:

- a. Perform such duties as are assigned by the Treasurer;
- b. Assume the responsibilities of the Treasurer in the Treasurer's absence or inability to serve;
- c. Serve as Vice Chair of the Budget and Finance Committee; and
- d. Be an authorized signatory on all checks.

Section 7. Shared Offices.

If more than one person holds an office at a given time, the duties of each shall be determined by those sharing the office and be approved by the President.

ARTICLE IX: EXECUTIVE COMMITTEE

Section 1. The Officers, the immediate Past President and the President(s) of an NCJW/Essex subsidiary group(s) of the Section shall constitute the Executive Committee. The immediate Past President shall serve as an ex officio (by virtue of office) member for the first year of the new administration.

Section 2. The Executive Committee shall have the power to act for the Board on urgent or special business whenever the Board cannot be convened in the interim between regular Board meetings. However, the Executive Committee shall not have the power vested in Section members in good standing as set forth in Article IV, Section 8 of these Bylaws.

Section 3. The Executive Committee shall not reverse any action taken by the Board. However, by a majority vote of its members, the Board may reverse or modify any action taken by the Executive Committee.

Section 4. All action taken by the Executive Committee shall be reported to the Board at its next regular or special meeting, whichever is held first.

Section 5. The Executive Committee shall meet at the call of the President or at the written request of three (3) of its members.

Section 6. The Executive Committee shall serve in an advisory capacity to the President at the President's request.

Section 7. When the President is unable to designate the order in which the Vice Presidents shall take over in the President's absence or unavailability, the Executive Committee shall assume this responsibility.

Section 8. The Executive Committee shall review decisions of the Board in order to plan for their implementation.

Section 9. The Executive Committee shall study current problems with a view to bringing recommendations for action to the Board.

Section 10. The Executive Committee shall undertake pre-planning of specific Section activities upon assignment by the President or the Board.

Section 11. In order to transact business, two-thirds (2/3) of the voting members of the Executive Committee must be present and voting.

ARTICLE X: BOARD OF DIRECTORS

Section 1. Number and Composition.

- a. The Board shall have no fewer than thirty (30) and no more than forty-five (45) Directors.
- b. The Board shall be composed of the Officers and Directors of the Section. Each Director shall assume all rights, privileges and obligations of Board membership, including but not limited to, full voting rights.

Section 2. Qualifications & Responsibilities.

- a. Qualifications.
Directors shall be age eighteen or older. Directors shall be members in good standing as defined in Article IV. Directors shall have an interest in, and commitment to, the mission of the Section.
- b. Responsibilities.
Directors shall:
 - (1) Abide by the policies and procedures as stipulated by NCJW/Essex.
 - (2) Attend Board meetings.
 - (3) Financially support the Section.
 - (4) Fulfill their fiduciary responsibility to the Section.

Section 3. Power and Authority.

The Board has power and authority over the affairs of the Section and has general supervision of the work of the Section. The responsibilities of the Board shall include, but are not limited to, the following:

- a. To formulate and actively support the 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 establish and maintain the legal and non-profit corporate status of the Section consistent with the laws of the State of New Jersey and the United States Internal Revenue Service;
- c. To raise funds for the work of the Section and to meet the Section's obligations to NCJW, Inc.;
- d. To review, approve and monitor the Section budget prepared by the Budget and Finance Committee;
- e. To establish such committees as are necessary to carry out the work of the Section;
- f. To conduct periodic evaluations of the work of the Section with a view to improving Section programs and operations; and
- g. To assume such additional duties and responsibilities as may be essential to the effective operation of the Section.

Section 4. Employees

- a. Staff. In addition to the power and authority listed in Section 3 of this Article X, the Board shall have the power to approve staff positions and to oversee the Executive Director in the administration of the day-to-day affairs of the Section.
- b. Executive Director. The Board may engage an Executive Director under such terms and conditions as the Board deems appropriate. The Executive Director shall be responsible for the administration of the Section and shall be accountable and responsible to the Board within the framework of the Section's Bylaws and Policies & Procedures. The Executive Director shall report to, and consult with, the President on matters of policy, major program and budget considerations; shall be an authorized signatory on checks, contracts, agreements and legal documents as delegated by the President; and shall perform all other duties as delineated in the job description.

