

BYLAWS

WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM

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President: Gloria B. Cohen; Parliamentarian: Lila Nass

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Mission Statement

The mission of Women's League for Conservative Judaism is to strengthen and unite synagogue women's groups, their members and individual members; support them in mutual efforts to understand and perpetuate Conservative/Masorti Judaism in the home, synagogue, and community; and reinforce their bonds with Israel and Jews worldwide. Women's League accepts the Jerusalem Program, which is the platform of the World Zionist Organization.

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WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM

ARTICLE I THE CORPORATION

Section 1 Corporation. The corporation shall be known as Women's League for Conservative Judaism and referred to herein as the "League".

Section 2 Membership. Members of the League shall be women who support the mission of the League. Members may be members of an affiliated synagogue women's group **or** individuals who pay dues to the League.

Section 3 Voting Delegates

Definition. Any member in good standing of the League registered as a delegate for any meeting of the membership shall be considered a voting delegate at that meeting.

Duties and Responsibilities:

The voting delegates of the League shall:

- a. elect the officers of the League; and the members of the
- b. League Nominating Committee;
- c. receive and respond to reports and information from the Board of Directors;
- d. amend the Bylaws;
- e. take all other actions requiring membership vote.
- f. conduct such other business as may, from time to time, come before the members.

Section 4 Annual Meetings

- a. Convention. A meeting of the League shall be held every three years at which the officers will be elected and installed. The time and place of each Convention shall be determined by the Board of Directors.

Notice of the time, place and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be given personally or mailed to each voting delegate of the League not less than 60 days before the meeting.

Proposals of business for consideration at the convention may be submitted in writing by any Region or member of the League for consideration by the League Board of Directors. The Board of Directors shall determine whether such proposals relate to matters which should properly be acted on by the League. Any such proposals

shall be submitted not less than forty-five (45) days before the meeting.

- b. A meeting of the membership shall be held in each non-convention year. The time and place of the meeting shall be determined by the Board of Directors

Section 5 Special Meetings. Special meetings of the League, for any purpose within the League at any time, shall be called by the president within 60 days. Such calls for special meetings must be made by written request of two-thirds of the members of the Board of Directors or 10 percent of the voting delegates of the League, provided there is representation from each of the Regions. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of time, place and purpose of the meeting shall be given personally or sent to each voting delegate of the League. Notice must be given at least 10 days before the meeting.

Section 6 Quorum. 10% of the voting delegates representing at least one third of the Regions shall be present to constitute a quorum for the transaction of business.

Section 7 Voting Procedures. Each voting League delegate present shall be entitled to one vote. Election shall be by ballot in contested elections and may be by voice or other means in uncontested elections. In contested elections, a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the delegates present and voting, unless otherwise provided by law or these Bylaws, or parliamentary authority.

ARTICLE II REGIONS

Section 1 Geographic Subdivisions. The Board of Directors shall establish geographic subdivisions within the League jurisdiction called Regions.

Section 2 Members. Each registered member of the League, residing in the geographic subdivision shall be a member of that Region. Employed staff members may not vote in Regions nor be eligible for election as voting delegates.

Section 3 Responsibility of the Regions

- a. advise its members on proposed plans, policies, and other matters referred to the Regions by the League Board of Directors;

- b. refer names of qualified people in the Region to the League Nominating Committee for election to League offices;
- c. elect officers and board members for the Region;
- d. provide service to affiliate women's groups and individual members within the Region as delegated by the League Board of Directors;
- e. submit policy proposals for improving the quality of the League to their members; and
- f. perform such other duties as may be delegated by the League Board of Directors.

Section 4 Fiscal Responsibilities/Review/Dues

- a. The region shall receive from the League a portion of the per capita dues collected. This portion is to be determined by the League.
- b. Monies allocated to the regions may only be used for region budget expenses approved by the League.
- c. The region shall not levy dues on its affiliated sisterhoods or individual members.
- d. Additional region monies may be used only as authorized by the League.
- e. The region shall cooperate with the League to ensure the payment of per capita dues for each Sisterhood and individual member in the League.
- f. The region shall submit to the League annually or more often if requested, an accurate and complete financial statement and a budget of estimated income and expenditures. All region assets must appear on the financial statement.
- g. The fiscal year shall run from July 1 to June 30.
- h. All checks must be co-signed by two approved signatories.

