

National Organization for Women-New York City, Inc. Bylaws

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 "New York City Chapter" or the "Chapter").

ARTICLE II

PURPOSE

The purpose of the New York City 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.

ARTICLE III

POLICY

The Chapter shall be bound by the National Bylaws 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

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 NOW. No person shall be excluded from membership, treated or otherwise discriminated against within the organization because of race, color, sex, religion, national origin, age, economic status, or sexual orientation.

ARTICLE V

STRUCTURE

The structure of the Chapter shall be as follows:

SECTION 1. Executive Committee

The Chapter's officers shall constitute the Executive Committee (See Article VI, Section 1).

SECTION 2. Board of Directors

The Board of Directors shall consist of the **seven** elected officers of the Chapter; the **five** elected directors; five appointed at-large board members and the appointed committee coordinators.

SECTION 3. Committees

There shall be issues committees, at least six in number, whose purpose will be to take action to advance NOW's issues. These may include, but are not limited to:

Consciousness Raising
Education
Employment Rights/(Women in the Workplace)
Family Relations
Lesbian Rights
Media Reform
Minority Women's Issues
Midlife and Older Women's Issues
(Psychology)
Reproductive Rights
(Women's Health)
(Ending Violence Against Women)

New committees may be formed by two-thirds vote of the Board of Directors, when the provisions set forth in the Operating Rules (as defined in Article XX) are met. Committees shall be subject to reauthorization by a majority vote of the Board on a yearly basis, according to the Operating Rules.

All committee members must be Chapter members, and only committee members may vote in the committee.

Each committee shall have one coordinator ("Coordinator" or "Committee Coordinator"). Each Coordinator shall serve as a member of the Board of Directors and shall have one vote on the Board.

In the absence of the appointed Coordinator, a committee member, designated by the Coordinator, shall represent the Coordinator at the Board meeting or at the Membership meeting, and, as a deputy, may vote (See Article XI).

SECTION 4. Advisory Council

There shall be an Advisory Council, consisting of at least 12, but no more than 24, Chapter members 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.

ARTICLE VI OFFICERS

SECTION 1. Officers

The officers of the Chapter shall be the President, **three** Vice-Presidents, Chair, Secretary and Treasurer.

SECTION 2. Election & Term of Office

All officers shall be elected at the **Bi-Annual** Election Membership Meeting and shall hold office for one year or until their successors take office. No officer shall be eligible for more than four consecutive terms in the same office. Officers shall take office upon adjournment of the meeting at which they were elected.

SECTION 3. Vacancy in the Office of President

In the case of a vacancy in the office of President, the office shall be immediately filled by the next officer in the following order of succession: Legislative Vice President, Action Vice President, Vice President, Development Vice President, Treasurer, Secretary, Chair. If the President vacates the office before May 1, there will be an interim election.

SECTION 4. Vacancies in Other Offices

Vacancies in any elected office other than that of the President shall be filled for the unexpired terms by election at the next General Membership Meeting, following at least ten days' written notice to the Membership.

ARTICLE VII

DUTIES OF OFFICERS

SECTION 1. President

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 the National NOW and New York State NOW Chapter, shall make regular reports to the Board of Directors and the Membership; shall perform such duties as are directed by the Executive Committee; 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 Board member to preside.

The President may choose to be compensated if serving full-time, or if not compensated, must appoint an Executive Director who will be full-time and compensated. Compensation of the President or Executive Director shall be determined by the Board of Directors at its January meeting.

Those nominated for the office of President must specify before election whether they wish to be full-time and compensated or whom they wish to designate as Executive Director.

After the Annual Election Meeting the President shall appoint an acting Executive Director and submit this name to the Board of Directors for final approval. The Executive Director shall be approved at the January Board meeting.

The President may terminate the Executive Director with a report to the Board. A new Executive Director shall be appointed by the President, with the approval of the Board.

SECTION 2. Vice Presidents

Action Vice President shall develop and implement a plan to activate members and others on NOW issues. **This shall include acting as the chair of an ad hoc-issue committee in the event that there is no other viable committee.**

Development Vice President shall develop and implement a plan for the financial growth of the Chapter.

Legislative Vice President shall develop and implement a legislative program for advancing NOW's issues, in cooperation with the National NOW and New York State NOW Chapter.

SECTION 3. Chair

The Chair shall prepare the agenda for and preside at all meetings of the Board of Directors.

