

# **NA'AMAT Operations Manual (to accompany Bylaws)**

This Operations Manual accompanies and complements the organization's Bylaws by providing detailed guidance on day-to-day functions, policies, procedures, and roles. While the Bylaws establish governance, meetings, and elections, this manual focuses on the practical implementation of those rules, ensuring alignment between the two. It can be updated to reflect current standards without needing to amend the Bylaws. Additionally, this manual interacts with the existing Standard Operating Procedures Manual. As part of the regular review process, both documents will remain current and in harmony, ensuring compliance with governance structures while refining outdated processes and integrating new best practices.

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## **Mission and Vision**

**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.

## **Purpose**

NA'AMAT USA, Inc. (Movement of Working Women and Volunteers), 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 purpose of which is:

- to support daycare centers, multi-purpose centers, alternative high schools and youth villages for at risk teens in Israel,
- to provide professional scholarships for women seeking higher education degrees in Israel,
- to aid Israeli women and families who are victims of domestic violence,
- to support legal aid bureaus for Israeli women with issues at home and in the workplace,
- to provide women's health and empowerment centers for counseling, preventative health care and education in Israel,
- to provide women's health and empowerment centers for counseling, preventative health care and education,
- to provide education and grief counseling for fathers to improve their parenting skills, ending the cycle of domestic violence, and
- to advocate for such initiatives in the United States when they align with the Organization's overall mission.

## **Membership**

- A. Annual Members. Annual members shall be entitled to the rights and privileges of membership who pay dues on an annual basis.
- B. Life Members. Life members shall be women who are entitled to all the rights and privileges of membership who pay life-time dues.
- C. Affiliate Memberships: --
  - 1. Affiliate Life Members. Affiliate life members are girls under the age of eighteen who pay life-time dues. Upon reaching the age of eighteen, they automatically become life members with all the rights and privileges pertaining thereto.
  - 2. Friends of NA'AMAT USA. Membership in this category is open to any man, eighteen years of age or older who supports the programs of NA'AMAT USA. Friends may pay for an annual or life membership at the current dues rate. Friends of NA'AMAT USA are entitled to delegate status at the national convention with voice but without vote.
  - 3. Affiliate Life Friends This class of membership is open to boys under the age of eighteen who are enrolled in this category upon payment of lifetime dues. Upon reaching the age of eighteen, they automatically become Life Friends with all the rights and privileges pertaining thereto.

## **Component structures of Chapters, etc.:**

- 1. Any group of women, eighteen years of age or older, subscribing to the purposes of NA'AMAT USA and the Jerusalem Program, may be constituted as a club/chapter.
- 2. Application for a charter shall be made through the national office. A charter shall be granted to a club/chapter when a minimum of ten members have either paid dues or transferred into this club/chapter and the club/chapter has been in existence for a minimum of six months from the date of its first dues transmission to the national office.

3. Names of new clubs/chapters shall be approved by the president and the vice president of membership and organization.
4. The charter of any club/chapter which violates the purposes and interests of NA'AMAT USA may be revoked by a majority vote of the board of Directors. No charter shall be revoked, however, without first granting a hearing to such a club/chapter.
5. Clubs/Chapters and councils must provide financial online view only bank access to the Organization.

**Areas/Regions.**

- A. Areas/regions shall be established in geographic locations throughout the country as deemed necessary.
- B. Each area/region will have a director who is responsible for database upkeep, fundraising efforts, outreach, programming, and member acquisition and retention.
  1. Area/Regional directors will attend regular meetings with the national Executive Director, the First Vice President, and any invited guests; and
  2. Area/regional directors will receive training through the finance and membership departments as well as working closely with the National Executive Director.

## **Governance and Board Roles**

### The President

The President shall, in consultation with the Executive Committee, distribute portfolios to each member of the Board of Directors as soon as possible after the first official meeting of every year;

Submit a report of the President's term in office to the national convention;

Be a signer on all national bank accounts and shall be authorized to approve wire transfers.

### Vice Presidents

There shall be a First Vice President and four additional Vice Presidents, each of whom shall hold a portfolio as designated by the President.

### Secretary:

The Secretary shall take minutes at every meeting and manage filing of approved minutes and board records; handle Board correspondence including scheduling and meeting logistics; and ensuring the Board's compliance with its Bylaws in holding meetings at proper intervals, providing notice, and ensuring quorum.