Section 5 Regular Meetings of the Regions. Regular meetings of the Regions shall be held at least once each year, within a time cycle determined by the Region Board of Directors. Notice of the time, place and purpose of the meetings shall be made available to each member of the Region not less than thirty (30) days before the meeting.

Section 6 Special Meetings of the Regions. Special meetings shall be called by the president of the Region, or at the request of the League Board of Directors, or upon written request of ten (10) percent of the members of the Region. No business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the meeting shall be made available to each member of the Region not less than ten (10) days before the meeting.

Section 7 Quorum. 25 members of the Region representing at least 25% of the affiliated women's groups shall be present for the transaction of business.

Section 8 Election, Term, Vacancies of President of the Region. There shall be a president for each Region who shall be elected by the voting membership of the Region. The president shall serve as a member of the League Board of Directors as described in Article VI, Section 2 of these Bylaws. The president of each Region shall be elected for a term of three (3) years. Terms of office shall begin as provided in the Region's Bylaws. Except as provided in Article IV of these Bylaws, vacancies in the position of president of the Region for any cause shall be filled as prescribed in the Region's Bylaws.

Section 9 Duties of the President of the Region. In addition to the duties of a member of the League Board of Directors, the president of the Region shall be responsible for:

- a. guiding the members of the Region in their responsibilities as set forth in Section 3 of this article;
- b. planning the agenda and presiding at Region meetings;
- c. participating in the League meeting(s);
- d. convening, if necessary, the voting delegates elected by affiliated women's groups to inform them about the issues to be considered;
- e. preparing and presenting to the Region a list of the delegates at-large for the Region;
- f. carrying out such other duties as may be delegated by the League Board of Directors.

ARTICLE III NOMINATING COMMITTEE

Section 1 Composition. There shall be a Nominating Committee of the League consisting of eight (8) members-at-large and one (1) chair, all of whom shall be members of the League Board of Directors.

Section 2 Method of Election, Term and Vacancies.

- a. Members-at-large of the nominating committee shall be elected by voting delegates of the League for a term of three (3) years or until their successors are elected.
- b. Members-at-large of the committee shall not be eligible again for Nominating Committee membership until a lapse of three (3) years.
- c. Members of the Nominating Committee may not stand for election as an officer of the League.
- d. Terms of office shall begin at the close of the meeting of the League at which the elections are held. The Board of Directors

shall have the power to fill vacancies in the committee until the expiration of the term.

Section 3 Non-participating Nominating Committee Member. If any Nominating Committee member shall neglect or refuse to attend the meeting of the committee, unless excused by the committee, or if in attendance shall neglect or refuse to act in an official capacity as a committee member, the board may declare the position vacant and such person shall be notified of such action.

Section 4 Term and Vacancies of the Chair. The chair of the committee shall be appointed at the beginning of the term by the president of the League with the approval of the Board of Directors for a term of three years and shall not be eligible again for chair until a lapse of three years.

Section 5 Quorum. The full committee, unless a member is excused by the committee, shall be present to constitute a quorum for the transaction of business. One or more persons may participate in a meeting by means of conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in the meeting in this way shall constitute presence at the meeting.

Section 6 Responsibilities

- a. The committee shall present to the Board of Directors six months prior to the convention a single slate of:
 1. nominees for officers of the League;
 2. nominees for members-at-large of the League nominating committee;
- b. The committee shall elect nominees for region members-at-large of the Board of Directors.

Section 7 Nominations by Petition. Nominations may be made by petition, provided the eligibility of the individual(s) so nominated has been established and is in accordance with these Bylaws. The nomination must be made by petition of an aggregate of seventy-five (75) League members representing at least three (3) Regions. The written consent of such individual(s) must have been secured and submitted with the petition to the League president at least ninety (90) days prior to the convention.

ARTICLE IV PARTIAL TERM

A person who has served more than half a specific term in an office, as that specific term is set forth in the Bylaws, shall be considered to have served the full term for the purpose of

determining eligibility to serve additional terms in that office or in any other position.

ARTICLE V OFFICERS

Section 1 Number and Title. The officers of the League shall be a president, 12 vice presidents, a recording secretary, a financial secretary, a Treasurer, and the executive director. The executive director shall serve without privilege of vote.