The Executive Director shall attend meetings of the Board, but shall not have a vote.

During the interim between meetings of the Board, the Executive Committee shall be responsible for all matters pertaining to the employment of the Executive Director.

When the position of Executive Director is vacant, the President in consultation with other Officers of the Section shall:

- (1) Immediately notify the Board of the vacancy.
- (2) Delegate the responsibilities of the Executive Director in the interim until a new Executive Director is hired.

- (3) Immediately appoint a Search Committee to locate a successor whose name shall be submitted to the Board for approval.

Section 5. Nomination and Election of Directors

- a. Section member(s) in good standing may recommend individuals to the Nominating Committee for election annually to the Board. Nominees shall be elected to serve on the Board for a term of three (3) years.
- b. Directors shall be elected by a majority of votes at the Section's Annual Meeting. Voting for the election of Directors shall be by verbal indication unless otherwise determined by the Board. Each member in good standing shall cast one vote per nominee or shall vote on a slate of nominees as proposed by motion.

Section 6. Term of Office.

Each Director shall be elected to serve a three (3) year term.

- a. A Director shall be limited to two (2) additional three (3) year terms in succession, for a total of not more than nine (9) consecutive years. Such Director shall then not be eligible for election as a Director until an interval of at least one (1) year has expired. Upon a Director's return to the Board, the nine (9) consecutive year term limit shall apply.
- b. Notwithstanding the term limits set forth above, the immediate Past President shall serve as a Director for the first year of the new President's term.
- c. Notwithstanding the term limits set forth above, an Officer shall continue to serve as a Director until such time as they complete their Officer term.

Section 7. Resignation and Removal.

- a. Any Director may resign by providing written notice to the President. Resignation is effective upon the date the notice is received, unless the notice specifies a later time for the effectiveness of the resignation.
- b. No Director may resign if the Section would be left without three duly elected Directors in charge of its affairs, except upon any required notice to the Office of the Attorney General or other appropriate agency of New Jersey.
- c. A Director may be removed from office, with cause (as defined in the then current edition of Standard Code of Parliamentary Procedure), upon a majority vote of members in good standing present and voting at any meeting of the membership.
- d. Any Director who does not fulfill the Responsibilities as listed under Article X, Section 2 b may be removed from office.
- e. After a Director has been suspended or removed for cause, no action of the Board shall be invalidated if the suspension or removal is thereafter rescinded or invalidated by a court of law or otherwise.

Section 8. Vacancies.

- a. If a vacancy occurs on the Board, the President may, at the President's discretion, either appoint a candidate or convene a meeting of the Nominating Committee to recommend to the Board the name of a candidate to fill the unexpired term.
- b. An Officer or Director serving for a period of more than six (6) months shall be considered to have served a full year.

Section 9. Compensation.

Directors shall serve without compensation, but Directors shall be allowed reasonable advancement or reimbursement of reasonable and necessary expenses incurred in the performance of their duties.

Section 10. Obligations to Disclose Conflicts of Interest.

- a. Directors have an obligation to disclose conflicts of interest or the appearance of such conflicts that may arise during their tenure.
- b. Whenever a conflict of interest or the appearance of a conflict of interest arises, such Directors with the conflict (the "interested Directors") who are present at the meeting of the Board or a committee of the Board, shall disclose in good faith the material facts as to such interested Director's conflict of interest or appearance of conflict of interest.
- c. Any action of the Section to approve activity in which a conflict of interest, or appearance of conflict exists, shall be approved only by a majority vote of disinterested Directors present and voting.
- d. These disclosure procedures should be followed whenever the Section is engaged in any transaction between the Section and an interested Director; or family members of an interested Director; or any other corporation, firm or business interest in which a Director or any family member of the Director has a conflict of interest or appearance of conflict of interest.

