



**BYLAWS**

**2025**

**NA'AMAT USA**

**BYLAWS**

**TABLE OF CONTENTS**

Article I. Name..... 2

Article II. Purpose.....2

Article III. Membership .....3

Article IV. Component Units .....3

Article V. Officers .....3

Article VI. Duties of Officers and Board Members.....5

Article VII. Nominations and Elections..... 6

Article VIII. Board of Directors ..... 8

Article IX. The Executive Committee..... 8

Article X. Electronic Meetings and Communications..... 9

Article XI. Finances ..... 9

Article XII. Indemnification..... 10

Article XIII. National Convention..... 10

Article XIV. Administrative Operations ..... 11

Article XV. Affiliate Memberships ..... 12

Article XVI. Official Depository..... 12

Article XVII. Official Logo..... 12

Article XVIII. Parliamentary Authority..... 13

Article XIX. Amendment of Bylaws .....13

Article XX. Conflict of Interest.....14

Article XXI. Confidentiality .....14

Article XXII. Duty of Care, Loyalty and Obedience.....14

Article XXIII. Dissolution.....15

NATIONAL BYLAWS

2025-2028

**ARTICLE I**

**NAME**

The name of this organization shall be **NA’AMAT USA**, a member of the movement of Zionist Women, Inc., hereinafter referred to in these bylaws as **NA’AMAT USA** or the Organization.

**ARTICLE II**

**PURPOSE**

NA’AMAT USA, Inc., originally incorporated as Pioneer Women’s Organization, Inc., under the laws of the State of New York on November 14, 1928, and established exclusively as a not-for-profit organization within the meaning of the Section 501(c) (3) of the Internal Revenue Code of 1954 and the regulations thereunder, the mission and vision of which are as follows:

**Mission:** To improve the lives of women, youth, and families in Israel through raising funds for Na’amat Israel.

**Vision:** A vibrant, inclusive, egalitarian Israel where all citizens and families have access to the resources they need to thrive, regardless of background.

## ARTICLE III

### MEMBERSHIP

**Section 1. General.** Every woman, eighteen years or older, subscribing to the purpose of NA'AMAT USA, shall be eligible for membership in the Organization.

**Section 2. Categories of Membership.** The board of directors of NA'AMAT USA will establish categories of membership delineated in the NA'AMAT Operations Manual.

**Section 3. Dues.** Dues for each category of membership shall be determined by the finance committee in collaboration with the national executive director and development team and the vice president of membership and shall be approved by the board of directors by a majority vote.

**Section 4. Acceptance of the Jerusalem Program.** Members in NA'AMAT USA and Friends of NA'AMAT USA shall accept the Jerusalem Program which is the official platform of the World Zionist Organization and the Zionist movement. The Jerusalem Program is in Appendix 1 of the NA'AMAT Operations Manual.

## ARTICLE IV

### COMPONENT UNITS

**Section 1. Individual Membership.** Any interested woman, eighteen years of age or older, residing anywhere in the United States, can become a member of NA'AMAT USA by paying annual dues.

**Section 2. Clubs/Chapters.**

Any group of women subscribing to the ideals and mission of NA'AMAT USA may constitute a club or chapter and be part of a national region. See NA'AMAT Operations Manual for details regarding chapters, councils, clubs.

## ARTICLE V

### OFFICERS

**Section 1. Officers.** The officers of NA'AMAT USA shall be President, First Vice President, Vice President of Membership, Vice President of Fundraising, Vice President of Public Relations and

Publicity, Vice President of Programming, Recording Secretary, and Treasurer (hereafter collectively referred to as the “Executive Committee” and individually as “Officer”). In addition, the Immediate Past President (hereafter referred to as “IPP”) is part of the Executive Committee.

**Section 2. Qualifications.** To be eligible to serve as an Officer or a Director (as defined below), a candidate shall be a member in good standing.