### Treasurer:

The Treasurer shall:

1. monitor all expenditures in relation to budgetary commitments;
2. be one of the authorized signatures on checks;
3. keep updated on all investments and be in communication regularly with the investment firms;
4. annually request and review both monthly and end of fiscal year financial reports submitted by councils and regions/club/chapters;
5. work closely with the national office Finance administrator Director to ensure all areas/regions, councils, clubs/chapters are submitting monthly banking statements or are allowing on-line read-only access; and
6. ensure that all states in which the Organization has a presence are using the Tax Identification Number associated with NA'AMAT USA with VP of Finance.

7. In order to be fully transparent, the Treasurer may serve on the Audit Committee.

## COMMITTEES

**Section 1. *Standing Committees.*** The standing committees of the Organization shall be budget, bylaws, finance, fundraising, *audit, nominating*, and membership. Other standing committees may be established according to the needs determined by the president or the board of Directors.

A. **Chairs.** Committee chairs shall be appointed by the President following consultation with the Executive Committee or as needed by the Vice President in charge.

B. **Composition.** Composition of committees shall be determined by the Nominating Committee upon review of resumes from members recommended to be on the board. For other committees involving those who may not be on the board, the composition shall be determined by the president in consultation with the appropriate chairperson of that committee.

C. **Duties and Procedures.** Duties and procedures of standing committees shall be determined by the board of Directors.

D. **Term of Membership.** The term for the standing committee members shall be from convention to convention.

E. **Vacancies.** Vacancies shall be filled by the president following consultation with the Executive Committee.

## NATIONAL ADVISORY COUNCIL

The National Advisory Council shall consist of the past presidents of the Organization. The council shall serve in an advisory capacity to the board of Directors and to the Executive Committee.

## POLICIES

The following policies are found in the Standard Operating Procedures Manual:

- Endowment Policy
- Gift Acceptance Policy

- Grant Making Policy
- Investment Policy
- Document Retention Policy
- Whistleblower Protection Policy

## **AFFILIATE MEMBERSHIPS**

### **Section 1. *Affiliations.***

- A. NA'AMAT USA is a member of the World Movement of NA'AMAT.

The World Movement of NA'AMAT is the international umbrella organization for NA'AMAT chapters around the world. It was founded in 1925 as a sister movement to the Israeli Labor Zionist women's movement, with the goal of advancing women's rights, improving the status of women, and providing social services for women and children in Israel. NA'AMAT's global mission is to empower women and families by advocating for equality, education, and social justice. The organization operates numerous childcare centers, legal aid bureaus, and vocational training programs worldwide, with a special focus on the State of Israel.

- B. NA'AMAT USA is a constituent member of the American Zionist Movement.

The American Zionist Movement is the U.S. federation of Zionist organizations, representing a broad coalition of American Jews who support the goal of strengthening the Jewish people's connection to Israel and advocating for Zionist principles. As the American affiliate of the World Zionist Organization, AZM works to engage American Jews with Israel, promote Zionist education, and encourage Jewish unity. It also plays a key role in coordinating activities related to Zionist thought, Israel advocacy, and Jewish identity within the United States.

- C. NA'AMAT USA is a member of the World Zionist Organization.

The World Zionist Organization was established at the First Zionist Congress in 1897 by Theodor Herzl. Its mission is to promote Jewish unity, encourage Jewish immigration to Israel (Aliyah), and foster the development of Israel as the spiritual, cultural, and national center of the Jewish people. The WZO also advocates for Zionism and Jewish identity through educational initiatives, cultural programs, and community development. It serves as a central body for Jewish organizations globally to support Zionist ideals and the Jewish people's connection to their historic homeland.

- D. NA'AMAT USA is a member of the Conference of Presidents of Major Jewish Organizations.

The Conference of Presidents of Major American Jewish Organizations was established in 1956 and serves as a central forum for discussing and coordinating the activities of major American Jewish organizations. The CoP represents a wide spectrum of Jewish interests, particularly in matters related to U.S.-Israel relations, combating antisemitism, and supporting Jewish communities worldwide. It works as a key liaison between the American Jewish community and U.S. government officials, Israeli leadership, and other global leaders, ensuring that Jewish perspectives are part of critical national and international policy discussions.