ARTICLE XI: COMMITTEES

Committees shall be known as Standing Committees and Special Committees and shall function subject to the authority of the Board.

Section 1. Standing Committees.

- a. There shall be an Executive Committee, and other Standing Committees as necessary to carry on the programs of NCJW, Inc. and the work of the Section.
- b. The Chair, the Vice Chair, if any, and members of each Standing Committee shall be elected members of the Board.
- c. The President shall (in consultation with the Vice President, if any, responsible for the supervision of that committee) appoint each Standing Committee Chair. These appointments shall occur annually.
- d. Vice Chairs, if any, and the members of each Standing Committee shall be appointed by the President in consultation with the Vice President, if any, responsible for supervision of that

committee, and with the respective Standing Committee Chair.

- e. If a Chair or Vice Chair is remiss in carrying out said Chair's duties, the President may, with the approval of the Board, request the resignation of said Chair before the expiration of said Chair's term.

Section 2. Special Committees.

- a) The Section shall have Special Committees as may from time to time be designated by the President with the approval of the Board.
- b) Each Special Committee may consist in whole or in part of members in good standing who are not also Directors.

Section 3. Actions of Committees.

- a. Committees act upon consensus to recommend action to the full Board.
- b. Formal notice of committee meetings need not be given.
- c) Minutes shall be taken of those in attendance and topics discussed, as well as a summary of the committee's recommendations for presentation to the Board.

ARTICLE XII: NOMINATIONS & ELECTIONS

Section 1. Nominating Committee Composition.

- a. The Nominating Committee shall be a Special Committee that shall serve for one term.
- b. The Nominating Committee shall be composed of a Chair, Vice Chair, plus seven (7) members and two (2) alternates. The Chair and Vice Chair shall be nominated from the incumbent Board.
- c. Four (4) Directors, three (3) members from the membership who are not Directors and two (2) numbered alternates (one from each category) shall be appointed by the Chair and Vice Chair in consultation with the President. All members of the Nominating Committee shall be members in good standing.
- d. The immediate past chair of the Nominating Committee shall serve with voice but no vote. In the event that the chair of the previous Nominating Committee is unable to serve, the vice chair of the previous Nominating Committee shall serve. In the event that both the chair and the vice chair of the previous Nominating Committee are unable to serve, the President shall appoint another member of the previous Nominating Committee to fill the vacancy.
- e. No Officer may serve on the Nominating Committee.
- f. No member of the Nominating Committee shall serve for consecutive terms. There shall be a lapse of at least one (1) year before an individual may serve on the Nominating Committee again.

- g. If a member is to be considered for office, that member must resign from the Nominating Committee.
- h. Alternates shall attend Nominating Committee meetings and vote only in the absence of a member of the category for which the alternate is designated.
- i. A quorum shall consist of seven (7) voting members.

Section 2. Duties.

The Nominating Committee shall submit to the membership a full slate of Section Officers and Directors, including, but not limited to, the Chair and Vice Chair of the Nominating Committee. Such slate shall be sent to each Section member at least four (4) weeks prior to the Annual Meeting. The Nominating Committee shall also nominate candidates for Board approval to fill unexpected vacancies when necessary.

Section 3. Additional Nominations.

Additional nominations for any Officers or Directors may be made by filing a signed petition with the incumbent Chair of the Nominating Committee at least two (2) weeks prior to the Annual Meeting. This petition must be signed by a minimum of ten (10) Section members in good standing. If there is an opposed slate, a list of such nominees shall be made available to the membership one week prior to the Annual Meeting. No nomination may be submitted without the written consent of the nominee.

Section 4. Elections.

Voting on the slate shall be held at the Annual Meeting. A majority of votes cast shall elect.

ARTICLE XIII: NATIONAL CONVENTIONS & MEETINGS

Section 1. The Section shall be represented at National Conventions and meetings in accordance with the Bylaws of NCJW, Inc. and the Policies & Procedures of NCJW, Essex County Section, Inc. (“Section Policies & Procedures”).

