

# **NESHAMA: ASSOCIATION OF JEWISH CHAPLAINS, INC.**

## **BYLAWS**

### **ARTICLE I**

#### **PURPOSE**

As provided in the Articles of Incorporation, Neshama: Association of Jewish Chaplains, Inc. (hereafter referred to as NAJC) is organized exclusively for educational and charitable purposes which are allowable under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code) and under the applicable provisions of the New Jersey Revised Statutes.

Included among the educational and charitable purposes for which the NAJC is organized are the following:

1. To organize Jewish Chaplains into an independent structured association of professionals.
2. To advance the well being of Jewish Chaplains, provide fellowship, develop mutual support, exchange ideas and programs, and advocate the role and work of chaplaincy.
3. To promote professional standards of chaplaincy training with focus on Jewish concerns and issues. To further advise, counsel, and assist in preparing those individuals who desire to become chaplains.
4. To plan conventions, seminars, and lectures for the personal and professional growth of Jewish chaplains.
5. To disseminate information to Jewish Chaplains through a regular newsletter and annual journal.
6. To offer guidance in Jewish perspectives on bio-ethics to chaplains and, through them, to the institutions they serve.
7. To represent Jewish Chaplains in secular and Jewish institutions.
8. To advise and assist rabbinical and cantorial schools in developing programs of chaplaincy instruction.
9. To offer a clearinghouse for professional part-time and full-time chaplaincy opportunities.
10. To promote professional standards of competency and ethical conduct among chaplains.

11. To support Judaism and serve the Jewish people.

When NAJC embarks on an educational initiative or training program, professional staff and lay leadership shall collaborate on establishing appropriate measures to ensure the best possible experience for students.

## **ARTICLE II**

### **OFFICE**

The principal office of the NAJC shall be in Whippany, New Jersey or in such other place or places as the business of the corporation may require and the Board of Directors may from time to time appoint.

## **ARTICLE III**

### **MEMBERS**

#### **SECTION 1. Membership**

Any individual who supports the purposes of NAJC, submits a membership application, completes the ethical responsibility requirements, and remits the annual dues may join as a Member. Only Board Certified, Professional, and Retired Members as described below have voting privileges and are eligible for elected office.

There shall be six levels of membership:

1. Board Certified Member
2. Professional Member
3. Retired Member
4. General Member
5. Israeli Member
6. Student Member

Eligibility for each level is listed below. All members receive NAJC mailings, may attend the NAJC Annual Conference, and other meetings as convened. All members must sign the NAJC Code of Ethics before membership is granted by the Board of Directors. Each renewal of membership indicates continued adherence to the code.

#### **SECTION 2. Board Certified Members**

The designation of Certified Member is to indicate that a member of the NAJC has demonstrated a high level of clinical and pastoral competence as a Jewish Chaplain. Certified Members are authorized to use the designation "Board Certified Chaplain".

To be eligible for certification, a chaplain must:

1. meet all the requirements of Membership;
2. be current in his/her dues during this period; and
3. have fulfilled the NAJC certification requirements as approved by the NAJC Certification Commission.

Board Certified Members shall be required to meet all ongoing yearly educational requirements as determined by the Continuing Education Committee and approved by the Board of Directors. Board Certified Members who lose their certification for non-compliance of educational requirements must reapply to the Certification Commission for re-certification.

Board Certified Members dropped for non-payment of dues lose their certification and must reapply to the Certification Commission for re-certification.

Board Certified Members in good standing have voting privileges and are eligible for elected office.

### SECTION 3. Professional Members

Membership in the NAJC in this level is open to any Jewish person who has recognized chaplaincy training, supports the purposes of the NAJC (per Article I), submits a membership application, completes the ethical responsibility requirements, and remits the annual dues.

Professional Members of the NAJC are required to have:

1. advanced secular education, Bachelors Level or equivalent;
2. advanced Jewish education of at least 30 post baccalaureate credits; and
3. at least 2 units of CPE or equivalent, per the Common Standards.

All applications for Professional Membership are submitted for review to the Membership Chair, and then submitted for approval to the Board of Directors.

Professional Members in good standing have voting privileges and are eligible for elected office.

