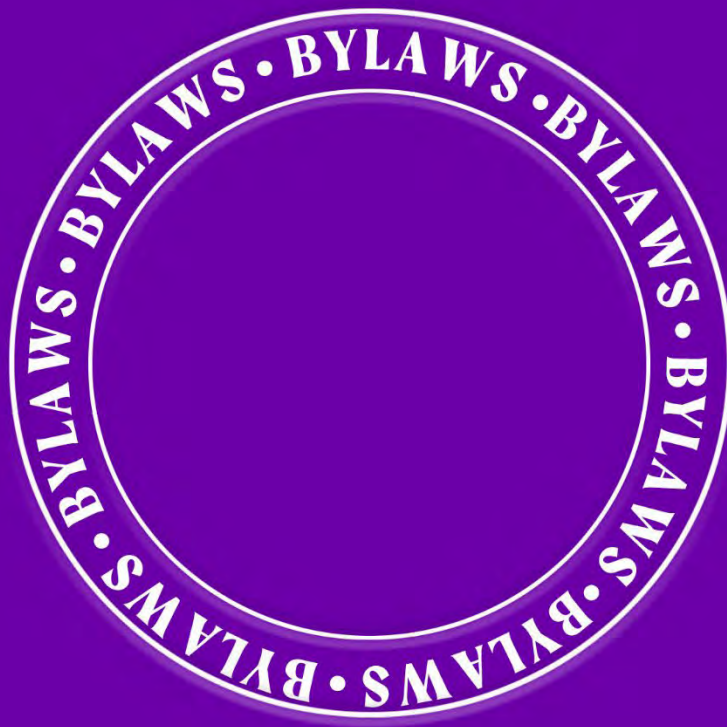


NCNW



October 2024

NCNW
NATIONAL COUNCIL OF NEGRO WOMEN, INC.
BYLAWS

TABLE OF CONTENTS

ARTICLE I – NAME.....	1
ARTICLE II – PURPOSE	1
ARTICLE III – ORGANIZATIONAL STRUCTURE	1
ARTICLE IV – MEMBERSHIP	4
ARTICLE V – FINANCIAL.....	5
ARTICLE VI – NATIONAL OFFICERS, ELECTED POSITIONS, AND SECTION OFFICERS	8
ARTICLE VII – NOMINATING AND ELECTIONS COMMITTEES.....	13
ARTICLE VIII – MEETINGS	15
ARTICLE IX – BOARD OF DIRECTORS	16
ARTICLE X – EXECUTIVE COMMITTEE	17
ARTICLE XI – COMMITTEES.....	18
ARTICLE XII – NATIONAL HEADQUARTERS	21
ARTICLE XIII – DISCIPLINARY ACTION.....	22
ARTICLE XIV – PROPERTY	22
ARTICLE XV – INDEMNIFICATION INSURANCE	23
ARTICLE XVI – PARLIAMENTARY AUTHORITY	23
ARTICLE XVII – AMENDMENTS AND REVISIONS	23
ARTICLE XVIII – DISSOLUTION	24

ARTICLE I – NAME

The name of this organization shall be the National Council of Negro Women, Incorporated, hereinafter referred to as "NCNW."

ARTICLE II – PURPOSE

The purpose of the National Council of Negro Women is to unite non-profit national organizations of women in a council of national organizations primarily concerned with the welfare of Negro women, promote unity among women's national organizations and all women and girls in matters affecting the educational, cultural, economic, social, and spiritual life in America; build a common fellowship of women devoted to the task of developing creative relations among people at home and abroad; and serve as a clearinghouse for the dissemination of information concerning the activities of organized women.

ARTICLE III – ORGANIZATIONAL STRUCTURE

Section 1. NCNW shall consist of national women's leadership and service organizations or the women of a national leadership and service organization ("National Affiliate Organizations"), Community sections, Collegiate sections at accredited colleges and universities, community colleges or vocational or technical schools, hereinafter collectively referred to as "Sections," State Coalitions, Youth Groups, and Life Member and Legacy Life Member Guilds ("Guilds").

Section 2. National Affiliate Organization. A National Affiliate Organization is a national women's leadership and service organization or the women of a national leadership and service organization that:

- A. Has active chapters in at least five (5) states.
- B. Has purposes that are consistent with those of NCNW.
- C. Abides by the Articles of Incorporation, Bylaws, Policies and Procedures, and all other requirements of NCNW.
- D. Has been accepted by a majority vote of the NCNW Board of Directors.
- E. Has been authorized by its board of directors to affiliate with NCNW.
- F. Meets all financial requirements for the current fiscal year.

Section 3. Sections. Sections shall be chartered by a majority vote of the NCNW Executive Committee following a recommendation by the Membership Committee.

- A. **Community sections. (Rural, Suburban, and Urban).** For these bylaws, the term "urban" is defined as a territory within a principal city of a Metropolitan Statistical Area (MSA) as defined by the US Census Bureau with a population of at least 5,000. The term "suburban" is defined as a territory outside of a principal city of the MSA as defined by the US Census Bureau with a population greater than or equal to 100,000 but less than 250,000. The term "rural" includes all people, housing, and territories not within an urban area.
1. **Suburban and Urban Areas.** Community sections in suburban and urban areas shall consist of and maintain at least thirty-five (35) members to maintain an NCNW charter.
 2. **Rural Areas.** Community sections in rural areas shall consist of and maintain at least twenty-five (25) members to maintain an NCNW charter.
- B. **Collegiate Sections.** A Collegiate section must be recognized as an official student organization by the college or university and consist of and maintain at least twenty (20) members. A member of a Community section shall serve as an NCNW Collegiate Liaison. If there is no Community section or the Community Section is non-compliant, a University or College administrator may serve as the liaison with National Headquarters approval.