- A. Eligibility for President.** To be eligible to serve as president, a candidate shall have served on the board of Directors for a minimum of one term.
- B. Eligibility for Officers.** To be eligible to serve as an Officer, a candidate shall have served on the board of Directors for at least one term or have demonstrated leadership and commitment in their work for NA’AMAT USA.
- C. Eligibility of board members:** A candidate has shown leadership and commitment to NA’AMAT USA and shall be a member in good standing.

**Section 3. Term of Office.** Officers and board members shall assume offices upon the adjournment of the national convention at which they were elected and shall serve for a three-year term until the close of the next national convention. Board terms will be staggered to begin with the first board elected in the fiscal year ending June 30, 2025. Every year, one-third of the board will end their terms. Someone who has served a 1-2 year term can be nominated for a full term with the same portfolio. Neither an officer nor a board member shall serve more than two consecutive terms with the same portfolio unless a third term is authorized by the President with the consent of a majority of the Board of Directors.

**Section 4. Vacancy in Office.**

- A.** If there is a vacancy in the office of President created by death, resignation, or incapacity as determined by the NA’AMAT Board of Directors, the First Vice President shall immediately assume the office of President.

- B. A vacancy in any office other than President or a vacancy of a Director created by death, resignation or incapacity as determined by the NA'AMAT USA Board of Directors shall be filled by the NA'AMAT USA Board of Directors. The term of the temporary replacement shall not be counted against tenure as a member of the board.

## ARTICLE VI

### DUTIES OF OFFICERS AND BOARD MEMBERS

#### **Section 1. Duties of Officers and Board Members.**

##### **A. General.**

1. Officers and Board Members shall perform the duties specified in this article and in these bylaws as well as such other duties as may be assigned by the President, the Board of Directors or the Executive Committee.
2. In the event that an officer or director misses a meeting it is incumbent upon them to review the meeting minutes, so they remain informed.
3. Officers and Directors of the Organization have a fiduciary relationship toward the Organization and are required to use the utmost good faith in the exercise of their power in the interests of the Organization. Officers and Directors shall perform the duties prescribed in a manner reasonably believed to be in the best interests of the Organization, with such care as an ordinarily prudent person in a like position would use under similar circumstances.
4. Officers and Directors must sign confidentiality and conflict of interest declarations as well as any forms that may be required by the National Office. (See appendix)
5. Officers and Directors are responsible for the organization's financial wellbeing and are obligated to make a meaningful gift on an annual basis. Additionally, board members are expected to secure gifts from others to support the organization. A minimum Board member gift is outlined in the National Board Agreement (see appendix).

##### **B. Duties of the President.** The president shall:

1. be the official representative of NA'AMAT USA, and in that role be in regular communication with the Board of Directors and Na'amat Israel;
2. preside over the meetings of the Board of Directors and the Executive Committee;
3. sign all official documents as appropriate;
4. represent NA'AMAT USA at all administrative, national or international bodies in which NA'AMAT USA is a constituent member or, if not possible, shall assign a designee as representative;
5. be a member of the Finance Committee and, as required, and any other committee as an active or ex-officio member.

**C. Duties of Vice Presidents:**

1. The **First Vice President** shall:
  - a) shall succeed to the presidency for the balance of the term, in the event the president cannot complete her term of office;
2. There will be four additional Vice Presidents: it shall be the duty of each vice-president to assist the president. Each vice president shall be assigned duties as designated by the president

**D. Duties of the Recording Secretary.** The recording secretary shall record the minutes of all meetings of the Board of Directors and be responsible for their disbursement to board members, and for the minutes being archived.