### SECTION 4. Retired Members

Retired Certified or Professional Members over the age of 60 are eligible for membership at a reduced dues rate after a minimum of one year at the Professional Member level. Retired members may be employed no more than half-time in a chaplaincy position. Members in good standing who change their status to the level of Retired Member retain their voting privileges and are eligible for elected office.

### SECTION 5. General Members

1. Individuals who do not serve as chaplains or do not fall into the categories enumerated (e.g. congregational rabbis/cantors without chaplaincy training who support the purposes of the NAJC; non-Jewish or Jewish individuals who support the purposes of the NAJC) may join as General Members at the Member dues rate; they have no voting privileges and are ineligible for

elected office.

#### SECTION 6. Israeli Members

Because NAJC has a special relationship with Israelis who practice or teach Spiritual Care in Israel, the category of Israeli Member has been adopted. Members of an organized spiritual care group including but not limited to the Reshet, shall be eligible for Israeli member status without voting privileges.

#### SECTION 7. Student Members

Full-time or part-time rabbinic or cantorial students, or a Jewish person in full-time training for chaplaincy, shall be eligible for student member status without voting privileges and are ineligible for elected office.

#### SECTION 8. Membership Exception

Regarding specific individuals who do not fall into a clear membership category, the Chair of the Membership Committee may determine membership eligibility and exceptions to membership. These determinations may be overturned by a three-fourths (3/4) vote of the Board of Directors present and voting at a Board of Directors meeting.

#### SECTION 9. Dues

Membership dues shall be payable annually, due July 1<sup>st</sup>. Rate of dues shall be established and can only be changed by a majority vote of the Board of Directors. After twelve months of no dues payment, a member is dropped from the NAJC rolls, unless other arrangements are made with the treasurer. Certified Members dropped for non-payment of dues lose their certification and must reapply to the Certification Commission for re-certification.

#### SECTION 10. Annual Meeting

The annual meeting of the members at the NAJC shall be held once a year for the purpose of electing officers, Members of the Certification Commission, Convention Commission Chair, Members-at-large of the Board of Directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting. This meeting may be conducted virtually.

#### SECTION 11. Special Meetings

1. Special meetings of the members may be called at any time for any purpose or purposes by the President, or by a majority of the Board of Directors.

2. Special meetings of the members shall be called by the President, by the Vice President, or the Secretary upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or

purposes of the meeting. The President-Elect does not have the power to call such a vote, except as a member of the Board of Directors.

3. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

#### SECTION 12. Place of Holding Meetings

All meetings of members shall be held at the principal office of the NAJC or elsewhere as designated by the Board of Directors, including virtual meetings.

#### SECTION 13. Notice of Meetings

Written or electronic notice of each meeting of the members shall be transmitted or mailed, postage prepaid by the Secretary or the NAJC office, to each member of record entitled to vote at his/her post office address as it appears upon the books of the NAJC, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

#### SECTION 14. Quorum

A quorum for a meeting of members shall be twenty (20) eligible voting members as determined by the Treasurer, unless otherwise provided by law.

#### SECTION 15. Conduct of Meetings

Meetings of members shall be presided over by the President of the NAJC or, if s/he is not present, by the Vice President, or, if that person is not present, by the President-elect or any other elected officer as designated by the President. All meetings shall be conducted under the principles of Robert's Rules of Order, unless contrary procedures are specified by the NAJC Articles of Incorporation or Bylaws.

#### SECTION 16. Voting

At all meetings of members, every member entitled to vote thereat shall have one (1) vote. Such vote shall be in person or electronic as determined by the Board of Directors. All elections shall be held and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws. However, the Articles of Incorporation, these Bylaws, and/or the Board of Directors may require a two-thirds (2/3) vote, a three-fourths (3/4) vote, or unanimous vote to determine some issues.

If the chair of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the members present entitled to vote on such election or matter. In either of such events, ballots shall be received and be taken in charge and all questions touching the qualification of voters and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall

be appointed by the chair of said meeting.

#### SECTION 17. Directors as Members

The Board of Directors of the NAJC shall represent the members and when meeting as the Board of Directors may exercise the rights and powers of members if the Articles of Incorporation or these Bylaws do not provide for members of the NAJC or in fact the NAJC has no members.