Section 2. All delegates and alternates to National Conventions and meetings shall be members in good standing selected in accordance with Section Policies & Procedures.

ARTICLE XIV: BOARD MEETINGS & MEMBERSHIP MEETINGS

Section 1. Place and Time of Meetings.

- a. Meetings shall be held at such place and times as may be designated by the President. The Section shall hold Board Meetings and Membership Meetings.
- b. Meetings shall not be held on Sabbath and certain Jewish holidays. These Jewish holidays include, but are not limited to, Rosh Hashanah (1st and 2nd days); Yom Kippur; Succoth (1st, 2nd days, Shemini Atzeret and Simchat Torah); Passover (1st, 2nd, 7th and 8th days); Shavuoth (1st and 2nd days).

- c. Meetings shall not be held on the following days: New Year's Day, Martin Luther King (MLK) Day, Presidents' Day, Memorial Day, Juneteenth, Independence Day, Labor Day, Thanksgiving Day and the day after Thanksgiving, and Christmas Day.
- d. The Board shall hold no fewer than six (6) meetings annually.
- e. There shall be at least two (2) meetings of the membership annually. One of these meetings shall be the Annual Meeting. The Annual Meeting for the election of Officers and Directors shall be held in the spring of each year. Presentation of the annual report to the membership shall be made at or before the Annual Meeting.
- f. The President or the Board shall have the power and authority to change the date of meetings as needed.

Section 2. Special Meetings.

- a. Board. Special meetings of the Board may be called by the President or at the written request of five (5) Directors. Special meetings of the Board may be convened by telephone conference call, or any other means, as long as every person participating in the meeting may clearly communicate with one another.
- b. Membership. Special meetings of the membership may be called by the President or the Board or upon written request of thirty (30) members in good standing.
- c. Special meetings shall be held at such place and time as may be designated by the President or the Board.

Section 3. Notice of Meetings.

The following provisions shall govern the giving of notice for Board meetings and for Membership meetings:

- a. Regular meetings. Notice of regular meetings will be given via regular mail or electronic communication, at least ten (10) days in advance for a Board meeting and at least ten (10) days in advance for a Membership meeting.
- b. Special meetings. At least three (3) days prior notice shall be given by the President or the President's designee to each Director (and, in the event of a special meeting of the membership, to each member) for any special meeting. Such notice may be oral or written, may be given personally, by regular mail, electronic communications, or by telephone. The notice shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director, a waiver of notice in writing, signed by the Director, whether before or after the time of the meeting, shall be the equivalent to the giving of such notice.

Section 4. Quorum for Meetings.

- a. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present. The only motion which the Chair shall entertain at such meeting is a motion to adjourn.

- b. Board Meetings. Forty percent (40%) of the Directors shall constitute a quorum.
- c. Membership Meetings. One percent (1%) of the Section membership shall constitute a quorum for any meeting of the membership.

Section 5. Voting.

Proxies and/or absentee ballots shall not be permitted at any meeting including meetings of the Board and of the Executive Committee.

Section 6. Majority Action as Board Action.

The decision of the Board at a meeting shall be by a simple majority of the Directors present and voting.

Section 7. Conduct of Meetings.

Meetings shall be presided over by the President of the Section who shall serve as Chair of the Board. In the absence of the President, a Vice President acting in the order designated in accordance with Article VIII, Section 1, or failing that, Article IX, Section 7, shall preside as Temporary Chair. The Section Recording Secretary shall act as secretary of all meetings unless the functions of meeting secretary are delegated to another person. In the Recording Secretary's absence, the presiding Chair shall appoint another person to act as secretary for the meeting.

Section 8. Meeting by Telephone or Virtual Communications.

In addition to meeting in person, Board meetings or Membership meetings may be held via conference call or virtually, as long as the participants can clearly communicate with one another in real time. Minutes should be recorded for these meetings.

Section 9. Voting Without a Meeting.

When there is no in-person, conference call, or virtual meeting of the Board or the Membership, voting may take place electronically.

Section 10. Attendance at Board Meetings.