**E. Duties of the Treasurer.** The Treasurer shall:

1. Approve all wire transfers and bank dealings when needed;
2. Present a full and transparent financial report at each National Board of Directors Meeting;
3. Chair the Finance Committees;

## **ARTICLE VII**

### **NOMINATIONS AND ELECTIONS**

#### **Section 1. The Nominating Committee.**

- A. Composition:** The Nominating Committee is a standing committee consisting of five people, with one person from each Region, that is always recruiting qualified candidates for the Board. The Nominating Committee shall consist of members appointed by the President. The immediate past president may serve as adviser to the Nominating Committee. The term of the Nominating Committee shall mirror the President's term; each new President shall form the new Nominating Committee.
- B. Election of Committee Chair.** Immediately following appointment of the committee, the committee shall meet to elect a chairperson from the membership of the committee.
- C. Duties.** It shall be the duty of the Nominating Committee to prepare a slate of Officers after reviewing the qualifications of all candidates. The slate should include representation from each geographic area and shall include only one name for each position. Every year the Nominating Committee will prepare a slate of Officers for those whose terms are ending.
- D. Nominations.**
  - 1. Nominations for Officers shall be requested from all NA'AMAT constituent organizations and individuals.
  - 2. No name shall be placed in nomination without written consent of the nominee.

**Section 2. Committee Procedures.** The Nominating Committee shall hold a meeting four months prior to the elections to begin building the slate. The slate shall be submitted to clubs/chapters and councils no later than two months prior to convention.

**Section 3. Election of Officers and Board members.** The election of officers shall be staggered and held annually for three years. The President and First Vice President will be elected to three-year terms at Convention.

Elections shall be held at the national convention by ballot (electronic or paper), except where there is only one candidate for a given position and the election shall be by voice for the President and First Vice President only. All other Officers and Directors shall be elected to staggered terms by the Board on an annual basis.





**ARTICLE VIII**  
**BOARD OF DIRECTORS**

**Section 1. Composition.** The NA'AMAT National Board shall consist of the Officers plus five Board Members, and the immediate past president.

**Section 2. Duties.**

- A. The NA'AMAT USA National Board of Directors shall be the policymaking and governing body of NA'AMAT USA between conventions.
- B. The board of Directors shall carry out all mandates and resolutions adopted at each convention and execute the programs of NA'AMAT USA as enunciated in these bylaws.
- C. The board of Directors shall approve the budget.

**Section 3. Meetings.**

- A. Regular Meetings. The board of Directors shall hold a minimum of six regular meetings a year. A calendar of meetings shall be set for the year, and reminders and agendas shall be sent 10 days prior to the meeting.
- B. Special Meetings. Special meetings of the board shall be held at the call of the president or shall be called by the president at the request of a majority of the membership of the board then in office.

**Section 4. Quorum.** The quorum of the board of Directors shall be a majority of the membership of the board then in office.

**ARTICLE IX**  
**THE EXECUTIVE COMMITTEE**

**Section 1. Composition.** The Executive Committee consists of the elected Officers and the Immediate Past President.

**Section 2. Duties.**

- A. **Powers to Act.** The Executive Committee shall act with full power to manage the affairs of the Organization between meetings of the board of Directors.
- B. **Executive Director.** The Executive Committee shall approve the selection of an executive Director who shall represent the Organization on a national level as assigned

by the President and/or the Board of Directors, and who shall manage the staff and the operations of the national office.

**Section 3. Meetings.** [omitted “at least 6 times”] Executive committee meetings may be called by the president and shall be called upon the request of five members of the Executive Committee. A notice of five days shall be required for any meeting except in case of an emergency. A quorum at any meeting shall be a majority of the Executive Committee membership then in office.

## ARTICLE X

### ELECTRONIC MEETINGS AND COMMUNICATIONS

**Section 1. Meetings.** The board of Directors, the Executive Committee or any subgroup of the board or committees shall be authorized to meet by telephone conference, Zoom, or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. All votes taken at an electronic meeting are valid.

**Section 2. Communications.** Unless indicated otherwise to the secretary, all communication required in these bylaws, including meeting notices, may be sent electronically.