SECTION 4. Secretary

The Secretary shall keep minutes of Board of Directors meetings and other meetings as necessary; and submit approved minutes for Chapter records; **and shall assure the maintenance of and access to Chapter archives.**

SECTION 5. Treasurer

The Treasurer shall be responsible for the receipt of funds; shall disburse funds with the approval of the Board; shall make monthly and annual reports to the Board; shall prepare the annual budget; shall prepare and file any necessary governmental tax and information returns; shall maintain all financial records in the Chapter office. There shall be a review of the accounts by the Finance Committee if there is a change at any time in the office of Treasurer before the Annual Election Meeting.

ARTICLE VIII

DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. Elected Directors

Director of Membership shall development and implement a plan to retain and recruit new members and shall process new memberships and resolve member record problems..

Director of Newspaper shall be responsible for the editing, production and distribution of the Chapter newspaper.

Director of Programs shall organize and schedule appropriate programs for the Chapter.

Director of Volunteers shall assist in Operations of the Chapter, by staffing the office with volunteers to committees and other functions.

Director of Website shall be in charge of keeping the chapter website content current and will update the website in a timely manner to ensure a consistent cohesive message with members and the public. The director will also serve as the acting information technology liaison for all issues related to the website and content delivery.

SECTION 2. Board of Directors

The Board of Directors shall supervise the affairs of the Chapter; shall set policy; shall manage the funds and property of the Chapter; shall approve the Chapter budget as submitted by the Finance Committee (See Article XII, Section 2); shall devise measures for the Chapter growth and effectiveness; and shall be responsible for raising money for Chapter operating expenses. The Board of Directors shall be responsible to the Membership for all the above.

In the absence of the Chair at a Board meeting, the elected Directors present shall determine among themselves who shall chair the meeting.

Any member of the Board may, after notifying the President, poll the Board to vote on an urgent matter between Board meetings. Such votes shall require a two-thirds majority to pass. The polling may be done by a person designated by the Board member, but the Board members shall be responsible for transmitting the results of the vote in writing to the Secretary, who shall announce the results and record them in the minutes of the next Board meeting.

SECTION 3. Committee Coordinators' Appointments

Recommendations shall be in writing to the Board of Directors for the appointment of standing Committee Coordinators by any or all of the following sources: (1) the President, (2) a Vice President, or (3) a majority vote of the committee, whose members will attest their names to this majority vote. Committee Coordinators shall be appointed by majority vote of the Board of Directors at its January meeting, or when the committee plan is approved. Thereafter, should a Committee Coordinator resign during the year, recommendations for replacements will be made at a Board meeting immediately following such resignation.

SECTION 4

All Committee Coordinators shall be appointed by the Board of Directors for a term of one year or until the Annual Election Meeting, whichever comes first. No Committee Coordinator shall be eligible for more than four consecutive terms in the same position.

Appointments to fill vacancies shall not constitute a full term for purposes of this provision. This provision shall apply beginning with those coordinators who have served two full terms of office ending December 1980.

ARTICLE IX

DUTIES OF EXECUTIVE COMMITTEE

The Executive Committee shall 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.

ARTICLE X

GENERAL MEMBERSHIP MEETINGS

There shall be 12 regularly scheduled meetings of the General Membership each year. The January General Membership Meeting shall be the Annual Election Meeting. The ultimate authority for the Chapter shall reside in the Membership.

ARTICLE XI ATTENDANCE

A Board member will be subject to dismissal upon missing three consecutive or four total Board meetings. After the second consecutive or third total Board meeting missed, the Secretary must send a letter to the Board member informing the member that the member may be subject to dismissal, and circulate a copy of this letter at the next Board meeting. After the third consecutive or fourth total meeting missed, the Secretary will, within five days, send a letter to the member asking the member to appear at and address the next regular Board meeting. At this meeting, the Board will vote on whether or not to retain the member as a Board member.

The attendance requirements apply to Committee Coordinators except that a deputy (See Article V, Section 3) may attend one meeting without prejudice to the Coordinator's attendance record.

Committees will be required to send their coordinator or another committee member to membership meetings, and Board members are required to attend at least six membership meetings.

ARTICLE XII FINANCES

SECTION 1. Dues

Chapter members shall be billed for both National and Chapter dues by the Director of Membership Processing, who shall transmit National dues to the National Treasurer 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 2. Finance Committee

The Finance Committee shall be appointed by the President with the approval of the Board of Directors, and shall consist of no fewer than six and no more than ten persons. The Finance Committee shall include the Chapter President, the Treasurer as chair, the Development Vice President, and the Director of Administration. The Finance Committee shall act in an advisory capacity to the Treasurer and to the Board of Directors and shall meet monthly. Large or extraordinary expenses or increases in fixed expenses shall be authorized by the Board of Directors after consideration by the Finance Committee.

