

**BYLAWS OF THE
NATIONAL COUNCIL OF JEWISH WOMEN AUSTIN SECTION, INC.**

(ORGANIZED AND INCORPORATED UNDER THE LAWS OF THE
STATE OF TEXAS ON FEBRUARY 19, 1988.)

Revised May 2021

ARTICLE I NAME

This organization shall adopt and maintain as its name **NATIONAL COUNCIL OF JEWISH WOMEN, INC., AUSTIN SECTION**, hereinafter referred to as the “Section,” or the “Austin Section.”

ARTICLE II MISSION

The Section is a grassroots organization of volunteers and advocates who turn progressive ideals into action. Inspired by Jewish values, the Austin Section strives for social justice by improving the quality of life for women, children, and families and by safeguarding individual rights and freedoms. The Austin 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 (hereinafter referred to as “NCJW”).

ARTICLE III ORGANIZATIONAL STRUCTURE

Section 1 The Section shall have its own Articles of Incorporation and Bylaws in accordance with the requirements of Texas; provided that (except as required otherwise by law), the foregoing, as well as its structure and operations, shall at all times be in a form consistent with NCJW’s Certificate of Incorporation, Bylaws, and Policies and Procedures (“NCJW’s Governing Documents”).

Section 2 The Section’s Certificate of Incorporation, Bylaws and Policies and Procedures (together, the “Section’s Governing Documents”) shall be submitted to NCJW’s Committee on Bylaws,

Policies and Procedures for its review and approval and thereafter shall govern the Section's operations.

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.

Section 4 If the laws of the State of Texas require any part of the Section's Governing Documents to conflict with NCJW's Governing Documents or require the Austin Section to operate in a manner inconsistent with NCJW's Governing Documents, the Section shall observe the laws of the State of Texas.

Article IV SECTION AFFILIATION AND MEMBERSHIP

Section 1 Any person who supports the mission of this Section may become a member of this Section by paying current dues to the Austin Section or NCJW or receiving a membership in kind from the Austin Section.

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

Section 3 Any person who joined any NCJW section under the previous Life Member option shall be considered a member and member in good standing of this Section.

Article V FINANCES

Section 1 The fiscal year of the Section and all its subsidiary groups begins on July 1 and ends on June 30.

Section 2 The Section shall remit its National Partnership Dues according to the schedule designated by NCJW.

Section 3 The Section may make financial contributions other than to NCJW as long as they comply with Article V, Section 4 of the NCJW Bylaws and any other applicable NCJW Policies and Procedures.

ARTICLE VI GOVERNANCE

Section 1 The Section's governing body, which is referred to as its Board of Directors and also known as the Leadership Team, shall consist of those members who are elected to serve as leadership of the Section, or other assignments.

Section 2 The Board of Directors shall have power and authority over the affairs of the Section.

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

- A.** Formulating and actively supporting Section objectives, policies, and programs consistent with the mission and policies of NCJW and interpreting that mission and those policies for the members and community.
- B.** Establishing and maintaining the legal non-profit corporate status of the Section consistent with the laws of the State of Texas and the United States Internal Revenue Service, including by filing all required forms.
- C.** Raising sufficient funds for the work of the Section and meeting the Section's obligations to NCJW.
- D.** Approving and monitoring the Section budget and approving all contracts and agreements creating a payment obligation of longer than 24 months.
- E.** Maintaining fiduciary responsibility for all Section assets.
- F.** Establishing such Committees as are necessary to carry out the work of the Section.
- G.** Conducting periodic evaluations of the work of the Section with a view to improving Section programs and operations.
- H.** Maintaining effective operation of the Section, including staffing, when appropriate.

ARTICLE VII OFFICERS AND THEIR ELECTION

Section 1 The elected Officers of the Section shall be President, Treasurer, Secretary, or such Officers as the Board of Directors may designate such as Vice President(s).

Section 2 An office may be shared by two (2) or more persons. A single person may hold more than one office except for President and Secretary positions which must be held by different people.

Section 3

A. The Officers shall serve for terms of 2 years or until their successors are installed.

B. Officers shall not hold the same office for more than 2 consecutive terms.

Section 4 After a lapse of one (1) year a person may again become a candidate for an office previously held.

Article VIII DUTIES OF OFFICERS

Section 1 Shared Offices

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

Section 2 President

A. The President presides at meetings of the Section, its Board of Directors, and the Executive Committee. In addition, the President manages the operation of the Section's organization, governance, programs, finances, events, meetings, fundraising, community service, and public policy activities.

B. If the President and Vice President are temporarily unavailable, the President may designate another officer to assume the duties of the President.