#### SECTION 18. Meeting's Rights

At the annual meeting, subject to specific provisions in the Articles of Incorporation or the Bylaws, Professional Members have the right to:

1. Elect officers, Board of Directors Members-at-large, Convention Commission Chair, and Members of the Certification Commission.
2. Receive reports from the President, Treasurer, other officers, and key committees.
3. Receive reports on the annual budget.
4. Review substantial changes affecting membership or certification.
5. Review actions or policies adopted by the Board of Directors.
6. Adopt or amend the constitution, Bylaws, and codes of ethics.
7. Adopt resolutions that set the NAJC priorities, policies, immediate or long-range plans, or public positions.

#### SECTION 19. Non-Member Board Certified Chaplains

The designation of Non-Member Board Certified Chaplain is to indicate that a non-member of the NAJC has demonstrated a high level of clinical and pastoral competence as a Jewish Chaplain. Non-Member Board Certified Chaplains are authorized to use the designation "Board Certified Chaplain".

To be eligible for certification, a chaplain must:

1. meet all the requirements of Board Certified Membership;
2. have fulfilled the NAJC certification requirements as approved by the NAJC Certification Commission; and
3. pay an annual fee as determined by the NAJC Board of Directors within thirty-one (31) days of the initial billing date (July 1, 2xxx).

Non-member Board Certified Chaplains shall be required to meet all ongoing yearly educational requirements as determined by the Continuing Education Committee and approved by the Board of Directors. Non-member Board Certified Chaplains who lose their certification for non-compliance of educational requirements or for non-payment of the annual fee must reapply to the Certification Commission for re-certification using the most current certification requirements, including appearance before a new certification panel.

The effective year for Non-member Board Certified chaplains is from July 1 through

June 30.

Non-member Board Certified Chaplains have no voting privileges and are not eligible for elected or appointed office.

## ARTICLE IV

### Officers, Board of Directors, and Elected Commissions

#### SECTION 1. General Powers and Expectations

The property and business of the NAJC shall be managed under the direction of the Board of Directors of the NAJC. The members of the Board of Directors are also the Directors as mentioned in the Articles of Incorporation.

Policy for the NAJC shall be determined by the Board of Directors in accordance with the Articles of Incorporation, Bylaws, and policies adopted by the NAJC convention. Its decision shall be binding upon the NAJC.

The NAJC board has the final authority on individual membership decisions, including but not limited to appropriate categories, changes in a member's category of affiliation, suspension, expulsion, de-certification, or other decisions regarding eligibility.

The Board and/or Membership may adopt rules guiding the board on specific matters, including suspension of membership.

Any action or policy of the Board of Directors and Certification Commission may be set aside by a three-fourths (3/4) vote at any meeting of the NAJC or by a majority vote by mail in which three-fourths (3/4) of the members of the NAJC have voted. Such a mail vote shall be held upon petition of twenty (20) members in good standing of the NAJC.

Any question of policy may be submitted, by a majority vote of the Board of Directors, to the membership of the NAJC to be voted on either at the annual convention or by mail, as the Board of Directors may determine.

The Officers, Members-at-Large of the Board of Directors, Convention Commission Chair, and Certification Commission Chair are expected to:

1. attend the annual NAJC conference;
2. attend the Board of Directors' meeting(s) associated with the annual conference;
3. attend the mid-year Board of Directors' meeting;
4. participate in Board of Directors conference calls;
5. submit written reports twice a year for the areas of responsibility as assigned by the President;

6. participate actively in at least one committee, preferably in the role of either Chair or Co-chair;
7. contribute financially to the well being of the NAJC;
8. carry out the business of the NAJC in the best interests of the membership.

## SECTION 2. Number and Term of Office

### 1. Officers of NAJC

The Officers are: (1) President, (2) Vice President, (3) President-Elect, (4) Secretary, and (5) Treasurer.

### 2. Composition of Board of Directors

The voting members of the Board of Directors of the NAJC are the Officers, the Members-at-Large, the Chair of the Convention Commission, the Chair of the Certification Commission and the Chair of the Membership Committee, if not a Member-at-Large, and the Immediate Past President.

There shall be up to ten (10) Members-at-Large of the Board of Directors who shall be selected based on location, working environment, denomination, and gender, to be representative of the entire membership of NAJC.