ARTICLE XIII 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 Meeting. The Elections Committee shall elect its own chair, who may not run for any elective office. The Elections Committee shall publish **the following information in the December newsletter**: a description of the duties of all elected positions, **notice of bylaw 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; shall record and present the names of all announced candidates at a General Membership Meeting between October and the Annual Election Meeting.

The Elections Committee **shall be responsible for drafting a set of election procedures, presenting same to the Membership 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 Advisory Council in November and of the officers and elected members of the Board of Directors in January.

SECTION 2. Candidates

A candidate for officer must be a member of the Chapter for six months prior to the Annual Election Meeting. A candidate for President or Vice President must be a Chapter member for one year and must have been either an active member of a committee or must have held a position on the Board of Directors for one year. Each candidate shall provide a biographical description to the Elections Committee. The Elections Committee shall distribute these biographies to the Membership in the month of the Annual Election Meeting.

No Board member shall be eligible for more than four consecutive terms in the same Board position. Appointments to fill vacancies in Committee Coordinator positions shall not constitute a full term for purposes of this provision.

SECTION 3. Elections

Elections shall be by ballot of a majority of the members present and in good standing at the Annual Election Meeting. Membership in the Chapter for at least 30 days at the time of the Annual Election Meeting shall be required in order to vote. If there is no majority for any candidate, there shall be a re-balloting. After the third balloting without achieving such a majority a plurality shall elect.

SECTION 4. Election Rules

I. ANNUAL ELECTIONS MEETING

- A. **Time and Place.** The time and place of the Annual Elections Meeting will be decided by upon by the elections committee in accordance with these bylaws.
- B. **Notice.** A notice of the election, descriptions of the positions to be elected and the election rules will be placed on the NOW-NYC website and published in the December newsletter.
- C. **Speeches.** Each candidate, in the order listed on the ballot, shall make a verbal presentation of no more than five minutes for presidential candidates and of three minutes for all other candidates.

II. CANDIDATES

- A. **Declaration of Candidacy.** Each candidate for office shall submit a Declaration of Candidacy (Declaration) accompanied by a feminist resume of no more than 750 words for candidates for president and 500 words for all other candidates. Each Declaration must contain the candidate's name, contact information and statement of how the candidate meets the eligibility requirements for that office.
- B. **Submission of Declaration.** The Declaration and resume shall be sent by fax to the NOW-NYC office. Copies should also be e-mailed to the address designated

by the elections committee. Declarations and resumes may also be submitted in person or mailed to the NOW-NYC office.

- C. **Deadline for Nominations.** The deadline for receipt of Declarations of Candidacy and resumes will be decided upon by the Elections committee and published in the December newsletter. There will be no nominations from the floor at the Annual Elections Meeting.
- D. **Eligibility for Office.** The elections committee will determine a candidate's eligibility to run based on the NOW-NYC bylaws requirements for each position. The Committee will notify candidates of their eligibility to run for the office chosen.
- E. **Notice to Members.** The names and resumes of eligible candidates shall be posted on the NOW-NYC website as soon as possible after they are verified. All members can request paper copies of candidate's information. Furthermore, copies of candidate information will be made available to voters at the Annual Election Meeting.

III. Membership Lists/Rosters

- A. **Access for Candidates.** All candidates shall have access to the NOW-NYC complete membership lists for campaigning purposes, including copies of all new-join membership forms for members joining on or before December 31 of the year prior to the election with credit card information blacked out. Photocopies of these new-join membership forms may be made by candidates at no cost. The original membership list shall not be taken from the Chapter office. However, membership rosters shall be provided electronically by e-mail to all candidates, on request, for use for this election only and for no other purpose. As a condition of receipt, candidates shall sign a statement certifying that they: 1) will not distribute or disseminate the list or any portion thereof to any individual or organization, and 2) agree to pay a financial penalty of \$100 in the event of a violation.
- B. **Ordering of Rosters.** The NOW-NYC election Committee chair shall order the electronic membership roster from National NOW on the same days as the orders are placed as the orders are placed that the aforementioned orders are approved.
- C. **"In-Chapter new joins."** Two copies shall be made of each NOW-NYC "chapter new-join" and its attached proof of payment received by **December 31, the month before the election.** One copy shall be sent to the Elections Committee chair, and a separate file in the Chapter office shall maintain one copy.