## ARTICLE XI

### FINANCES

**Section 1. Fiscal Year.** The fiscal year shall begin on July 1st and end on June 30th.

**Section 2. Audit.** The financial records of NA’AMAT USA shall be audited annually by an independent accredited auditing company. An audit committee will be appointed by the President and will meet with the auditors and report to the board. The annual audit shall be made available to all board members.

**Section 3. Preparation and Approval of Budget.** Preparation of the Organization’s budget is the responsibility of the National Executive Director and the Budget Committee in collaboration with staff responsible for the budget.

**Section 4. Bequests and Wills.** All bequests, legacies, insurance proceeds, or any other assets left specifically and solely to a NA'AMAT USA club/chapter or council are to be used as the testator has requested, for the purposes of supporting NA'AMAT Israel unless specified by the testator for use of promoting NA'AMAT USA. The national office must be notified of all such gifts.

- A. The NA'AMAT USA national office shall not lay claim or have any access to any assets other than those that were specifically and solely left to NA'AMAT USA. Monies that are received by a club/chapter or council and specifically left to NA'AMAT USA shall be transmitted promptly to the national office for a determination of allocation and investment. NA'AMAT USA will maintain a Legacy Fund to invest gifts that are intended for organizational sustainability.
- B. The president or a designee shall have full power to engage an attorney if it is necessary to litigate or settle any disputes or controversies arising from such gifts.
- C. NA'AMAT USA shall maintain a gift acceptance policy that is outlined in the manual.

**ARTICLE XII**  
**INDEMNIFICATION**

NA'AMAT USA will always have and maintain a Directors' and Officers' Insurance Policy.

**ARTICLE XIII**  
**NATIONAL CONVENTION**

**Section 1. General Membership Meeting.** The national convention shall be held every three years as a general membership meeting and for the purpose of electing the President, receiving reports and transacting such other business as may properly come before it.

**Section 2. Official Call.** The official call to convention shall include the date, time and place, proposed Officers and Directors, proposed declarations and bylaw amendments/revisions proposed by the Bylaws Committee as well as any others submitted, if any, and shall be sent to

council and non-council clubs/chapters at least 30 days prior to the convention when possible. Responses need to be received no later than three days prior to the convention.

**Section 3. Voting Body.** The voting body of the convention shall consist of any NA'AMAT USA member registered at the convention provided the member is a member in good standing and in attendance during the vote.

**Section 4. Quorum.** The quorum shall be the majority of qualified members of NA'AMAT USA who are registered at the convention and attending the business session.

**Section 5. Postponement or Cancellation.** In the event of extraordinary circumstances, the Executive Committee by a two-thirds vote may postpone or cancel a convention. All members shall be notified, and the board of Directors shall provide for the election of Officers and Directors by a mail referendum. In the event that an in-person event cannot be held, an online event will have all the same rights and responsibilities of an in-person event.

**Section 6. Convention Committees.** The Convention Committee will be responsible for verifying the membership registration of all attendees. When people register, it will be established that they are members in Good Standing.

#### **ARTICLE XIV**

#### **ADMINISTRATIVE OPERATIONS**

**Section 1. National Executive Director.** The conduct of all regular business of the national office shall be under the direction of an executive director who shall be the chief executive officer of the corporation. The National Executive Director reports directly to the Board.

- A. Appointment and Term of Employment. The Executive Director shall be appointed by a two-thirds vote of the entire board of Directors and may be terminated with or without cause by a majority vote of the entire board upon reasonable written notice, subject to any rights the executive Director may have under a written contract of employment, if any.

- B. Duties. The full job description for the role is in the accompanying NA'AMAT USA Operations Manual. The National Executive Director is responsible for hiring and firing staff after informing the President.

**ARTICLE XV**

**AFFILIATE MEMBERSHIPS**

**Section 1. Affiliations.**

- A. NA'AMAT USA is a member of the World Movement of NA'AMAT.
- B. NA'AMAT USA is a constituent member of the American Zionist Movement.
- C. NA'AMAT USA is a member of the World Zionist Organization.
- D. NA'AMAT USA is a member of the Conference of Presidents of Major Jewish Organizations.