C. The President may assign specific areas of responsibility to each Vice President.

D. The President may appoint up to two Directors as needed.

E. The President shall make an annual report to the Section, a copy of which shall be sent to NCJW.

F. The President, or the designee, shall give written approval to the appropriate officer or committee chairperson when an expenditure is in the amount of or greater than \$1000.

G. The President shall sign all contracts, agreements, and legal documents.

H. The President shall be the official spokesperson for and representative of the Section.

I. The President shall be an *ex-officio* member of all committees with the exception of the Nominating Committee.

Section 3 Vice Presidents

A. A Vice President shall assume the duties of the President should the President be temporarily unavailable.

B. It shall be the duty of a Vice President to assist the President and perform other duties as assigned.

Section 4 Treasurer

A. The Treasurer is the official fiduciary of the assets of the Section.

B. The Treasurer shall, upon presentation of invoices or other requests for payment duly authorized according to the Policies and Procedures of the Section, disburse funds and sign all checks, except that the President, or designee, shall give written approval when an expenditure is in the amount of or greater than \$1000.

C. The Treasurer shall be responsible for assuring that all required and federal and state tax and other fiscal documents are prepared and filed in a timely manner, with copies sent promptly to NCJW.

D. The Treasurer shall submit a written financial report for the Section as requested by the Board of Directors. Such reports shall include a current balance sheet, statement of income and expenses, and budget analysis.

E. It shall be the duty of the Treasurer to ensure that member contributions and records are properly executed and maintained.

Section 6 Secretary

It shall be the duty of the Secretary to ensure that records of the proceedings of the meetings of the Board of Directors, the Executive Committee, and if applicable, the Section, are created and maintained.

ARTICLE IX BOARD OF DIRECTORS

Section 1 Composition

A. The Section Board of Directors shall consist of the elected Officers, elected Directors, any Directors appointed by the President, and the immediate past Section President. The Board shall consist of no fewer than 12 members.

B. Section members who are National NCJW officers, NCJW board members, NCJW honorary officers and board members, and chairs or vice chairs of the State Policy Advocate (SPA) Committee shall be members of the Section Board of Directors, with voice but without vote.

Section 2 Term of Office

A. Elected Directors shall serve for a term of 2 years, or until a successor is installed.

B. An elected Director may be elected for one (1) additional term in the same position or until a successor is elected.

C. An appointed Director shall serve for a term of one (1) year.

D. An appointed Director may be appointed to one (1) additional term but may not serve more than two (2) consecutive terms.

Section 3 Quorum

To conduct business, 25% of the voting members of the Board of Directors shall constitute a quorum.

Section 4 Board Meetings

A. The Board of Directors shall hold no fewer than four meetings annually.

B. Meetings shall not be held on Jewish holidays.

C. Special meetings shall be held at the call of the President or upon the written request of three (3) voting members of the Board submitted to the Secretary.

Section 5 Form of Meetings

A regular meeting, a special meeting, or a continuation of either type of meeting of the Board of Directors or the Executive Committee may be held by mail, telephone or electronic means, as well as in person, provided that procedural rules associated with such meetings are followed, including those applicable to voting.

Section 6 Vacancy

A. The Board of Directors, at a regular or special meeting, shall fill any vacancy in an elected Officer or Director position.

B. The person so selected shall serve until the end of the term of their predecessor.

C. An interim Officer or Director who serves more than one-half ($\frac{1}{2}$) of a full term shall be considered to have served a full term.

Section 7 Removal

Any individual may be removed from their position by action of the Board of Directors if they fail to fulfill all of the duties and responsibilities as specified in the Section Bylaws and Policies and Procedures.

ARTICLE X EXECUTIVE COMMITTEE

Section 1 The Executive Committee shall consist of the elected Officers of the Section and the immediate past president(s).

Section 2 The Executive Committee shall have power to act for the Board of Directors except as otherwise specifically provided for in these Bylaws and the Policies and Procedures.

Section 3 The Executive Committee shall not reverse any action taken by the Board or the Section at a voting meeting.

Section 4 The Executive Committee may meet for the consideration of urgent business between Board meetings either in person or via telephone or electronic means. Voting may occur at a meeting of the Executive Committee provided that procedural rules associated with such meetings are followed.

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

Section 6 In order to transact business, a majority of the voting members of the Executive Committee shall constitute a quorum.

Section 7 All action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting.

ARTICLE XI COMMITTEES

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

Section 1 Committees of the Board shall include such committees as the Board of Directors may establish to carry out the ongoing work of the Section and the national program.

Section 2 The Nominating Committee shall recommend all Directors including Chairs of the committees, committee members and other positions as necessary for the functioning of the Section.

Section 3 The President shall appoint the Chair of Special Committees established by the Board.

ARTICLE XII NOMINATIONS AND ELECTIONS

Section 1

A. There shall be a Nominating Committee composed of at least three (3) individuals selected by the Nominating Committee Chair(s) from among both Board Members and general Section members in good standing.