A term of office for the officers, Chair of the Convention Commission, and Members-at-Large shall be two years. The officers and Chair of the Convention Commission shall be elected in even years.

### 3. President

The President's term is two years. The President cannot run for a second consecutive term. Should the president not be able to fulfill his/her term of office, the vice-president shall finish the term, to be succeeded by the President-elect at the designated time. The President-Elect automatically becomes President at the conclusion of the two year term as President Elect.

After having served as Immediate Past President:

- a. S/he may not hold a voting position on the Board of Directors for at least two years.
- b. S/he may serve on the Board as an ex-officio non-voting member.
- c. S/he may hold a voting position on the Certification Commission.

### 4. President-Elect

The President-Elect shall serve for a term of two years, immediately preceding that individual's full term as president of the NAJC. Unlike the vice-president, this position shall be



construed as a commitment to succeed as president, unless extenuating circumstances preclude the individual from fulfilling his/her term, as decided by the individual. The President-elect shall be a member of the Executive Committee and full Board of Directors as a voting member. The President-elect may serve as a representative of the NAJC to other organizations as directed by the President. The transition from President-elect to president shall take place at the Board meeting immediately following the national conference or on February 1, whichever comes first.

#### 5. All other officers

All other officers' terms are two years. An officer cannot run for more than two consecutive terms in any one office.

#### 6. Convention Commission Chair

The Convention Commission Chair is an elected voting Board-of-Directors position of the NAJC. The Convention Commission Chair's term of office is two years. S/he may not hold this position more than two consecutive terms at any one time.

The Chair is encouraged to appoint a Convention Commission Co-Chair. This person may become an ex-officio non-voting member of the Board of Directors if he/she is not already an elected Member-at-large.

#### 7. Members-at-Large of the Board of Directors

The term of office for the Members-at-Large of the Board Directors shall be two years, up to five (5) elected in even years and up to five (5) elected in odd years. Members-at-Large of the Board of Directors may also be referred to in these Bylaws as "Directors." A Member-at-large may be reelected for a second consecutive term.

If having served as a Member-at-Large for two consecutive terms and then not elected an officer or Convention Commission Chair, a person must wait two years before running or being appointed again as a Member-at-Large.

#### 8. Term Limits

The term limits of these bylaws do not preclude persons from holding the same office or being reelected to the Board of Directors providing they have not held that position within the last two years.

#### 9. Miscellaneous

Should a vacancy occur for either an officer or member-at-large, the President shall appoint a replacement within thirty days to serve until that elected term ends. The Board of Directors must approve the person by a majority vote at their next meeting. If the person appointed serves less than one year, this term shall not count in regard to the established term limits.

In the event that elections do not take place at their designated time, Officers, Commission Chairs, and Members-at-Large shall continue to serve until elections are held.

Ex-officio non-voting members of the Board of Directors may be established by a two-thirds vote of the Board of Directors.

### SECTION 3. Nomination and Election of Officers, Convention Commission Chair, and Members-at-large

Nominations for each officer, Convention Commission Chair, and Members-at-Large position on the Board of Directors shall be made to the membership by the Nominating Committee electronically or by mail, postage prepaid, at least thirty (30) days before the annual meeting.

Nominations of Members of the Certification Commission shall be made by the Certification Chair, then ratified by the Nomination Committee and made to the membership electronically or by mail, postage prepaid, at least thirty (30) days before the annual meeting.

Every effort shall be made to include persons representing the diversity of groupings in North American Jewish life and different professional settings of the membership assuring representation of location, working environment, denomination, and gender, to be representative of the entire membership of NAJC.

Additional nominations may be made electronically or by mail by the submission of the nomination endorsed in writing by ten members in good standing no later than fifteen (15) days before the annual meeting. The Nominating Committee shall circulate a ballot to the membership and supervise the elections. The method of election shall be secret ballot at the annual meeting or by mail electronic voting, as determined by the Board of Directors. Ballots may be submitted to the Chair of the Nominating Committee by the time of the elections but are not to be counted beforehand.

### SECTION 4. Purpose

The Board of Directors shall formulate and implement the policies of the NAJC, excluding certification policies, act on behalf of the NAJC between meetings, monitor and oversee the budget and make recommendations for immediate and long-range plans of the NAJC, in accord with the Articles of Incorporation and these Bylaws.