Descriptions of these organizations are included In the accompanying NA'AMAT Operations Manual.

**ARTICLE XVI**

**OFFICIAL DEPOSITORY**

**Section 1. Office Records.** The Organization shall maintain all publications, reports, minutes and other records of the Organization online and shall comply with standard records retention policies. See the accompanying NA'AMAT Operations Manual for policy information.

**ARTICLE XVII**

**OFFICIAL LOGO**

**Section 1. Logo.** There shall be an official logo.

## **ARTICLE XVIII**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the organization may adopt. A copy of Robert's Rules of Order Newly Revised are included in the accompanying NA'AMAT Operations Manual.

## **ARTICLE XIX**

### **AMENDMENT OF BYLAWS**

**Section 1. Initiation.** Proposed amendments to these bylaws may be submitted in writing by the Bylaws Committee to clubs/chapters and councils no later than four months prior to the national convention. Additionally, all clubs/chapters and councils may submit additional bylaw changes that must be submitted at least two months prior to the convention with rationale.

**Section 2. Convention Approval.**

**A. Amendment with Notice before Convention.** The bylaws may be amended by a quorum of two-thirds vote provided that notice of all amendments has been transmitted to all club/chapters and councils at least two months prior to the convention.

**B. Amendment with Notice at Convention.** The bylaws may be amended by a nine-tenths vote, provided previous notice has been given at least twenty-four hours before introduction and provided that the voting delegates by two-thirds vote approve the amendment for consideration.

**Section 3. Effective Date.** Amendments to the bylaws shall take effect immediately upon adoption unless otherwise provided.

## **ARTICLE XX**

### **CONFLICT OF INTEREST**

All members of the Board will be asked annually to sign a conflict of interest policy, found in the NA'AMAT USA Operations Manual, Appendix 3.

## **ARTICLE XXI**

### **CONFIDENTIALITY**

**Section 1. Disclosure.** It is the policy of NA'AMAT USA that board members and employees will not disclose confidential information belonging to or obtained through their affiliation with the Organization to any person, including their relatives, friends and business and professional associates, unless NA'AMAT USA has authorized disclosure. This policy is not intended to prevent disclosure where disclosure is required by law. Procedures for confidentiality are in the Manual.

## **ARTICLE XXII**

### **DUTY OF CARE, LOYALTY AND OBEDIENCE**

#### **Section 1.**

- A. The Law. Conflict of interest statutes focus primarily on the duty of loyalty of the Officers and the board of Directors. This duty broadly commands the board to be faithful to NA'AMAT USA's best interests and to refrain from using their organizational position or knowledge to advance a personal agenda at the Organization's expense. The law does not require a prohibition of all conflicts of interests. The goal is to permit NA'AMAT USA to manage conflicting interests successfully and reach optimum decisions involving the Organization with knowledge of the conflicts.
- B. Duty of Care. Take care of the Organization by ensuring prudent use of all assets, including facility, people, and good will.
- C. Duty of Loyalty. Ensure that the Organization's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the Organization; not in the best interest of the individual board member (or any other individual or for-profit entity).



- D. Duty of Obedience. Ensure that the Organization obeys applicable laws and regulations; follows its own bylaws; and that the Organization adheres to its stated purposes/mission.

**ARTICLE XXIII**

**DISSOLUTION**

The assets of this Organization are permanently dedicated to its IRS tax exempt purposes and in the event of the dissolution or liquidation of the Organization, all of its assets and property remaining after payment of its debts and obligations of such dissolution or liquidation shall be distributed to NA'AMAT Israel. In the event that NA'AMAT Israel is unable to accept the assets, they shall be distributed to such Jewish organization(s) as shall qualify under Section 501(c)(3) of the United States Internal Revenue Code of 1954 as amended, with similar values, and in accordance with the determination made by the Organization's final board of Directors.

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