Directors are expected to attend Board meetings. Any member who is absent from a Board meeting may file a dissent to action taken by the Board in her absence upon review of the minutes of the missed meeting.

ARTICLE XV: POSITION ON LEGISLATIVE OR PUBLIC ISSUES

Before the Section shall take any position on Federal, State or Local legislative or public issues, the approval of the Board must be obtained. Such action must be consistent with NCJW, Inc. Resolutions and NJ State Policy Advocacy positions.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

The rules contained in the then current edition of Standard Code of Parliamentary Procedure shall govern this Section in all cases to which they are applicable and in which they are consistent with these Bylaws and those of NCJW, Inc.

ARTICLE XVII: SUBSIDIARY GROUPS

All subsidiary groups shall be governed by these Bylaws. Such groups may have policies and procedures which shall be consistent with these Bylaws and those of NCJW, Inc.

ARTICLE XVIII. PROTECTION OF DIRECTORS

Section 1. Prudent Person Standard.

The Section Officers, Directors and members of any committee designated by the Board shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinary prudent persons would exercise under similar circumstances in like positions. The designation of any Committee and the delegation of authority to any Committee, Director, Officer, employee or agent of the Section shall not operate to relieve the Board, or any Director, of any responsibility imposed by law.

Section 2. Reliance on Advisors and Officers.

In discharging their duties, Directors and members of any Committee appointed by the Board shall not be liable if, acting in good faith, they rely on the opinion of counsel for the Section or upon written reports setting forth financial data concerning the Section and prepared by an independent public accountant or certified public accountant or firm of accountants or upon financial statements, books of account or reports of the Section represented to them to be correct by the President, the Treasurer or other Section Officer having charge of its books of account.

Section 3. Limitation of Liability.

Except as may be otherwise provided by law, a Director or Officer shall not be personally liable to the Section for damages for breach of any duty owed to the Section, or for the debts, liabilities, or other obligations of the Section, except that nothing contained herein shall relieve a Director or Officer from liability for any breach of duty based upon an act or omission:

- a. in breach of such person's duty of loyalty to the Section;
- b. not in good faith or involving a knowing violation of law;
- c. resulting in receipt by such person of an improper personal benefit; or
- d. in excess of such person's authority of position.

Section 4. Indemnification.

- a. Every Director, Officer, employee of the Section and such others as may be specified from time to time by the Board shall be indemnified by the Section to the full extent permitted by NJ Statutes Title 15A of the New Jersey Nonprofit Corporation Act (the "Act"), or any similar provision of any subsequent state law.
- b. Accordingly, any future or present Director, Officer, employee of the Section, or the legal representative of such person, may be indemnified by the Section against reasonable costs, expenses (exclusive of any amounts paid to the Section in settlement) and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or their legal representative may be made a party by reason of their having held such position, provided that:
 - (i) such action, suit or proceeding shall be prosecuted against such person or against

their legal representative to final determination, and it shall be finally adjudged in said action, suit or proceeding that she/he had not in any substantial way been derelict in the performance of her/his duties in such position; or

- (ii) such action, suit or proceeding shall be settled or otherwise terminated as against such person or their legal representative without a final determination on the merits, and it shall be determined by the Board that such person had not in any substantial way been derelict in the performance of their duties as charged in such action, suit or proceeding.
- c. The indemnification provided for in this Article shall not be deemed to limit the right of the Section to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Section may be entitled under any agreement, corporate resolution, or otherwise, both as to the action in such person's official capacity, and as to action in another capacity while holding such office.

Section 5. Insurance.

The Board shall have the power to purchase and maintain insurance on behalf of any Director, Officer, employee or agent of the Section against liabilities asserted against or incurred by the Director, Officer, employee or agent in such capacity or arising out of that person's status as such. The provisions of this Section 5 shall apply whether or not the Section would have the power to indemnify the Director, Officer, employee or agent against such liability under these Bylaws or any applicable laws or government regulations.

ARTICLE XIX: CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records.