B. The Immediate Past President, or their designee, shall serve as Chair of the Nominating Committee.

Section 2 The Chair or other representative of the previous Nominating Committee shall convene the new Nominating Committee no fewer than two (2) months prior to the election.

Section 3 The Nominating Committee shall request nominations for open positions from Section members, its Officers and Board of Directors prior to beginning its deliberations.

Section 4

A. At least three (3) weeks prior to the election, the Nominating Committee shall send to the Section a slate consisting of one (1) candidate or co-candidates for each elected position to be filled.

B. Additional nominations from the Section 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 which may be held through mail, email, telephonic voice vote, electronic visual show-of-hands, online voting software or application, or other appropriate means, by a majority vote of those voting.

ARTICLE XIII MEETINGS

Section 1 General Meetings

There shall be at least two (2) general meetings annually at which all members may have the opportunity to participate in Section discussion.

Section 2 Special Meetings

Special meetings may be called by the President, the Board of Directors or upon written request to the Secretary, of 5 Section members.

ARTICLE XIV VOTING

Section 1 In-Person Meetings

A. QUORUM

A quorum for any in-person meeting at which voting will take place shall be 10% of the Section's members.

B. Proxies and/or absentee ballots shall not be permitted at any in-person meeting, including meetings of the Board of Directors and of the Executive Committee.

Section 2 Mail, Telephonic or Electronic Meetings

A. QUORUM

A quorum for any meeting held by mail, telephone or electronically shall be 10% of the Section's members.

B. MEETINGS HELD BY MAIL, TELEPHONE OR ELECTRONICALLY

1. Voting at meetings held by mail, telephone or electronically must be conducted in a manner consistent with the Section's Bylaws and applicable state law.
2. Voting at meetings held by mail, telephone or electronically on any issue may occur via mail, email, telephonic voice vote, electronic visual show-of-hands or voice vote, online voting software or application, or other means, as long as such method is considered accurate and is consistent with the laws and regulations of the State of Texas.

ARTICLE XV ACTION ON LEGISLATIVE ISSUES

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

Section 2 The Board of Directors must approve any position on federal, state, or local legislative issues before the Section takes or publicizes such a position.

Section 3 The Section may not take a position contrary to that of NCJW. If the Section disagrees with a position taken by NCJW, it will remain silent and not actively support or oppose that position.

ARTICLE XVI REPRESENTATION AT NCJW VOTING MEETINGS

The Board of Directors shall elect delegates and alternates to NCJW voting meetings. Section employees may not represent the Section as delegates or alternates at NCJW voting meetings.

ARTICLE XVII PARLIAMENTARY AUTHORITY

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure 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.

ARTICLE XVIII AMENDMENTS TO BYLAWS AND POLICIES AND PROCEDURES

Section 1 All proposed amendments to these Bylaws must be submitted to the Section Bylaws Committee. Proposed amendments must be submitted in writing by no fewer than five (5) members in good standing.

Section 2 All proposed amendments shall be approved by the Section Bylaws Committee and sent to the Board of Directors for its recommendations. In the event that the Board does not concur with the proposed amendments as presented by the Bylaws Committee,

the Board may create its own set of proposed amendments. Both sets of proposed amendments will move forward in the process.

Section 3 The proposed amendments and any other Board recommendations regarding them shall be sent to the NCJW Committee on Bylaws, Policies and Procedures for approval.

Section 4 If the Section sends two (2) proposed amendments for the same article to the NCJW Committee on Bylaws, Policies and Procedures (the “NCJW Bylaws Committee”), and the NCJW Bylaws Committee has no preference between the two, the NCJW Bylaws Committee will send both proposals back to the Section, with comments where appropriate, and the Section shall put the two proposals to its membership for a vote as to which will be adopted. If the NCJW Bylaws Committee approves only one proposed amendment, it will indicate to the Section Bylaws Committee its reasoning. In that case, the Section will put only the approved amendment to its membership for a vote.

Section 5 After the approved amendments have been returned to the Section by the NCJW Bylaws Committee, it is the responsibility of the Section Board to send these amendments to the Section membership for a vote no fewer than ten (10) days before voting on the amendments takes place.

Section 6 Proposed amendments to these Bylaws shall be adopted at a meeting of the general membership of the Section in compliance with voting procedures authorized by the Section’s Bylaws and state law.

ARTICLE XIX DISSOLUTION

Assets of Austin Section 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 Policies and Procedures**.

ARTICLE XX INDEMNIFICATION

Austin Section is indemnified by NCJW against financial loss due to fraud and dishonesty by employees. The Section shall maintain appropriate insurance coverage.

Approved May 25, 2021