### SECTION 5. Place of Meeting

The Board of Directors may hold its meetings and have one or more offices, and keep the books of the NAJC, either within or outside the State of New Jersey, at such place or places as it may from time to time determine by resolution or by written consent of all the voting members

of the Board of Directors. The Board of Directors may hold its meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the laws of the state of New Jersey.

#### SECTION 6. Regular Meetings

Regular meetings of the Board of Directors shall be held twice a year. One meeting shall take place in conjunction with the NAJC's annual meeting. Other meetings may be called by the President and/or by formal request of not less than seven (7) members of the Board of Directors. Any business may be transacted at any regular meeting of the Board. The Secretary shall give notice of each meeting, other than the meeting held in conjunction with the NAJC's annual meeting, of the Board of Directors, by electronically mailing the same at least three (3) days prior to the meeting, to each Director and officer, but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any meetings. At any meeting at which every Director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place, and objectives of any meeting.

#### SECTION 7. Quorum

Seven (7) members of the Board of Directors shall constitute a quorum. No policy may be established without the presence of a quorum, unless specifically provided for by law or by the Articles of Incorporation or by these Bylaws.

#### SECTION 8. Required Vote

An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

#### SECTION 9. Compensation of Directors

Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the NAJC reimbursement of the customary and normal expenses incurred by him/her in attending any meeting of the Board, except the meeting(s) which takes place in conjunction with NAJC's annual conference. A fixed sum may also be allowed for attendance at each meeting of the Board and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the NAJC in any other capacity, and receiving compensation therefor.

#### SECTION 10. Committees

The Board of Directors may, by resolution passed by a majority, designate one or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the NAJC to be affixed to all papers which may require

it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

In addition, the elected Officers shall serve as an Executive Committee representing the full Board of Directors between board meetings. They may be authorized to hire and supervise staff, make necessary expenditures, and otherwise carry out the NAJC's goals. All actions are subject to review by the full Board of Directors.

#### SECTION 11. Established Committees & Commissions

1. Committees shall be active as necessary to fulfill their respective functions for the NAJC. The President shall appoint the chair of each committee, unless these Bylaws indicate otherwise. The Board of Directors approves all appointments except for the Certification Commission. The chair of each committee shall then determine how many and which members shall serve on the committee after soliciting the membership for preferences. Every effort shall be made to have the committee chairs and members represent the diversity of the membership of the NAJC.

2. With the exception of the Ethics Committee, the term of office of all committee members shall be two years unless appointed by the President for a shorter term. Members of the Ethics Committee may be selected for terms of up to five years, as determined by the Board.

3. The following shall be considered Standing Committees:

a. Nominating Committee: Responsible for presenting a slate of candidates for the Officers, Convention Commission Chair, Members of the Certification Commission as recommended by the Certification Commission Chair, and Board of Directors not less than thirty days before the annual convention. The Nominating Committee is chaired by the most recent Immediate Past President still active in the organization.

b. Convention Commission: Responsible for the planning and running of the annual convention, choosing the theme and planning sessions. The Convention Commission Chair is elected by the membership and serves on the Board of Directors and is responsible, in consultation with the Organization's Senior Professional Staff Member (OSP) to propose the conference location, which must be approved by the Board of Directors. The Conference Commission Chair will work with the OSP in planning additional conference details. The Convention Commission Chair will present a proposed budget for speakers and programs to the Treasurer no later than May 1<sup>st</sup> to be included in the annual budget. The OSP will work with the Treasurer on remaining budgetary issues including conference fees.

c. Certification Commission: Responsible for developing policies and standards for certification as well as the process for NAJC certification including the awarding of equivalencies. Certification panels may not grant or deny equivalencies and are limited to determining if the candidate has met the competencies necessary for certification.

The Certification Commission shall have between 9-15 members, as recommended by the

Commission itself. No more than 50% of the Members of the Commission may also concurrently serve on the Board of Directors. Depending on the size of the commission, up to 8 members are elected in even years, and up to 7 members are elected in odd years. The first year this goes into effect all 9-15 members shall be elected. The Commission can increase its size to 15 members or decrease its size to 9 members through the nominations process. Selection of nominees to the Certification Commission shall reflect the diversity of the entire membership of NAJC. Nominations for members of the Certification Commission shall be made by the President of NAJC and the Chair of the Certification Commission acting jointly. Certification Commission members shall be elected by a vote of all Certified Members present and voting either in person or electronically.

