

**Region Bylaws
of
Hadassah Greater Washington
Effective January 1, 2016**

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PREAMBLE

We, the members of the Greater Washington Region of Hadassah, do hereby establish the following Bylaws. The Region shall consist of all of the Chapters, Groups, and Members-at-Large within its geographic boundaries as defined by Hadassah, The Women's Zionist Organization of America, Inc. ("National Hadassah"). We confirm that the Constitution and Bylaws of National Hadassah, and the laws, rules, regulations and policies governing said organization are binding upon this Region and its Chapters, Groups, and members. The following Bylaws shall supersede and replace any Bylaws currently in effect or previously adopted by the Region.

ARTICLE I OBJECTIVES AND PURPOSES

The Objectives and Purposes of the Region shall be identical to the Objectives and Purposes of National Hadassah as set forth in its Constitution. The Region also shall, within its defined geographic boundaries,

- Coordinate and strengthen the activities of Hadassah Chapters and Groups¹,
- Support and promote the National Hadassah projects,
- Support and promote the National Hadassah mission.
- Act as the liaison between the National Office of Hadassah and the Chapters, Groups, and members within its jurisdiction.

ARTICLE II MEMBERS

Region Members at Large. Any woman eligible to become a member of National Hadassah is eligible for Region Membership-at-Large. She shall become a member upon payment to Hadassah of dues in such amounts as determined solely by the National Board of National Hadassah and ratified by the delegates at the National Business Meeting. Upon such payment she shall be entitled to all the privileges of membership, including the right to participate in the activities of the Region.

ARTICLE III REGION BOARD OF DIRECTORS AND OFFICERS

Section 1. Powers and Duties. The Region Board of Directors shall consist of the annually elected Officers of the Region, all duly appointed Region Activity Chairs, all Presidents of Chapters within the Region, all Chapter Advisors, and all past Region/Big Chapter Presidents. All past Region/Big Chapter Presidents shall be able to vote, whether or not they carry a Region portfolio on the current Region Board.

Section 2. Number, Election, and Term of Office for Region Officers. The Region membership shall elect the Officers of the Region, who shall direct and manage the Region's affairs in accordance with the purposes of National Hadassah. Region Officers shall be elected at an annual meeting of Region members. Each Region Officer shall be elected to serve for a one-year term and each shall continue in office until her successor has been duly elected and

¹ Groups in these Bylaws refer only to Greater Washington's Senior Groups that are serviced by the Greater Washington Region and which are assisted by a coordinator appointed by the Region President.

qualified or until her death, resignation, or removal. A Region Officer may be elected to serve a maximum of three (3) consecutive one-year terms per office, except for the Treasurer, who may be elected to that office for a maximum four (4) consecutive one-year terms. An individual may return to an office she has previously held for three years if she has been out of that office for at least three years.

(a) Elected Officers. The following Region Officers shall be elected:

- President(s)²;
- Up to nine (9) Vice Presidents, as needed, to carry specific portfolios, four of which are to be Education/Program, Fundraising, Membership, and Organization;
- Treasurer; and
- One (1) or two (2) Secretaries.

Section 3. Vacancies. Any mid-term vacancy in a Region Officer position may be filled by the Region President with an approval vote by the majority of the Region Board members then in office. Such appointed Region Officers shall not be entitled to vote on the Executive Committee. Alternatively, the most recently elected Nominating Committee may reconvene and propose a replacement officer that would be voted on by the Region Board. Such replacement officers would have all the privileges of an officer, including the right to vote on the Executive Committee. Each Region Officer so appointed or elected shall hold office until the next regular election of Region Officers and until the election and qualification of her successor.

Section 4. Resignation and Removal. Any Region Board member or officer of the Region may resign at any time by giving written notice to the President or Secretary of the Region. Such resignation shall take effect at the time specified in the written notice. Any Region Board member or officer may be removed, with cause, at any time by vote of the Region Board provided there is a quorum of at least a majority of Region Board members present at the meeting at which such action is taken.

Section 5. Remuneration. All members of the Region Board shall serve without remuneration. If a member of the Board secures, from the Region, any remuneration for professional services provided to the Region, she shall resign from the Region Board, including any Region position, and forfeit all duties, responsibilities, and entitlements of a Region Board member for the duration of the remuneration.

