

Amended and Restated By-Laws of
National Organization for Women-New York City, Inc.

(a New York Corporation)

ARTICLE I
NAME

The chapter, a unit of the National Organization for Women (“NOW” or “National”), shall be called the National Organization for Women-New York City, Inc. (the “Chapter”).

ARTICLE II
PURPOSE

The purpose of the Chapter shall be to take action to bring women into full participation in the mainstream of American society, NOW, exercising all the privileges and responsibilities thereof in truly equal partnership with men. This purpose includes, but is not limited to: equal rights and responsibilities in all aspects of citizenship, public service, employment, education, and family life. It includes freedom from discrimination because of age, marital status, sexual or affectional preference, and parenthood.

Our mission is to advocate for the women and girls of New York City by promoting reproductive health, achieving economic empowerment and ending discrimination and violence against women.

ARTICLE III
POLICY

The Chapter shall be bound by the National By-Laws and may not take action which is contrary thereto. Where there is no established policy, the Chapter may express itself on any subject which is directly related to the purpose of NOW.

ARTICLE IV
MEMBERSHIP

Section 1. Membership. The Chapter shall have a minimum of ten members. Any person who subscribes to NOW’s purpose shall be eligible to become a member of the Chapter. Upon payment of National and Chapter dues, said person shall be enrolled as a member of the Chapter and National. No person shall be excluded from membership, or otherwise discriminated against within the organization because of race, color, sex, religion, national origin, age, economic status, or sexual orientation. The ultimate authority for the Chapter shall reside in the Membership.

Section 2. Meetings of Members. There shall be at least one regularly scheduled meeting of the General Membership each year, in accordance with New York State law to conduct official business of the chapter. This meeting shall occur in January of each year and

shall be the Elections Meeting in the year of the election. Special meetings of members may be called at any time by the President or the Board of Directors (the "Board"). A meeting of members shall be held at the time and place set forth in the notice of meeting. In addition the chapter will hold at least six general membership programs throughout the year.

Section 3. Notice of Meetings. Notice of each meeting of members shall be given to each member by the Secretary by first class mail, telecopy or by hand delivery not less than ten (10) nor more than fifty (50) days before the meeting or if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date or by any other manner pursuant to applicable law. Such notice shall set forth the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes, of the meeting.

Section 4. Quorum and Vote. Except as otherwise required by applicable law or these By-Laws, ten percent of the members eligible to vote, or 100 members eligible to vote (whichever is less), present in person, shall constitute a quorum for the transaction of all business at meetings of members, and the act of a majority of the members present at any meeting shall be the act of the members. At any meeting of members, each member present, in person, shall be entitled to one vote.

Section 5. Membership Committees. The Board may by resolution adopted by majority of the entire Board designate from among the membership such standing committees as it may deem appropriate from time to time, whose purpose will be to take action to advance NOW's purpose. Committees shall be subject to reauthorization by a majority vote of the Board on a yearly basis. Each committee shall have a Committee Coordinator designated by the Board for a term of one (1) year. No Committee Coordinator shall be eligible for more than four (4) consecutive terms in the same position. Each Committee Coordinator or her designee is required to attend the annual membership meeting.

Section 6. Dues. Chapter members shall be billed for both National and Chapter dues by the appropriate staff member responsible for membership processing, who shall transmit National dues to the National office within 30 days after receipt; shall keep accurate records of the transmission of dues; shall maintain up-to-date membership records; and shall make monthly reports to the Treasurer.

Section 7. Removal or Suspension. Recommendation for suspension or removal of a member must first be brought before the Board. If the Board deems that the action of the member is improper, prejudicial, contrary to the purpose of, and/or injurious to National or the Chapter, said member may be expelled by a majority of the membership.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall have general power to control and manage the affairs and property of the Chapter subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The Board shall set policy; shall manage the funds and property of the Chapter; shall approve the Chapter budget as submitted by the Finance Committee; shall devise measures for Chapter growth and effectiveness; and shall be responsible for raising money for Chapter operating expenses.

Section 2. Number, Election and Term of Office. The Chapter shall have a minimum of five Board members and a maximum of thirteen with two additional at-large positions to be appointed by a two-thirds vote of the board of directors. Appointed board members can be removed from the board by a two-thirds vote and must run for election at the next election to continue on the board. Each officer of the Chapter shall be a member of the Board except that no officer shall be a Board member as long as she is compensated for professional services rendered to the Chapter. Directors shall be elected by a majority of the votes cast by members at the Elections Meeting, and each shall continue in office until her successor shall have been duly elected and qualified, or until her death, resignation or removal. If there is no majority for any candidate, there shall be a re-balloting. After the second balloting without achieving a majority, the candidate with the lowest amount of votes shall be eliminated and there will be a third re-balloting. The term of office of directors shall be two (2) years. No Board member shall be eligible for more than four consecutive terms in the same Board position.