The Section shall keep at its principal office:

- a. Minutes of all meetings of the Board, Standing Committees and, membership, indicating the time and place of such meetings, whether regular or special, the notice given, the proceedings and, with the exception of meetings of the membership, the names of those present;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities and income;
- c. A copy of the Section's Certificate of Incorporation and Bylaws as amended to date, copy of the IRS approval of tax exempt status and all correspondence with the IRS; and
- d. A copy of annual returns to the IRS and the State of New Jersey and documentation of indebtedness of the Section and any contracts executed on behalf of the Section.

Section 2. Directors' Inspection Rights.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Section and shall have such other rights to inspect the books, records and properties of the Section as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 3. Public's Inspection Rights.

The Section has the corporate obligation to provide to individuals a copy of the Section's three most recent annual returns to the IRS and application for tax exemption, as well as supporting correspondence to the IRS, when the request is bona fide and does not constitute harassment. When a bona fide request is made, the Treasurer or such Officer as may be designated by the President shall respond. If the request is made in person, the response shall be made immediately. If the request is not in person, the response shall be made within a reasonable period.

Section 4. Periodic Report.

The Board shall cause any annual or periodic report required under law to be prepared and filed within the time limits set by law. Accordingly, the Board shall cause these reports to be delivered to an office of this state or the federal government.

ARTICLE XX: DISSOLUTION

Assets of NCJW, Essex County 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 the Bylaws and Policies and Procedures of NCJW, Inc. as adopted from time to time.

ARTICLE XXI: AMENDMENTS AND REVISIONS

Section 1. The Section Bylaws Committee and the Board shall review these Bylaws as needed but not less frequently than every three (3) years from the date of adoption.

Section 2. These Bylaws may be amended or repealed and new Bylaws adopted. Amendments to these Bylaws may be proposed by the Bylaws Committee or upon the recommendation of the Board.

Section 3. Proposed amendments to, or revisions of, these Bylaws may be adopted at a meeting of the membership of the Section by two-thirds (2/3) of those present and voting provided that:

- a. The proposed amendments were submitted to the Board for its recommendations at least ten (10) days in advance;
- b. The proposed amendments have been approved by the National Committee on Bylaws, Policies and Procedures;
- c. The proposed amendments are in compliance with the applicable state and federal laws and regulations governing not for profit corporations, including but not limited to the Act and relevant provisions of the Internal Revenue Code;
- d. The proposed amendments have been made available to all members in good standing of the Section not less than ten (10) days before action shall be taken; and
- e. The recommendations of the Board have been presented to the membership prior to their vote on the proposed amendments or revisions.

Section 4. Force and Effect of Bylaws.

- a. These Bylaws are subject to the provisions of the Act and the Certificate of Incorporation as either the Act or the Certificate of Incorporation may be amended from time to time.
- b. If any provision of these Bylaws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provision of the Act or Certificate of Incorporation shall govern to the extent of such inconsistency. Unless these Bylaws, either expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any power or authority granted or permitted to nonprofit corporations by the Act.
- c. References in these Bylaws to the Certificate of Incorporation or Bylaws shall include all amendments thereto unless specifically excepted.
- d. Should any of the provisions in these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding.
- e. All references in these Bylaws to the Articles of Incorporation or Certificate of Incorporation shall be to the Articles of Incorporation, or Certificate of Amendment of Articles of Incorporation, filed with an office of the State of New Jersey and used to establish the legal existence of this corporation
- f. All references in these Bylaws to provisions of the Internal Revenue Code shall be deemed to refer to such sections of the Internal Revenue Code of 1986 and any amended or successor provisions of any corresponding section of any future federal tax code and any reference to provisions of New Jersey Statutes shall be deemed to refer to any amended or successor provisions thereof.

THESE BYLAWS CONSISTING OF XX PAGES WERE ADOPTED UNANIMOUSLY, WITH A QUORUM PRESENT, BY THE MEMBERS IN GOOD STANDING PRESENT AND VOTING UPON PROPER NOTICE AT A MEETING OF THE MEMBERSHIP ON THE DAY OF XXX.

Recording Secretary