Section 6. Meetings. Regular meetings of the Region Board shall be held at such times and places as the President designates. The Region shall conduct a Region Annual Business Meeting. There shall be a minimum of four Region Board meetings held annually, one of which may be attached to the Region Annual Business Meeting.

Section 7. Special Meetings. Special meetings of the Region Board may be called at the request of the Region President or by the Secretary of the Region upon written request of any seven Board members.

Section 8. Notice of Meetings. Notice of the time and place of any meeting of the Region Board shall be given by the Secretary by mail, facsimile, hand delivery, telephone, or e-mail to each Region Board member at least five (5) business days before such meeting. Notice of any special Region Board meeting shall state the purpose of the meeting.

² A Region may have more than one President who shares responsibilities. For purposes of clarity in this document, the singular "President" is used but may indicate more than one person.

Section 9. Quorum: For purposes of conducting business at the Region Annual Business Meeting a quorum shall consist of 0.5% of the total Region members, but not fewer than thirty (30) members. For purposes of ratifying amendments to the Bylaws, either in part or in whole, a quorum shall consist of 0.5% of the total Region members, but not fewer than thirty (30) members. At all meetings of the Region Board, twenty-five (25) percent of the entire Region Board shall constitute a quorum. Except as provided by law or indicated in these Bylaws, the vote of a majority of Region Board members present at the time of the vote shall be the act of the Region Board.

Section 10. Organization. The President (or one President, if more than one) shall preside at all meetings of the Region Board or, in the absence of the President, a Vice-President or other director as designated by the President or Vice-President.

Section 11. Voting. At any meeting of the Region Board, each Region Board office or position, including the Region President, shall be entitled to one (1) vote. If a Chapter has more than one President, only one President may vote on the Region Board.

Section 12. Conference Calls. Any member(s) of the Region Board or any committee may fully participate in a meeting of the Region Board or such committee by means of a conference telephone or similar communications equipment, if available, allowing all persons participating in the meeting to hear each other at the same time. Participation of a Region Board member by such means shall constitute presence at the meeting for the purpose of calculating a quorum.

ARTICLE IV COMMITTEES

Section 1. Standing Committees of the Board. The Region Board may create standing committees, such as the Executive Committee and Nominating Committee, and such other standing committees as it deems appropriate. Members of standing committees must be Region Board members and must be elected by the Region Board to serve on the committee. Each standing committee must have at least three (3) members. No standing committee shall have the power to (a) alter, amend, or add to these Bylaws; (b) fill vacancies in the Board or in any committee of the Board, (c) amend or repeal any resolution of the Board; or (d) submit to the members, Chapters, or Groups of the Region any action requiring members', Chapters', or Groups' approval under this Region.

1(a). Executive Committee. The Region Executive Committee shall consist of the elected Officers of the Region. In addition, the Immediate Past Region/Big Chapter President shall serve as a voting member of the Executive Committee. The President may also appoint up to four (4) members of the Region to serve on the Executive Committee as non-voting members.

1(a)(1). Duties

(a) President. The President alone has the power to sign, in the name of the Region, all contracts authorized either generally or specifically by the Region Board. In instances of her absence, the President may designate an alternate officer to sign contracts in her stead. The President is an ex officio member of all Region committees with the exception of the Nominating Committee. Additional duties of the Region President are as defined in the

Region Policies and Procedures Manual.

(b) Vice Presidents. The Vice Presidents assist the President in the supervision of Region activities and its officers and have such other powers and duties as described in the Policies and Procedures Manual.

(c) Secretary. The Secretary keeps the minutes of all meetings in the Region's minute book or electronic folder. She attends to the giving and serving of all notices of the Region. She performs other duties as described in the Region Policies and Procedures Manual.

(d) Treasurer. The Treasurer keeps, or causes to be kept, complete and accurate accounts of receipts and disbursements of the Region, she deposits all monies and other valuable effects of the Region in the name and to the credit of the Region in banks or depositories, she prepares and submits an annual administrative budget in consultation with the Region President and other members of the Board, she submits the Annual Financial Report to National Hadassah, and she performs all duties incident to the office of Treasurer, subject, however, to the control of the Board, and other duties as described in the Policies and Procedures Manual. Additionally, she serves as chair of the Budget Committee.

