

**CONSTITUTION and BYLAWS OF  
WOMEN OF NORTHERN VIRGINIA HEBREW CONGREGATION**

**Article I  
NAME**

This organization is known as Women of Northern Virginia Hebrew Congregation (“Women of NVHC”). (Women of NVHC was formerly named Sisterhood.) Northern Virginia Hebrew Congregation shall be referred to as NVHC.

**Article II  
PURPOSE**

The purpose of ~~the~~ Women of NVHC is to support and further the highest ideals of Judaism and the goals of NVHC by promoting camaraderie, *esprit de corps*, spirituality and participation in *tikkun olam* – repairing the world – within NVHC and the greater community.

**Article III  
NVHC AUXILIARY**

Women of NVHC is an auxiliary of NVHC and is subject to the authority and oversight of the NVHC Board of Trustees in accordance with the NVHC Bylaws.

**Article IV  
MEMBERSHIP**

Section A. Any woman who is committed to the goals and objectives of Women of NVHC and the Jewish community shall be eligible for membership. She/they need not be a member of NVHC. Women of all gender identities and sexual orientations are welcome.

Section B. Any young woman Bat Mitzvah age through age twenty-five shall be welcomed into Women of NVHC as an affiliate member if she/they is a member of NVHC. Affiliate members do not pay dues and may not vote or serve on the Board of Directors.

Section C. Honorary membership shall be available to the NVHC Clergy and/or their significant other and to those exemplary members of the community the Board elects to honor. Honorary members do not pay dues but may vote or serve on the Board if they are members of NVHC.

Section D. A woman who is a paid up member of Women of NVHC for the current fiscal year (July 1 through June 30) shall be deemed a member in good standing.

**Article V  
DUES**

Section A. The Board of Directors shall determine the amount of annual dues for membership in Women of NVHC, which shall be subject to approval by vote of the general membership as part of the annual budget approval process. Membership dues shall be paid annually and take effect upon payment.

**Article VI  
BOARD OF DIRECTORS**

Section A. As required by the NVHC Bylaws, a member of Women of NVHC, who is in good standing and who is a member of NVHC, may be elected to the Women of NVHC Board of Directors.

Section B. The Board of Directors shall consist of the elected Officers, elected Board members, and the Immediate Past President(s) who has completed her/their full term of office.

Section C. Each Board member, including those sharing positions, shall be required to attend Board meetings, shall be included in the quorum count and have voting privileges.

Section D. The business and activities of Women of NVHC shall be managed by its Board of Directors.

Section E. The number of Board members may be increased at any time by a vote of the Board members, if they determine that additional positions should be added and are necessary before the next annual election. Any vacancies on the Board and newly created Board positions resulting from any increase in the size of the Board may be filled by the Board.

Section F. Any Board member or Officer may resign at any time upon notice given in writing or electronic transmission to the President or Secretary (in the case of the President's resignation). Such resignation shall be effective upon receipt unless it is otherwise specified in the notice. Any Officer or Board member may be removed by a two-thirds vote of the Board members then in office.

**Article VII  
OFFICERS AND EXECUTIVE COMMITTEE**

Section A. The Officers shall be the President, Vice President, Secretary, and Treasurer. One or more persons may serve as Co-Presidents or Vice Presidents. The term of office shall be

set by the Board of Directors, and if not set, shall be until the next annual election of Officers.

Section B. In the event that Women of NVHC has not elected a member to serve as President or if the President resigns or is otherwise unable to serve her term as President, and in such event if there are no Co-Presidents or Vice President(s) to serve as President, the Board shall install a Leadership Council to run Women of NVHC, thereby providing an alternative form of management to ensure Women of NVHC functions effectively. This Council will fulfill all of the duties of the office of the President. . The members of the Leadership Council must be members of NVHC.

Section C. The Officers and the Immediate Past President(s) shall constitute an Executive Committee which shall meet at the call of the President. The Executive Committee shall consider issues referred to it by the Board of Directors, as well as other issues affecting Women of NVHC, and will report to the Board with recommendations, if any.

The Executive Committee shall have no power to make decisions binding on Women of NVHC unless it is so directed in advance by the Board of Directors or in the event of an emergency when there is insufficient time for a regular or special meeting of the Board of Directors. The Board shall be notified in writing or electronic transmission within one week of such action taken.