All members of the Certification Commission are elected for a two year term of office and may be reelected one time. There shall be a one year period before the individual may rejoin the Commission.

The Certification Commission must hold an organizational meeting (in person, by conference telephone or other similar electronic communications equipment), within 30 days of even year elections. The Commission Chair is elected by the Members of the Certification Commission at this organizational meeting.

The Certification Commission shall elect a vice-chair and potential successor whom the Certification Chair will mentor until the Chair's term expires. The vice-chair must come from within the elected Certification Commission.

The vice chair shall be a voting member of the Certification Commission. If they were an elected member of the Certification Commission their seat becomes vacant with the chair appointing a replacement. Time served as vice-chair does not count toward term limits on the Certification Commission.

In order for the Chair to qualify for a second two-year term, the Certification Commission must re-elect the Chair.

The Chair shall serve a two year term. The Chair, if not an elected Member-at-large of the Board of Directors, becomes a voting member of the Board of Directors.

Requirements to serve on the Commission are: 1) at least 3 years being an NAJC Board Certified Member; 2) Having served on at least 2 different Interviewing Panels.

Only Board Certified Chaplains can vote for the Certification Commission.

The Chair is limited to two consecutive two year terms.

Should a vacancy occur on the Certification Commission, the Chair shall appoint a replacement within thirty days to serve until that elected term ends. The Board of Directors must approve the person by a majority vote at their next meeting. If the person appointed serves less than one year, this term shall not count in regard to the established term limits.

d. Membership Committee: Responsible for developing membership programs, welcoming new members and coordinating membership roster with the treasurer. The committee is responsible for examination of the credentials of any person seeking membership and will make recommendations for action to the Board of Directors.

e. Continuing Education: Responsible for overseeing the development, implementation and monitoring of the continuing education program and peer review process for NAJC certified chaplains.

f. Personnel Committee – Responsible for hiring, supervising, and evaluating the professional staff of the NAJC. The Personnel Committee is chaired by the President. Other members of the Personnel Committee are the President-Elect, Vice President, Treasurer, and 2 members of the Board of Directors as appointed by the President.

g. Finance Committee: Responsible for study of and recommendations on financial matters of the NAJC, including dues and fund-raising. The Treasurer is the Chair of the Finance Committee. The Vice President is a member of this committee. Other committee members are appointed by the Treasurer.

h. Publications Committee: Responsible for the development and distribution of the NAJC publications, including a newsletters and a professional journal.

i. Cognate Liaison Committee: Responsible for establishing maintaining and enhancing relationships with cognate groups.

j. Professional Ethics Committee: Responsible for promoting ethics education within the NAJC, supporting the refinement of the NAJC's Code of Professional Ethics and relevant organizational guidelines, and responding to allegations of breaches of professional ethics. The Ethics Committee only has authority once an individual has been elected into membership by the Board of Directors.

The Ethics Committee shall have a defined membership of either five or six members selected by the NAJC President and approved by the NAJC Board to serve five-year terms. In the case of a resignation or inability to serve, the President and Board shall appoint a replacement for the remainder of that term.

1) Members may not serve on the Ethics Committee more than two full terms.

2) Ethics Committee members may not simultaneously serve as elected NAJC officers.

3) The NAJC President shall designate a chair and vice-chair of the Ethics Committee. The chair shall serve a term of three years and may be re-appointed to that office

once. The vice-chair (or other alternate) shall serve as chair when the chair is unavailable or recuses her/himself from a case.

4. Other committees may be established as needed by the Board of Directors.

## SECTION 12. Removal of Officers and Board Members

1. An officer or board member may be removed from office before the end of his/her term for cause, including ethical misconduct; conduct of office contrary to the best interests of the NAJC; or failure or inability to carry out the duties of office.

2. Such a removal shall require affirmative votes by two-thirds of the members of the full Board of Directors eligible to vote. A board member may not vote on his/her own removal from office.

3. A vote on removal from office, with at least ten days prior notice, may be conducted by the Board of Directors in person, by mail, or electronically as determined by the officer receiving the request.