1(a)(2). Meetings. The Executive Committee shall meet at least six (6) times a year.

1(b). Nominating Committee. The Nominating Committee shall consist of a total of seven (7) members and two (2) alternates. The Nominating Committee includes two (2) elected members of the Region Board who are not standing for election to the Region Board in their current position or in any position, three (3) additional members of the Region Board (representing a minimum of two Chapters), one (1) Chapter President who has served at least one year in her position, one (1) past Region/Big Chapter President, and two (2) alternates (representing any of the positions previously described and who may take the place of any Nominating Committee member(s) who cannot complete her duties). The Committee Chair is then elected from the committee members above by the members of the Nominating Committee, excluding the alternates.

1(b)(1). If there are fewer than two members of the Executive Committee who are not standing for re-election, these positions will be filled by members of the Region Board. A single Chapter may not have more than three members on the Nominating Committee. The sitting President may not serve on the Nominating Committee. In the event the elected Chair is unable to serve, the Nominating Committee shall elect an alternate chair from the remaining members of the Nominating Committee. The vacancy created in the Nominating Committee by the election of the replacement chair shall be filled by the appropriate Nominating Committee alternate. The chair will have a vote on any decision.

1(b)(2). Nominations for the committee will be solicited from the Region Board, with interest indicated by applicants no later than three (3) weeks before the Region Board meeting at which the Nominating Committee will be elected. Additional nominations for the committee will be taken from the floor at the Region Board meeting during which the elections are to be held.

1(b)(3). Alternates to the Nominating Committee are the two individuals who receive the greatest number of votes from the non-elected nominees to the Nominating Committee. Alternates are members of the committee and present at a Nominating Committee meeting only in the absence of a duly constituted member

1(b)(4). The Chair of the Nominating Committee shall present the proposed slate to the Executive Committee and then to the Region Board no later than twenty (20) days prior to the election. This may be done in writing. Additional nominations may be submitted to the Chair of the Nominating Committee in writing before this so that additional candidates may be presented with the Nominating Committee's slated candidates.

Section 2. Ad Hoc Committees. The Region President may appoint Ad Hoc Committees and may assign to each committee specific functions to meet the needs of the Region. Ad Hoc Committees shall serve in an advisory capacity to the Region Board as directed by the Region President. Ad Hoc Committees are not authorized to act on behalf of the Region Board. Members of Ad Hoc Committees need not be members of the Region Board.

Section 3. Special Committees. A special committee is one formed by the President and whose members are either appointed by the President or sit on the committee by virtue of their position or past position, such as the Budget Committee, Presidents Committee, or Presidents Advisory Committee. With the exception of the Budget Committee, which is a permanent committee, special committees are formed and meet at the discretion of the Region President.

3(a). Budget Committee. The Budget Committee shall consist of the President, the Executive Vice President, the Treasurer, the Fundraising Vice President, the immediate past Region/Big Chapter President, and up to five (5) additional members of the Region. The Treasurer will serve as the Committee Chair. The Region Executive Director shall serve as an ex-officio member. The duties of the Budget Committee shall be to recommend an annual budget for approval by the Executive Committee and to regularly review the budget and make appropriate recommendations to the Executive Committee.

Section 4. Meetings, Notices and Records. Each standing, ad hoc, or special committee may fix the time and place of committee meetings, and notice of such meetings shall be given by telephone, first class mail, facsimile or hand delivery or e-mail to each member of such committee at least three (3) business days before the meeting except in the case of an emergency situation where at least 48 hours advance notice must be given. The chair of the committee shall designate someone at the meeting to take minutes. A copy of the minutes shall be given to the Region Secretary. Minutes should include the date and the names of the participants and any decisions that were made. If portions of the minutes are of a sensitive or confidential nature, those portions of the proceedings should be noted as having been lifted from the general proceedings and made available for reading only in the Region office.

Section 5. Quorum. A majority of the members of a committee shall constitute a quorum.

Section 6. Removal. Any member of any standing committee of the Board may be removed, with or without cause, at any time by the affirmative vote of a majority of the Region Board.