### **CONFLICT OF INTEREST**

**Section 1. *Purpose.*** The purpose of the conflict-of-interest policy is to protect the NA'AMAT USA's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2. *Financial Interest.*** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Section 3. *Procedures and Duty to Disclose.*** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be



given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**Section 4. *Determining Whether a Conflict of Interest Exists.*** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**Section 5. *Procedures for Addressing the Conflict of Interest.***

- A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 6. *Violations of the Conflicts of Interest Policy.***

- A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of

the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 7. *Records of Proceedings.*** The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 8. *Compensation.***

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 9. *Annual Statements.*** All members of the board shall annually sign a statement which affirms such person:

- A. has received a copy of the conflicts of interest policy,
- B. has read and understands the policy,
- C. has agreed to comply with the policy, and
- D. understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 10. *Periodic Reviews.*** To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

**Section 11. *Use of Outside Experts.*** When conducting the periodic reviews as necessary for bylaw revision, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **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.

**Section 2. *Duty and Responsibility.*** It is both the employee's and board member's responsibility to safeguard all confidential information. This includes the dissemination of information by any available means, including but not limited to telephone, fax, email and video/conference call.

**Section 3. *Confidential Information.*** This shall be disclosed and/or discussed only on a "need to know" basis. Conversation must never be held within earshot of the public. Confidential

information may include: Internal reports, policies, procedures, and other internal business-related communications. In addition always respect financial disclosure laws and third-party intellectual property.

**Section 4. *Professionalism.*** Board members, volunteers and employees are cautioned to demonstrate professionalism, good judgment, and care to avoid unauthorized disclosures of confidential information and should, for example refrain from leaving confidential information contained in documents or on a computer screen in plain view.

**Section 5. *Leaving NA'AMAT USA.*** Upon separation of employment and at the end of a board member's term, he or she shall return all documents, papers, and all other materials that may contain confidential information.

**Section 6. *Failure to Adhere.*** Failure to adhere to this policy will result in discipline, up to and including separation of employment or service with NA'AMAT USA.

## Appendix 1

### Jerusalem Program

The JERUSALEM PROGRAM is the official platform of the World Zionist Organization and the global Zionist movement, having been most recently amended and adopted in June 2004, as the successor statement to the “Basel Program” of 1897 adopted at the First Zionist Congress convened by Theodor Herzl. The Jerusalem Program states that: Zionism, the national liberation movement of the Jewish people, brought about the establishment of the State of Israel, and views a Jewish, Zionist, democratic and secure State of Israel to be the expression of the common responsibility of the Jewish people for its continuity and future.

The Jerusalem Program's foundations of Zionism are:

- The unity of the Jewish people, its bond to its historic homeland Eretz Yisrael, and the centrality of the State of Israel and Jerusalem, its capital, in the life of the nation;
- Aliyah to Israel from all countries and the effective integration of all immigrants into Israeli society.
- Strengthening Israel as a Jewish, Zionist and democratic state and shaping it as an exemplary society with a unique moral and spiritual character, marked by mutual respect for the multi-faceted Jewish people, rooted in the vision of the prophets, striving for peace and contributing to the betterment of the world.
- Ensuring the future and the distinctiveness of the Jewish people by furthering Jewish, Hebrew and Zionist education, fostering spiritual and cultural values and teaching Hebrew as the national language;
- Nurturing mutual Jewish responsibility, defending the rights of Jews as individuals and as a nation, representing the national Zionist interests of the Jewish people, and struggling against all manifestations of anti-Semitism;
- Settling the country as an expression of practical Zionism.

## Appendix 2

### Copy of Robert's Rules

[Newly Revised 3rd In Brief Edition - Official Robert's Rules of Order Website](#)

## Appendix 3

### Confidentiality and Conflict of Interest Declarations

[-https://naamat.org/wp-content/uploads/2025/01/NATIONAL-BOARD-MEMBER-Conflict-of-Interest-letter-Jan-2025-1.pdf](https://naamat.org/wp-content/uploads/2025/01/NATIONAL-BOARD-MEMBER-Conflict-of-Interest-letter-Jan-2025-1.pdf)

## Appendix 4

### National Board Agreement

[-https://naamat.org/wp-content/uploads/2025/01/NATIONAL-BOARD-MEMBER-Statement-of-Commitment-Jan-2023.pdf](https://naamat.org/wp-content/uploads/2025/01/NATIONAL-BOARD-MEMBER-Statement-of-Commitment-Jan-2023.pdf)

[-https://naamat.org/wp-content/uploads/2025/01/NATIONAL-Board-Member-Financial-Commitment-2025.pdf](https://naamat.org/wp-content/uploads/2025/01/NATIONAL-Board-Member-Financial-Commitment-2025.pdf)