## **Article VIII DUTIES OF OFFICERS**

Section A. The President shall have such powers and perform such duties as are incident to the office of President. The President shall preside at all meetings of the Board and Women of NVHC. In consultation with the Board of Directors, the President shall have general active management of Women of NVHC and shall see that all resolutions of the Board are carried into effect. The President shall call special meetings of the general membership and the Board. She/they shall cooperate with all the committees in their work.

The President shall automatically be an ex-officio member of all committees except the Nominating Committee. With the approval of the Board, in accordance with Article X, Section A., the President may serve as a member of the Nominating Committee.

The President shall serve on the NVHC Board of Trustees in accordance with the NVHC Bylaws. If there are Co-Presidents, one will be designated by the Board to serve on the NVHC Board of Trustees. In the event that the President does not wish for any reason to serve as the Women of NVHC representative on the NVHC Board of Trustees, the Women of NVHC Board of Directors may vote to designate another member of the Board of Directors to serve as the Women of NVHC representative on the Board of Trustees.

Section B. The Vice President shall assist the President in the discharge of her duties and shall work with the Board members and the committees. In the case of the President's absence or inability to act, the Vice President shall perform the duties of the President. The Vice

President shall perform such other duties and shall have such other powers as the Board or President may from time to time prescribe.

Section C. The Secretary shall have such powers and perform such duties as are incident to the office of Secretary. She/they shall keep a record of all proceedings of Women of NVHC and shall be custodian of the records and memorabilia. Attendance records shall be incorporated into the minutes by the Secretary. She/they shall provide copies of the minutes to all Board members for their approval at the Board meetings. She/they shall attend to correspondence of Women of NVHC at the request of the President.

Section D. The Treasurer shall have such powers and perform such duties as are incident to the office of Treasurer. The Treasurer shall maintain a record of all fiscal affairs as well as receive, disburse and record all monetary transactions. She/they shall deposit all funds without delay, pay all bills as directed and render a monthly financial statement. The Treasurer shall work with the Executive Committee to prepare a draft budget for presentation to the Board and general membership. All papers, monies and documents in her possession shall be delivered to her successor when installed. The Treasurer shall handle Women of NVHC finances in accordance with Article XII.

Checks may be signed by the President, Vice President, or Treasurer as Board approved signatories. Checks over a certain amount, set by resolution of the Board, shall be signed by any two Board approved signatories.

## **Article IX BOARD POSITIONS AND COMMITTEES**

Section A. All Board members shall be a member of Women of NVHC in good standing and a member of NVHC.

Section B. The Board of Directors shall approve the list of Board positions for the upcoming year and present such list to the Nominating Committee in accordance with Article X. Each Board position may be filled by one or more persons, and a person may hold one or more positions. Board positions may include but not be limited to: Membership, Fundraising, Judaica Shop, Programs, Social Action, Communications (including Newsletter and Website), and Religious School Liaison.

Section C. The Nominating Committee shall be selected in accordance with Article X. Other committees or ad hoc and subcommittee chairpersons and members may be appointed by the President in consultation with the Board. These committee chairs and committee members shall not have voting privileges on the Board. These chairpersons are encouraged, but not required, to attend Board meetings.

Section D. The Board members and committee chairpersons will report directly to the President or Vice President, as directed by the President.

**Article X**  
**NOMINATIONS AND ELECTIONS**

Section A. The Nominating Committee shall consist of five Women of NVHC members. Two members of the Board and three non-Board members shall be selected by the President and approved by the Board at least ninety (90) days before the general membership meeting when the Board will be elected and installed. A chairperson shall be selected from among the members of the Nominating Committee.

Section B. Each year, the Board shall approve a list of Board positions for the upcoming year, and provide such list to the Nominating Committee. The Nominating Committee shall propose a slate of nominees to fill the positions on the list. In determining the slate of Officers and Board members, the Nominating Committee will consider many factors, including without limitation (i) whether the nominee has served on the Board for at least one term before being proposed for the office of President, and (ii) how many terms a person has served in an office and whether they should be elected for another term.

Section C. The Nominating Committee shall first present the slate of Officers and Board members to the Board then in office, and then to the general membership at least fifteen (15) days in advance of the annual election. The names reported by the Committee in advance of the election, or presented to the general membership when the elections take place, shall constitute the official slate. Nominations from the floor (with nominee consent) may be added.