IV. Voter Eligibility/Credentialing

- A. **Voter Eligibility.** In order to vote, one must have been a chapter member for at least 30 days at the time of the annual elections meeting (**i.e. must have joined on or before December 31 of the year prior to the election.**) The membership form and dues payment must have been received at the NOW-NYC office or at the National NOW office by that date. The elections committee shall verify the eligibility of voters and check documentation when necessary.
- B. **Proof.** Proof of membership shall consist of: (1) the voters name appearing on the roster from National NOW or (2) a cancelled dues check or a credit card billing statement, or (3) a receipt of payment was made by cash.

- C. **Photo ID.** Photo identification (e.g. drivers license, work ID or student ID) must be presented at the time of credentialing.
- D. **Opening and closing of credentialing.** Credentialing of voters shall begin at 5:30pm and continue thereafter with no one allowed at the credentialing lines after 9:15pm. The closing of credentialing shall be 10 minutes after the last person on line at 9:15pm shall have received a ballot or been declared ineligible to vote.

V. Voting.

- A. **Ballots.** Once a voter has been determined eligible a ballot shall be issued to the voter. The voter will be required to sign her/his name in one or more places to acknowledge receipt of the ballot.
- B. Each voter shall receive only one ballot. A listing of the candidates and the office for which they are running shall appear on each ballot, with a method of signifying voting choice. The positions will be listed in the order they are listed in the chapter bylaws. Under each position, the candidate's names will be listed in alphabetical order.
- C. Ballots may be deposited in one or more ballot boxes from the time that credentialing opens until 15 minutes after the close of credentialing. There shall be no replacement of lost ballots.

VI. Poll watchers and electioneering

- A. **Poll Watchers.** Each candidate in a contested election may appoint a poll watcher to be present during credentialing and the counting of ballots. Poll watchers may also inspect the balloting box (es) before balloting begins. Candidates at the first level, contested office, going in the order presented in the bylaws, may select one poll watcher at each credentialing table and two at the balloting box (es).
- B. **Electioneering.** There shall be no election material, such as posters, buttons, stickers, literature (except for candidate resumes) or other campaign paraphernalia distributed or worn on the premises during the night of the election meeting. The elections committee should enforce this rule.
- C. **Election results.** The elections committee will announce the results of the election after they are tabulated. The election committee chair will keep the original ballots/signatures/rosters with one copy made and sent by the election committee chair to the National NOW VP-Membership.

ARTICLE XIV

DISCIPLINARY PROCEDURES

SECTION 1. Internal Relations

In an event of an internal dispute the Chair of the Board 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.

SECTION 2. Suspensions

PART A. Members:

Recommendation for suspension or removal of a member must first be brought before the Board of Directors. If the Board deems that the action of the member is contrary to the purpose of and or injurious to the National Organization for Women and the New York City Chapter, a hearing shall be held. Printed notice shall be given to all members before such a hearing is held. At that hearing the member may be suspended or removed from membership by a two-thirds vote of the members present. Such a hearing shall be limited to Chapter members only.

PART B. Elected Officers and Elected Board Members:

Elected officers and elected members of the Board of Directors may be suspended or removed from office by the above procedure. (See Article XIV, Section 2, Part A).

PART C. Elected Committee Coordinators:

Committee Coordinators may be suspended or removed from office if two-thirds of the full Board of Directors find just cause after having heard the recommendation by the Executive Committee. The Coordinator under consideration for suspension or removal may request a hearing. (See Article XIV, Section 2, Part A).

ARTICLE XV

QUORUM

SECTION 1. Membership Meetings

The quorum for all General Membership Meetings shall consist of 35 members or five percent of the Membership, whichever is smaller.

SECTION 2. Board of Directors

The quorum for the Board of Directors shall consist of the majority of the members.

SECTION 3. Executive committee

The quorum for the Executive Committee shall consist of a majority of members.

SECTION 4. Finance Committee

The quorum for the Finance Committee shall consist of a majority of the members.

ARTICLE XVI

TRANSITION OF OFFICE

The Board members shall release Chapter records as specified in the Operating Rules to their successors, or to the Chapter President if there is no successor, by the date the successor takes office.

ARTICLE XVII

AVAILABILITY OF BYLAWS AND RULES

Each Board member and Ad-Hoc Committee Coordinator upon election or appointment shall receive a copy of Bylaws and rules. A copy of the Bylaws shall be available upon request of any member in the offices of the Chapter during normal business hours.

ARTICLE XVIII

AMENDMENTS

These Bylaws may be amended by the majority vote of the members present at a General Membership Meeting, provided that:

- (1) the amendment has been proposed by the Board of Directors or by a petition of five percent of the Membership; and
- (2) 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 XIX PROCEDURE

Except as herein provided, all the proceedings of this Chapter shall be governed by Ropert's Rules of Order, Revised when not contrary to the laws of the State of New York. There shall be no voting by proxy.