Section 3. Vacancies. Any vacancy in the Board arising at any time and from any cause may be filled by vote of a majority of the directors then in office. Each director so elected shall hold office until the next Elections Meeting and until the election and qualification of her successor.

Section 4. Resignation or Removal of Directors. Any director may resign at any time by giving written notice to the Secretary of the Chapter. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed, with cause, at any time by a majority vote of the members. Cause shall include, but is not limited to, breach of fiduciary duty, committing acts which are injurious to the organization, or missing three consecutive Board meetings, or four meetings in any given year. At the third consecutive, or fourth total missed Board meeting, the Board may by majority vote retain such director, or direct the Secretary or a Board designee to send a letter within five days to the director requesting their resignation. Directors may be removed without cause only by vote of the members.

Section 5. Remuneration. All members of the Board shall serve without remuneration. If a member of the Board secures, from the Chapter, any remuneration for professional services provided to the Chapter, she shall resign from the Board, but may attend Board meetings at the pleasure of the Board.

Section 6. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall designate. There shall be at least four board meetings per year.

Section 7. Special and or Emergency Meetings. Special meetings of the Board may be held upon the call of the President or other officer of the Chapter, or as determined by the Board.

Section 8. Notice of Meetings of the Board. Notice of the time and place of regular meetings of the Board shall be given in person at the first board meeting following the annual elections meeting or shall be given by the Secretary or Chairperson by mail, facsimile, hand delivery, e-mail or other means of written communication including electronic transmission, to each Board member at least two weeks before such meeting.

Notice of the time and place of special or emergency meetings of the Board shall be given by the Secretary or Chairperson by hand delivery with acknowledgement of receipt, to each Board member at least twenty-four hours before such meeting.

Notice of any meeting shall not be required to be given to any director who attends such meeting without protesting prior thereto the lack of notice to her, or who submits a signed waiver of notice, whether before or after the meeting.

Section 9. Quorum of Directors. At all meetings of the Board, fifty (50) percent, plus one, of the current members of the Board, present in person, shall constitute a quorum. Except as provided by law or these By-Laws, at any meeting of the Board at which a quorum is present, the vote of a majority of the directors present at the time of the vote shall be the act of the Board.

Section 10. Organization. The Chairperson shall preside at all meetings of the Board or, in the absence of the Chairperson, a temporary chairperson as chosen by the directors present at the meeting shall preside. In the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 11. Voting. At any meeting of the Board, each director present in person shall be entitled to one (1) vote.

Section 12. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board or by any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to such action, and such consents are filed with the minutes of the Board or such committee thereof.

Section 13. Conference Calls. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 14. Advisory Council. The Board, by resolution adopted by a majority of the entire Board, may designate from the general membership, an Advisory Council whose purpose shall be: (a) to assist with fund raising and Chapter capacity, (b) to act in a consultative capacity, (c) lend their good name and influence to Chapter efforts.

Section 15. Chair; Powers and Duties. There shall be a Chair of the Board of Directors. The Chair shall be elected by a majority of those Directors present at the first Board meeting after the Annual Election Membership Meeting. The Chair shall prepare the agenda for, and preside at all meetings of the Board. In an event of an internal dispute, the Chair may perform a conciliatory or mediatory function, or may appoint one or more persons to act in this capacity with the approval of all parties in the dispute.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Chapter shall be a President, a Vice President, Secretary, Treasurer, and such other officers as the Board may determine appropriate.

Section 2. Election, Term of Office, Removal from Office. Each officer shall hold office for a term of two years, and until her successor has been elected or appointed and qualified. The President, Chair, Treasurer, Secretary and Vice President shall be elected biennially by the Members at the Elections Meeting. Any officer may be removed, with or without cause, by majority vote of the members.

Section 3. Vacancies. Any vacancy in any office may be filled for the unexpired term by vote of a majority of directors then in office. Any officer so elected by the Board shall hold office until the next Elections Meeting and until the election and qualification of her successor.

Section 4. Employees, Other Agents, Etc. The Board may from time to time appoint such other employees and agents (such as an Executive Director) as it shall deem necessary, each of whom shall perform the duties of her position at the pleasure of the Board and receive reasonable compensation, if any, as the Board may from time to time determine. The Board shall have the authority to fix the compensation of officers for professional services rendered by them to the Chapter.