Section D. The vote for Officers and Board members shall be taken by written ballot whenever there is more than one candidate for an office, with the exception of co-officers or co-chairs.

Section E. Elections shall be held at a general membership meeting held before the end of the fiscal year. Those elected shall be installed before the end of June and take office upon installation.

**Article XI**  
**MEETINGS OF THE BOARD AND GENERAL MEMBERSHIP**

Section A. The Board of Directors shall meet on a regular monthly basis at least ten times annually as designated by the President. Special meetings of the Board of Directors may be called upon the request of the President or upon the written request of three or more Board members. At all meetings of the Board, a quorum for the transaction of business shall consist of a majority of the Board members in office. The act of a majority of the Board members present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by this Constitution.

Section B. Members of the Board of Directors or any committee may participate in a meeting of the Board of Directors or any committee, as the case may be, by means of conference

telephone, video conference meeting, or similar communications by means of which all persons participating in the meeting can hear each other, and such person's participation in a meeting shall constitute presence in person at the meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting by written consent or electronic vote. For the action to pass, at least a majority of the Board of Directors or committee, as the case may be, must vote in favor of such action, unless the action being taken requires a higher vote under this Constitution. The vote without a meeting will be canceled and the motion tabled until the next meeting of the Board of Directors or committee, if at least two women eligible to vote make a demand for discussion of the motion. The result of any such written consent or electronic vote shall be reported at the next meeting of the Board of Directors or committee, as the case may be. The writing(s) or electronic transmission(s) shall be filed with the minutes of the Board or committee, as the case may be.

Section C. Special meetings of the general membership may be called at any time by the President or by written request of a majority of the members or the Board of Directors.

Section D. General Membership meetings shall be held a minimum of two times per year. To transact business, a quorum shall consist of twenty percent (20%) of the general membership. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the general membership, except as may be otherwise specifically provided by this Constitution.

## **Article XII FINANCES**

Section A. The fiscal year shall be from July 1 to June 30. Funds collected by Women of NVHC are to be used for Women of NVHC activities and for support of NVHC and/or related humanitarian/charitable activities.

Section B. The budget of Women of NVHC shall be approved by the Board of Directors and then recommended to the general membership for approval at the last general membership meeting prior to the start of the next fiscal year. The Board may vote to amend the budget during the fiscal year, if the Board deems it necessary and advisable. The Treasurer shall disburse Women of NVHC's funds in accordance with the approved budget, as it may be amended from time to time.

Section C. The President shall have discretionary power to spend a sum, not to exceed a ceiling amount to be determined by the Board of Directors, with the provision that funds are available. When additional funds are required and time does not permit funding approval, the President, acting in the interest of the Board, may request that funds be disbursed. The President shall alert the Board via email communication that this request has been made.

Section D. The Treasurer shall maintain Women of NVHC's Cash Reserve Fund if one exists.

Section E. The Treasurer's records shall be reviewed annually after Women of NVHC's fiscal year end. The review shall be conducted by the Executive Committee or a person or persons appointed by the President. The review shall be presented to the Board.

### **Article XIII AMENDMENTS**

Section A. This Constitution shall be reviewed every five years by a committee appointed by the President.\* The committee shall present its proposed amendments to the Board of Directors for review and approval which shall then be recommended to the membership for a vote at a general membership meeting.

Section B. This Constitution may be amended at any time at a general membership meeting provided that the proposed amendments have been submitted in writing or electronic transmission to (i) the Board of Directors at least 30 days prior, and (ii) the general membership at least 10 days prior, to a vote being taken at a general membership meeting.

Section C. For all proposed amendments to this Constitution, a two-thirds vote of those members present and voting is necessary for adoption. Upon adoption, an amendment immediately becomes a part of this Constitution.

Section D. This Constitution, as amended, shall be made available to each member upon request and shall be posted on the Women of NVHC's webpage on the NVHC website.

### **Article XIV PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, Newly Revised shall govern the proceedings of all meetings.

*\*For purposes of Article VIII, Section A, this version was reviewed and approved on June 9, 2024. The next review will be done in early 2029 for approval at the May/June (End of Year) 2029 Membership Meeting.*