4. A vote on removal from office shall be scheduled to take place within 45 days when requested by one of the following: a written request by five members of the Board of Directors; or written requests from forty members of the NAJC.

5. A request for removal for office shall be submitted to the president, or for a request concerning the president, to the secretary.

6. All elected board members and officers must remain members in good standing throughout their term of office. Sections 1-5 involving removal for cause do not apply when a board member has failed to remain a NAJC member in good standing (for example, non-payment of dues) as determined by a majority vote at any regular or special board meeting with a quorum, or by simple majority of the Board of Directors in a mail or electronic vote.

## **ARTICLE V**

### **OFFICERS**

#### SECTION 1. Duties of Officers

##### 1. PRESIDENT:

The President shall be the official representative of the NAJC and shall preside at all functions.

a. In addition to the meetings specified in these Bylaws, the President may convene the Board of Directors at his/her discretion.

b. The President carries out the policy decisions of the membership and acts upon the decisions and recommendations of the Board of Directors.

c. The President shall appoint the Chair of each of the standing committees, unless the chair is designated in the Articles of Incorporation and/or Bylaws. The President serves as an ex-officio member of all committees.

d. The President chairs Board of Directors meetings

e. The President is the direct supervisor of all NAJC professional staff.

f. The President serves as a delegate to COMMIS network or can appoint a delegate to represent the NAJC in his/her stead.

g. To run or hold the office of President, a member must be a Certified Member or Retired Certified Member and must have immediately served at least two years on the Board of Directors.

If the office of President becomes vacant, the Vice President becomes "Acting President," and shall finish the term, to be succeeded by the president-elect at the designated time.

At the next general membership meeting, the office of President-Elect must be filled. If the vacancy occurs a) within 60 days of a scheduled membership meeting, and b) officers are not normally elected at that meeting, then c) the thirty (30) day Nominating Committee Notification rule is waived. In this case due diligence must be made to notify the membership of the upcoming election.

## 2. IMMEDIATE PAST PRESIDENT:

The Immediate Past President serves as advisor to the President on matters of policy and history. The Immediate Past President serves as chair of the Nominations Committee.

If this position becomes vacant, then a past president chosen by the Board of Directors shall fill this position

## 3. VICE-PRESIDENT:

The Vice-President is assistant to the President, represents the NAJC in the President's absence, and is Board liaison to the standing committees.

In the absence of the President, the Vice President chairs Board of Directors and general membership meetings. If the President is incapacitated for an extended period of time, the Vice President shall then function as "Acting President."



To run or hold the office of Vice President, a member must be a Certified Member or Retired Certified Member and must have immediately served at least two years on the Board of Directors.

#### 4. PRESIDENT-ELECT:

To run or hold the office of President-Elect, a member must be a Certified Member or Retired Certified Member. They are NOT required to have immediately served at least two years on the Board of Directors. If the office of President-Elect becomes vacant, the membership of the NAJC must fill the position in an election.

A key responsibility of the President-Elect shall be to learn how the organization functions and to learn the role of the President. The President-Elect shall be present at all meetings led by the President, including but not limited to all the committee, board and regional chair meetings. The President-elect may serve as a representative of the NAJC to other organizations, as delegated by the President. The President-Elect shall lead meetings should the President and the Vice-President not be available to do so.

#### 5. SECRETARY :

The Secretary shall:

- a. conduct official NAJC correspondence,
- b. record and transmit the minutes of all the NAJC and Board of Directors meetings,
- c. transmit notices of all the NAJC and Board of Directors meetings and any other information determined by the President.

#### 6. TREASURER:

- a. The Treasurer collects membership dues and issues membership cards to paid-up members, if membership cards are authorized by the Board of Directors.
- b. The Treasurer submits a budget for the Board of Directors approval at their mid-year meeting prior to the start of the new fiscal year.
- c. The Treasurer conducts the financial affairs of the NAJC and is responsible for all financial accounts and records.
- d. The Treasurer shall submit a written financial report at all membership and Board of Directors meetings.

## ARTICLE VI

## **CORPORATE SEAL**

In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the NAJC, the year of its organization and the word "New Jersey". Duplicate copies of the corporate seal may be provided for use in the different offices of the NAJC but each copy thereof shall be in the custody of the Secretary of the NAJC or of an Assistant Secretary nominated by the Secretary.