ARTICLE V FINANCES

Section 1. Fundraising. The Region shall finance its operations pursuant to directives established by National Hadassah for administrative purposes. The Region shall conduct fundraising activities in accordance with National Hadassah policies and directives. It shall transmit funds acquired through its fundraising activities to National Hadassah at a minimum of once per month. In accordance with National Hadassah policies, the Region shall not raise funds for or make contributions to outside organizations or causes.

Section 2. Contracts. The Region shall authorize its officers to sign and enter into contracts, or execute and deliver any instrument or agreement in the name and on behalf of the Region as are deemed necessary to conduct the business of the Region. In accordance with National Hadassah policies, the Region shall not have the power to receive, purchase, or otherwise accept ownership of real property in the name of the Region, accept or manage bequests even if designated for the Region, borrow money in the name of National Hadassah, or incorporate separate entities with or without the Hadassah name for any purpose, including the conducting of business or other charitable activities on behalf of National Hadassah, and in the event the Region becomes aware of any of these unauthorized activities, the Region shall promptly notify National Hadassah.

Section 3. Checking Accounts. All checks written in the name of the Region must be signed by two authorized Region Officers, President and Treasurer, whose signatures are on file with the financial institution. If either the President or Treasurer is unavailable, one signature may be that of another officer who is recognized by the bank as a legal signatory.

Section 4. Ceasing Operations. In the event that the Region is disbanded, the Region shall remit all remaining funds of the Region to National Hadassah. In the event the Region merges with another Region or other unit of Hadassah, all remaining funds shall be remitted to the surviving Hadassah unit, unless otherwise instructed by National Hadassah.

ARTICLE VI OFFICE

The office of the Region shall be located at a place chosen by the Region President with approval of the Region Board.

ARTICLE VII NAME

The name "Hadassah" or any derivative of such term is owned by National Hadassah. The Region shall not, unless authorized or consented to in writing by National Hadassah, use the name or logos of "Hadassah" or any derivative of such term, for a purpose that is outside the Objects and Purposes of the Region as set forth in these Bylaws.

**ARTICLE VIII
CONFLICTS OF INTEREST**

The Region shall ensure that matters or transactions under consideration by the Region do not result in a conflict of interest between the Region and any of its respective employees, volunteers, officers, members of the Board, or other representative of the Region. Any conflict of interest or potential conflict of interest shall be disclosed to the President of the Region, for review and approval by the Region's Board, with the interested party recusing herself from voting on the matter or transaction. In the event of a conflict involving the President of the Region, disclosure shall be made to National Hadassah. Each member of the Region's Board shall review and sign National Hadassah's Conflicts of Interest/Ethics Policy and return it to the Region office with a consolidated report of all units (including its own) on or before January 1 of each year.

**ARTICLE IX
DELEGATES TO THE NATIONAL BUSINESS MEETING**

The number of delegates to the annual National Business Meeting is determined by National Hadassah directives. The President and Vice-Presidents of each Region shall be delegates as well as additional Region members selected by their respective Chapters or who are members-at-large up to the number determined by National Hadassah directives. The Region may elect an alternate for each delegate, who will serve in the absence of the delegate.

**ARTICLE X
FISCAL YEAR**

The fiscal year of the Region shall be the fiscal year of National Hadassah. The program year of the Region shall be set in accordance with National Hadassah policies.

**ARTICLE XI
AMENDMENTS**

A quorum of the total Region members shall be present when considering ratification of amendments to the Bylaws, either in part or in whole. A quorum consists of 0.5% of the total Region members but shall not be fewer than thirty (30) members. A two-thirds (2/3) vote of those present is required to amend the Bylaws of the Region, in whole or part, provided that the substance of the proposed amendment(s) have been submitted in writing to the Region members at least thirty (30) days prior to the date of the meeting when the amendment(s) shall be presented for vote and that any such proposed amendment(s) are not inconsistent with National Hadassah's Constitution and Bylaws. If no such notice shall have been given, the Bylaws may be amended by a vote of three-fourths (3/4) of those present at the meeting.

**ARTICLE XIII
PROCEDURE**

The rules contained in the current Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Region in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or National Hadassah's Constitution and Bylaws.