Section 2 Election, Term and Vacancies

- a. The president, vice presidents, secretaries and treasurer shall be elected together in the same year by the voting delegates of the League for a term of three (3) years, or until their successors are elected.
- b. Term:
 1. A woman shall be eligible to serve as an officer in two (2) different offices for no more than six (6) consecutive years, exclusive of the presidency.
 2. A woman may serve as president for one three-year term.
- c. Terms of office shall begin at the close of the meeting at which elections are held.
- d. A vacancy among the officers, other than that of the president, shall be filled by the Board of Directors until the expiration of the term. In the case of a permanent or temporary vacancy in the office of the president, the vacancy shall be filled by recommendation from the Nominating Committee with approval by the Board of Directors.
- e. The executive director shall be appointed by the Board of Directors and shall hold office at its pleasure.

Section 3 Duties

- a. The president shall be the chief elected officer of the League and:
 1. shall preside at meetings of the League, Board of Directors, and the executive committee;
 2. be responsible for seeing that the duly adopted policies of the League and the actions of the Board of Directors are put into effect, and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the League;
 3. **be an ex officio member of all committees established by** the board of directors except the Nominating Committee.
 4. be responsible for convening the organizational meeting of the newly elected League Nominating Committee;

5. be responsible for performing such other duties as assigned by the board or prescribed elsewhere in the Bylaws; and
 6. shall appoint a three-person committee to review the minutes of the League's annual meetings.
- b. All vice presidents shall have such other powers and perform such other duties as may be assigned by the president.
 - c. The recording secretary shall perform such duties as are incident to the office or are properly required of the secretary by the Board of Directors or are assigned to the secretary by the articles of incorporation, these Bylaws or the not-for-profit corporation code. The secretary shall be responsible for the giving of notice of all meetings of the League, the Board of Directors and the executive committee and shall take and keep the minutes of such meetings. The secretary shall be responsible for the custody of League books, records, and files, other than those specifically required to be kept by the treasurer.
 - d. The financial secretary shall serve as an ex-officio member of the finance committee and shall be responsible for oversight of the collection of dues from the membership.
 - e. The treasurer shall have custody of the League funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the League and shall keep the moneys of the League in a separate account to the credit of the League, shall be responsible for the investment of surplus funds and the negotiation with financial institutions for the borrowing needs of the League from time to time. The treasurer shall disburse the funds of the League as may be ordered by the board, approving proper vouchers for such disbursements and shall render to the president and the Board of Directors at the regular meetings of the board or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the League. The treasurer shall be ex officio a member of the finance committee, if such committee shall be established by the Board of Directors.
 - f. The executive director shall be the chief executive officer of the League and shall be accountable to the Board of Directors. The executive director shall be responsible for providing advice and assistance to the League, the Board of Directors, the president and other officers, and the committees; and shall be responsible for administering the total operations of the League. The executive director shall have the authority to employ and release all employed staff in accordance with the policies adopted by the Board of Directors.

Section 4 Removal. An elected officer may be removed, with cause, by a two-thirds vote of the total membership of the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1 Powers, Responsibilities, Accountabilities. The properties, business and affairs of the League shall be managed by the Board of Directors, except as may be otherwise provided in these Bylaws or the articles of incorporation. The Board of Directors is

- a. accountable to the elected membership for managing the affairs of the League;
- b. authorized by the members to exercise all of the powers, rights and privileges of members at the annual meeting in the years when the convention is not being held.

Section 2 Composition and Eligibility. A woman must be Jewish to serve as a board director. The Board of Directors shall consist of:

- a. the officers of the League;
- b. all past international presidents;
- c. elected members-at-large who represent each region at a ratio of 1 per 8 affiliated women's groups or major portion thereof;
- d. activity chairs and liaisons appointed by the president;
- e. region presidents;
- f. trainers;
- g. 30 members-at-large appointed by the president;
- h. honorary board members;
- i. immediate past region presidents.

Section 3 Election and Term.

- a. The region members-at-large shall be elected by the League nominating committee following recommendation by the region boards of directors for a term of three (3) years or until their successors are elected and shall serve for no more than two (2) consecutive terms. Terms of office shall begin at the close of the region conference at which elections are held or the end of that fiscal year.
- b. Regardless of the number of consecutive terms any person shall have served as an elected member-at-large, such person shall be eligible to be a member of the board when serving as an officer or by appointment. After a lapse of one year, elected members-at-large shall be eligible to serve again on the Board of Directors.

Section 4 Vacancies. Except as provided in Article IV, and Article V, Section 2 of these bylaws, vacancies in the Board of Directors from any cause, shall be filled until the next convention of the League by affirmative vote of the remaining directors then in office, although less than a quorum, at any regular meeting of the board called for that purpose.