## **ARTICLE VII**

### **BANK ACCOUNTS AND LOANS**

#### **SECTION 1. Bank Accounts**

Such officers or agents of the NAJC as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the NAJC in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the NAJC so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or in behalf of the NAJC, and made or signed by such officers or agents; and each bank or trust company with which funds of the NAJC are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the NAJC are deposited, the signature of the officers or agents of the NAJC so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

#### **SECTION 2. Loans**

Such officers or agents of the NAJC as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the NAJC from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, deposits and accounts receivable and other commercial paper and evidences of debt at any time held by the NAJC; and for such loans,

advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the NAJC on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the NAJC, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

## **ARTICLE VIII**

### **REIMBURSEMENTS**

Any payments made to an officer or other employee of the NAJC, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the NAJC to the full extent of such disallowance. It shall be the duty of the Directors as a Board to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the NAJC has been recovered.

## **ARTICLE IX**

### **MISCELLANEOUS PROVISIONS**

#### **SECTION 1. Fiscal Year**

The fiscal year of the NAJC shall end on the last day of June.

#### **SECTION 2. Notices**

Whenever, under the provisions of these Bylaws, notice is required to be given to any Director, Officer, or member it shall not be construed to mean personal notice, but such notice shall be given in writing, either by electronic mail or by United States Mail by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member, Officer, or Director at such address as appears on the books of NAJC, or in default of any other address, to such Director, Officer, or member at the general post office in the City of Whippany, New Jersey, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, Director, or Officer may waive any notice required to be given under these Bylaws.

## **ARTICLE X**

### **ETHICS**

Jewish chaplains are expected to maintain high ethical standards. Breaches of trust toward clients, patients, colleagues, students, staff, personnel, or institutions may be grounds for censure, de-certification, suspension, or expulsion.

Breaches of trust include, but are not limited to: (1) sexual misconduct or harassment, (2) financial misconduct, (3) felonious conduct, and (4) misrepresentation of one's education, professional experience, or certification.

Issues arising from an alleged breach of professional ethics will be heard and investigated by a committee appointed by the Ethics Committee Chair, or by such other person or persons as the NAJC may direct. The Ethics Committee is empowered to act, issue communications, advise, censure, or make recommendations to the Board of Directors based on the findings of the subcommittee. In cases involving suspension or expulsion, the Ethics Committee or a specially appointed committee will make a recommendation to the Board of Directors, which is empowered to enact the recommendation.

The NAJC may adopt a more extensive code of ethics, with more detailed procedures and penalties by majority vote.

## **ARTICLE XI**

### **INDEMNIFICATION**

#### **SECTION 1. Definitions**

As used in this Article XI, any word or words that are defined in Title 15A of the New Jersey Revised Statutes, as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

#### **SECTION 2. Indemnification of Directors and Officers**

The NAJC shall indemnify and advance expenses to a director or officer of the NAJC in connection with a proceeding to the fullest extent permitted by and in accordance with the law.

#### **SECTION 3. Indemnification of Employees and Agents**

With respect to an employee or agent, other than a Director or Officer, of the NAJC, the NAJC may, as determined by the Board of Directors, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the law.

## **ARTICLE XII**

## AMENDMENTS

The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time make additional Bylaws. Two-thirds of the Board of Directors voting must approve the amendment. Votes on amendments may be conducted by the Board of Directors in person, by mail, or electronically.

Any section of the Articles of Incorporation or the Bylaws may be adopted, amended or rescinded by a two-thirds vote of the members present and voting at any regular meeting of the NAJC, providing the entire membership has received ten days prior written notice.

A proposal for amending the Articles of Incorporation or the Bylaws must be considered if it is suggested by the Board of Directors or submitted to the Board of Directors by a member of the NAJC who presents a petition signed by at least ten members.

Once the Board of Directors proposes or receives a petition for an amendment, a fixed date for ratification, at a regular Board of Directors or General Membership meeting or by mail shall be determined by the Board of Directors. The entire text must be sent to the membership within thirty days of the decision on ratification with a notification of the ratification date. Two-thirds of the members voting must approve the amendment.

These bylaws are a major revision of prior bylaws and replace them in their entirety effective January 7, 2014.