Section 5. President; Powers and Duties. The President shall be the Chief Executive Officer and principal spokesperson of the Chapter, shall preside at the meetings of the Executive Committee; shall act as Chapter liaison with National and the New York State NOW Chapter, shall make regular reports to the Board and the Membership; shall perform such duties as are directed by the Executive Committee and the Board; shall be an ex-officio member of all committees except the Elections Committee. The President shall also preside at each General Membership Meeting, or designate another qualified staff member or request a Board member to preside. The President shall be responsible for the general supervision and direction of the other officers and the agents and employees of the Chapter and shall perform such other duties as from time to time the Board may assign to her. The President shall generally manage and supervise the operations of the Chapter. The President shall not be a Board member so long as she is compensated for professional services provided to the Chapter. However, the President will attend Board meetings, keep the Board fully informed, and shall consult with the Board on the activities of the Chapter. Notwithstanding the above, the Board, by majority vote, may delegate, whenever necessary, the powers and duties of the President to an Executive Director and/or the Vice President in the event the President cannot fulfill any of these powers and duties.

Section 6. Vice President; Powers and Duties. The Vice President shall generally assist the President in the supervision of the activities of the Chapter and its several officers and shall have such other powers and duties as the Board may prescribe.

Section 7. Secretary; Powers and Duties. The Secretary shall act as secretary of all meetings of the Board, and shall take accurate and detailed minutes of all such meetings and shall timely record, upon Board adoption, said minutes in the Chapter's minute book. The

Secretary shall attend to the giving and serving of all notices of the Chapter and shall perform all duties incident to the office of the Secretary, subject, however, to the control of the Board. The Secretary shall perform such other duties as shall from time to time be assigned to her by the Board. The Secretary shall ensure the maintenance of, and access to, Chapter archives.

Section 8. Treasurer; Powers and Duties. The Treasurer shall have the fiscal responsibility over the receipt of all funds and securities of the Chapter and shall disburse funds with the approval of the Board. She shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Chapter, and shall deposit all monies and other valuable effects of the Chapter in the name and to the credit of the Chapter in such banks or depositories as the Board may designate. She shall render or direct an employee of the chapter to render, a statement of the accounts of the Chapter on a monthly basis. The Treasurer shall prepare the annual budget, prepare and file any necessary governmental tax and information returns, and maintain all financial records in the Chapter office. She shall at all reasonable times exhibit the books and accounts of the Chapter to any officer or director of the Chapter, and shall perform all duties incident to the office of Treasurer, subject, however, to the control of the Board, and such other duties as shall from time to time be assigned to the Treasurer by the Board. The Treasurer shall give a bond and/or security for the faithful performance of her duties. The expense of any such bond or security shall be paid by the Chapter. There shall be a review of the accounts by the Finance Committee on a quarterly basis or at such time as deemed necessary by the Board, the Finance Committee, or a majority vote of the membership.

ARTICLE VII COMMITTEES

Section 1. Standing Committees of the Board. The Board may by resolution adopted by a majority of the entire Board designate from among its members an Executive Committee, a Finance Committee and other standing committees as it may deem appropriate from time to time. Each standing committee shall have at least three (3) members of the Board and, to the extent provided in a resolution, shall have the authority of the Board, except as limited by the Board or by law. No standing committee shall have the power to (a) alter, amend or add to these By-Laws, (b) make removals from office, (c) fill vacancies in the Board or in any committee of the Board, (d) fix the compensation of the Directors for serving on the Board or on any committee of the Board, (e) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable or (f) submit to the members of the Chapter any action requiring members' approval. Members of such standing committees, all of whom shall be Board members, shall be appointed by the Board. Each standing committee of the Board shall serve at the pleasure of the Board.

- (a) Executive Committee. The Executive Committee shall consist of the elected officers of the Chapter and conduct preliminary discussions of matters to be presented to the Board; shall act upon directives from the Board; and shall report its actions to the Board as appropriate. The Executive Committee shall meet upon the call of the President or of at least three officers.
- (b) Finance Committee. The Finance Committee shall include, at a minimum, the President and the Treasurer and two Directors at large. The Treasurer shall not

be the chair of the Finance Committee. The Finance Committee shall act in an advisory capacity to the Treasurer and to the Board and shall meet quarterly or more frequently if necessary. All Chapter expenses over \$1,000 shall be paid by a check cosigned by two board members, or a staff member and a board member, as directed by the Board of Directors. Expenses larger than \$3,000 that have not been preapproved by the Board in the approved budget, “extraordinary expenses” or increases in fixed expenses shall be authorized by the Board after consideration by the Finance Committee.

Section 2. Special Committees of the Board. The Board may by resolution adopted by a majority of the entire Board designate from among its members such special committees as it may deem appropriate from time to time. Special committees shall consist of two or more members all of whom shall be Board members. Members of special committees shall be appointed by the Chair of the Board with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees.