ARTICLE XX OPERATING RULES

The Chapter shall have operating rules ("Operating Rules") which shall set forth procedures for implementation of the Bylaws. No operating rule may conflict with the Bylaws.

Any written proposal to adopt, amend, or repeal an operating rule may be brought to the Board of Directors, and upon approval of one-third of the members of the Board, the Board shall notify the Membership by printing the proposed change in the next issue of the Chapter newspaper.

The proposal will be voted on at the second regular Board meeting following the proposal's introduction, and requires a two-thirds vote of the Board members present for approval.

ARTICLE XXI DISSOLUTION

The New York City Chapter of the National Organization for Women may be dissolved by a two-thirds ballot vote of the total Membership in good standing. Upon dissolution of the New York City Chapter of the National Organization for Women, after provision for payment of all liabilities, the assets shall revert to the National Organization for Women.

PROVISOS

1. The above Bylaws contain several new Board positions (which were created as a result of amendments to the Bylaws approved by the Membership on September 18, 1986) in the article entitled "Structure", "Officers", "Duties of Officers", "Duties of the Board of Directors", "Attendance" and "Finances". All such references to new Board positions will not take effect until Thursday, January 15, 1987 at 7:01 P.M.

2. All references in these Bylaws to "Operating Rules" will not take effect until July 7, 1987 except that the process for establishing Operating Rules, set out in the article entitled "Operating Rules", took effect immediately upon membership approval of various amendments to the Bylaws on September 18, 1986.

The Board's intent is that all of the operating rules referred to in the proposed Bylaws amendments will be approved by July 7, 1987.

3. In 1987 only, the Executive Director, if there is one, will be approved at a special Board meeting prior to the regular February Board meeting.

OPERATING RULES (As adopted 2/87)

Committees

The purpose of committees is to involve NOW members in grassroots action on issues. The intent of the following committee procedures and requirements is to facilitate effective action by committees.

Forming a New Committee

Upon request of a minimum of three Chapter members, each of whom has been a Chapter member for at least three months, the Board shall vote on whether to form a "provisional issues committee." A majority vote is required, and the Board may, at its discretion, turn down the request for creation of a provisional committee.

A provisional committee maintains its status for five months, at the end of which time it must either obtain Board approval to become a regular committee, or lose its provisional committee status.

During the period of being a provisional committee, meetings should be advertised in the Chapter newspaper and held in the Chapter office; representatives should attend membership meetings to recruit new members; but the committee will not be represented by a voting Board member.

Upon request of a provisional committee that has: (a) had at least three consecutive monthly meetings, with a minimum of three Chapter members attending each meeting; (b) submitted a one-year action plan to the Board; and (c) nominated a coordinator who is a Chapter member, the Board shall vote on whether to give the provisional committee full committee status. A majority vote is required to approve the committee; and a majority vote is required to appoint the nominated coordinator. The Board may, at its discretion, turn down the request for full committee status.

Reauthorizing and Existing Committee

Existing committees must be reauthorized yearly by a majority vote of the Board of Directors in February. The Board will make its decision based on the success of the committee in carrying out its action plan; meeting committee requirements; and the continued need for action on the issues addressed by the committee.

Committee Requirements

1. Hold at least ten meetings per year in the Chapter office that are announced in advance through the Chapter newspaper or on the Chapter calendar.

2. Maintain an average attendance of at least 3 per meeting; keep signed attendance sheets for all meetings.

3. Give a mid-year report detailing progress on action plan (date to be set by Executive Committee).

4. Submit a written annual report which details accomplishment in meeting goals of plan by the December Board meeting.

5. Send a representative to every membership meeting.

6. Do outreach to the public on issues addressed by the committee.

7. Submit a yearly action plan for Board approval in February.

8. Nominate a coordinator for approval by the Board in February.

Transition of Office (Bylaws Article XVI)

Following are specific records to be released by certain Board members to their successors:

President: all records including legal and contractual documents; Chapter charter; tax exempt forms; leases; insurance policies; operating rules, policies, and bylaws.

Development Vice President: contributor's lists and other funding materials.

Public Information Vice President: press contacts and press list.

Treasurer: all books, financial records, checkbook and bank records.

Director of Archives: all records including contact at repository of archives.

Director of Membership Processing: all membership records from past year including rosters and label lists from National NOW and any other Chapter membership records.