Section 5 Non -participating Board Members. If any board member shall neglect or refuse to attend three (3) meetings of the board in her term, unless excused by the president, or if in attendance at any meeting shall neglect or refuse to act in an official capacity as a director, the majority of the remaining members of the board may declare the office of director vacant and such person shall be notified of such action.

Section 6 Regular Meetings. The Board of Directors shall hold at least three regular meetings a year at such time and place as the board may direct. Each board member shall be notified of the time, place and purpose of the meeting at least fourteen (14) days before the meeting.

Section 7 Special Meetings. Special meetings may be called by the president and shall be called by the president upon written request of ten (10) board members. The time, place and purpose of such meeting shall be stated with the request and no other business shall be transacted except that for which the meeting has been called.

Section 8 Quorum. 35 members of the board must be present to constitute a quorum for the transaction of business. Persons may participate in a meeting by means of conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in the meeting in this way shall constitute presence in person at the meeting.

Section 9 Voting Procedures. Each board member shall be entitled to one vote.

ARTICLE VII BOARD COMMITTEES

Section 1 Establishment. The Board of Directors shall establish such standing committees, special committees, and/or task groups as it deems necessary.

Section 2 Composition and Appointment. The president shall appoint the chair(s) of committees with the approval of the Board of Directors. A person shall serve no more than one term (3 years) as chair of the same committee..

ARTICLE VIII EXECUTIVE COMMITTEE

Section 1 Composition. The executive committee shall include the officers of the League, the two immediate past presidents, the parliamentarian and seven members-at-large appointed by the president from

among the members of the board. The president shall be the chair of the executive committee.

Section 2 Responsibilities. The executive committee shall have, and may exercise, the powers of the board in the interim between board meetings, except that the executive committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from, the direction established by the board, or which represents a major change in the affairs, business, or policy of the League. The executive committee shall submit to the board reports on actions taken.

Section 3 Meetings. Meetings of the executive committee shall be called by the president. The committee shall meet at least six (6) times each year. Notice of time, place, and purpose of the meeting shall be stated to each member at least ten (10) days prior to the meeting.

Section 4 Quorum. Nine (9) members of the executive committee shall be present to constitute a quorum for the transaction of business. Persons may participate in a meeting by means of conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in the meeting in this way shall constitute presence at the meeting.

ARTICLE IX FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1 Fiscal Year. The fiscal year of the League shall be from July 1 to June 30.

Section 2 Depositories. All funds of the League shall be deposited to the credit of the League, under such conditions and in such banks as shall be approved by the Board of Directors.

Section 3 Approved Signatures. The president, treasurer, financial secretary and Executive Director shall be authorized and empowered to sign all checks and orders for the payment of money, receipts, releases, agreements, contracts, deeds, mortgages, notes, leases, and all other legal and other documents, subject however, to any resolution or resolutions of the board providing for the manner of signature of certain instruments, including any resolutions requiring more than one signature.

Section 4 Budget. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

Section 5 Audits. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the League and file required tax documents.

Section 6 Financial Reports. Financial statements shall be reviewed quarterly by a Finance committee of the board and presented at each meeting of the Board of Directors. A summary report of the financial operations of the League shall be made at least biennially to the membership, and to the public, in such form as determined by the Board of Directors.

Section 7 Property. Title of all property, with the exception of affiliated women's group equipment, shall be held in the name of the League.

Section 8 Investments. The Board of Directors shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of, the League if such action is a prohibited transaction or would result in the denial of the League's tax exempt status.

Section 9 Indemnification and Limitation of Liability.
Every person who is or shall be a director or officer of the League shall be indemnified to the maximum extent provided by law.

ARTICLE X PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, in its most recent revision, shall be the parliamentary authority governing the meetings of the League, Board of Directors, and all committees, subject to the laws of the state, the articles of incorporation, and these Bylaws.

ARTICLE XI AMENDMENTS

Amendments of Bylaws. The members of the League shall have the power to amend, alter or repeal these Bylaws and to adopt new Bylaws by a vote of two-thirds of the members of the League present and voting as then constituted provided that notice of the proposal to make, alter, amend or repeal the Bylaws was included in the notice of the annual meeting of the League at which such action takes place. The Bylaws may be repealed in their entirety and newly adopted Bylaws may be enacted in their entirety without the necessity of individual action section by section.

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