Section 3. Meetings, Notices and Records. Each committee may provide for the holding of regular meetings, with notice, and may fix the time and place at which such meetings shall be held. Special meetings of each committee shall be held upon call by or at the direction of its chair or, if there be no chair, by or at the direction of any of its members, at the time and place specified in the respective notices or waivers of notice thereof. Notice of each special meeting of a committee shall be given by facsimile, e-mail or hand delivery to each member of such committee, at least twenty-four hours before the meeting. Notice of any meeting of a committee need not be given to any member thereof who shall attend the meeting in person without objection or who shall waive notice thereof.

Section 4. Quorum and Manner of Acting. At each meeting of any committee the presence of a majority but not less than two of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee; in the absence of a quorum, a majority of the members present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present. Any determination made in writing and signed by all the members of such committee shall be as effective as if made by such committee at a meeting.

Section 5. Removal. Any member of any committee of the Board may be removed, with or without cause, at any time by the affirmative vote of a majority of the Board then in office.

ARTICLE VIII ELECTIONS

Section 1. Elections Committee. An Elections Committee consisting of five or seven Chapter members shall be elected by voice or by ballot at the October general membership program. The Elections Committee shall elect its own chair. No member of the Elections Committee shall run for office. The Elections Committee shall publish the following information no fewer than thirty days before the election in the Newsletter or by a mailing to all members: a

description of the duties of all elected positions, notice of by-law requirements for elections, the date and location of the election, and deadlines for declaring candidacy. The Elections Committee shall solicit candidates for the elected offices from the Membership and shall publish the names of the candidates on the Chapter's website.

The Elections Committee shall be responsible for drafting a set of election procedures, presenting the same at a membership program for approval, and printing the final copy of the election rules; shall have ballots and voting cards printed; shall be responsible for organizing the administrative aspects of the election of the officers and directors in January.

Section 2. Candidates. A candidate for officer must be a member of the Chapter for six months prior to the Election. A candidate for President or Vice President must be a Chapter member for one year and must have held a position on the Board for six months. In the event no candidate meets this requirement, the Board, by majority vote, may approve interested candidates who do not meet these requirements. Each candidate shall provide a biographical description to the Elections Committee. The Elections Committee shall distribute these biographies to the Membership.

ARTICLE IX CONFLICTS OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall: a) fully disclose the nature of the interest; and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interests of the Chapter to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE X OFFICE AND BOOKS

Section 1. Office. The office of the Chapter shall be located at such place as the Board may from time to time determine.

Section 2. Books. There shall be kept at the office of the Chapter correct books of account of the activities and transactions of the Chapter, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

ARTICLE XI FISCAL YEAR

The fiscal year of the Chapter shall end on December 31st.

ARTICLE XII INDEMNIFICATION¹

The Chapter shall, to the fullest extent authorized by law, indemnify and hold harmless any present or former officers or directors of the Chapter or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that she, her testator or intestate is or was a director or officer of the Chapter, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein provided said Director or Officer has not acted in a negligent manner or breached her duties as an officer or director. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person, her testator or intestate may be entitled apart from this provision.

ARTICLE XIII AMENDMENTS

The By-Laws of the Chapter may be adopted, amended or repealed, in whole or part, by a majority vote of the members of the Chapter at the time the members are entitled to vote in the election of directors; provided that: (a) the amendment has been proposed by the Board or by a petition of five percent of the Membership; and (b) a written notice of the proposed amendment has been mailed to all Chapter members, postmarked at least ten days before the General Membership Meeting.

ARTICLE XIV PROCEDURE

The rules contained in the current Robert's Rules of Order, Newly Revised shall govern the proceedings of the Chapter in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

ARTICLE XV OPERATING RULES

The Chapter shall have operating rules ("Operating Rules") which shall set forth procedures for implementation of the By-Laws. No operating rule may conflict with these By-Laws. Any written proposal to adopt, amend, or repeal an operating rule may be brought to the Board, and upon approval of one third of the members of the Board, the Board shall notify the Membership by mail or via the chapter newsletter. will be voted on at the next regular Board meeting following the proposal's introduction, and requires a two-thirds vote of the Board members present for approval.²

ARTICLE XVI DISSOLUTION

The New York City Chapter of the National Organization for Women may be dissolved by a two-thirds vote of the total Membership in good standing. Upon dissolution of the Chapter, after

² Board will expand Operating Rules to be a comprehensive manual for members with cross references to these By-Laws and vice versa.

provision for payment of all liabilities, the assets shall revert to the National Organization for Women.