Section 4. Section Duties and Responsibilities. Community and Collegiate sections shall:

- A. Adopt as its name the community, area, or school where it is located. The Executive Committee must approve any name requests that do not represent the name of the community, area, or school.
- B. Abide by and be governed by the Articles of Incorporation, Bylaws, Standing Rules, and Policies and Procedures of NCNW and comply with all certification requirements.
- C. Adopt and be governed by its bylaws, which shall not conflict with the Articles of Incorporation, Bylaws, Standing Rules, and Policies and Procedures of NCNW.

- D. Forward all bylaws and subsequent amendments to the National Bylaws Committee for review and approval. Amendments must be submitted to the National Bylaws Committee within thirty (30) days of the Section's adoption. A copy of the approved bylaws will be filed with the National Headquarters.
- E. Maintain recognition of 501(c)(3) status with the Internal Revenue Service (IRS) to retain standing as an NCNW section.
- F. Be subject to the NCNW Code of Conduct.
- G. Implement NCNW programs.
- H. Maintain the required number of members.
- I. Submit the required compliance reports to the National Headquarters.
- J. Send delegates to the National Convention. Any Community or Collegiate section that does not send at least one (1) voting delegate to the National Convention must notify the National Headquarters Membership Department. If the Section does not send at least one (1) voting delegate for two (2) consecutive National Conventions, it will be placed on probation, required to complete an improvement plan, and will not comply with the national organization until it meets the requirement. The Community or Collegiate section must notify the National Headquarters and receive permission to be excused from a national convention.
- K. Only use the NCNW name, mark, logo, or otherwise represent itself as a Section of NCNW if it maintains recognition of its 501(c)(3) status with the IRS.
- L. Include a representative of at least three (3) National Affiliate Organizations.

Section 5. State Coalitions. Each state may organize statewide to promote and support the national programs and policy agenda of the NCNW. A State Coalition is comprised of Sections in that State that meet the requirements for coalition membership. No state shall organize or operate in a manner that conflicts with the Bylaws, Policies, and Procedures of NCNW.

Section 6. Youth Groups. A youth group shall operate under the supervision of a recognized community section compliant with the national organization and consisting of and maintaining ten (10) members.

Section 7. Life Member and Legacy Life Member Guilds. A Life Member or Legacy Life Member Guild is comprised of only financial Life and financial Legacy Life Members. Guilds shall encourage persons to become Life and Legacy Life Members, participate in NCNW programs, and raise funds to support the National organization. The Executive Committee shall authorize guilds.

ARTICLE IV – MEMBERSHIP

Section 1. National Affiliate Organization. A National Affiliate Organization is a national women's leadership and service organization or the women of a national leadership and service organization that:

- A. Has active chapters in at least five (5) states.
- B. Has purposes that are consistent with those of NCNW.
- C. Abide by the Articles of Incorporation, Bylaws, Standing Rules, Policies and Procedures, and all other requirements of NCNW.
- D. Has been accepted by a majority vote of the NCNW Board of Directors.
- E. Has been authorized by its board of directors to affiliate with NCNW.
- F. Meets all financial requirements for the current fiscal year.

Section 2. National Member. A National member shall be a woman who has paid the annual membership fee to NCNW for the current fiscal year. A National member who chooses to become a Community or Collegiate Section member must pay the local dues and any approved assessment of the Section joined.

Section 3. Life Member. A Life member shall be a woman who has met the financial requirements of such status. A Life Member who chooses to become a Community or a Collegiate section member must pay the local dues and any approved assessment of the Section joined.

Section 4. Legacy Life Member. A Legacy Life Member shall be a woman who has met the financial requirements of such status. A Legacy Life Member who chooses to become a Community or a Collegiate section member must pay the local dues and any approved assessment of the Section joined.

Section 5. Collegiate Member. A Collegiate (Student) member shall be a woman enrolled at an accredited college, university, community college, or vocational or technical school. Members enrolled in a Graduate Program at the college or university are ineligible for collegiate section membership.

Section 6. Youth Member. A Youth member shall be a young girl attending middle or high school.

Section 7. Section Membership Limitations. No member may hold membership in more than one Section at a time.

Section 8. Non-Partisan Status. No member may involve the name or organization of NCNW or engage in any partisan political campaign on behalf of (or in opposition to) any candidate for public office. NCNW affiliates, members, and sections may advocate for or against public policy issues.

***ARTICLE V – FINANCIAL**

Section 1. The fiscal year of NCNW shall be October 1 through September 30 of each year.

Section 2. Annual dues and membership fees (including per capita fees for Life and Legacy Life Members) shall be payable between January 1 and May 31 for the ensuing fiscal year. Members whose dues and fees are not paid by May 31 will receive a notice that they are delinquent and assessed a ten (\$10.00) dollar late fee. If the dues and fees are unpaid by September 30, the members will lose their membership.

Section 3. National Affiliate Organizations

- A. National Affiliate Organizations with a membership of 5,000 or less shall pay Seven Hundred and fifty dollars (\$750.00) in annual dues.
- B. National Affiliate Organizations with a membership of more than 5,000 shall pay One Thousand five hundred dollars (\$1,500.00) in annual dues.
- C. A National Affiliate Organization whose annual dues are unpaid by the opening date of the National Convention shall be considered not active, and its delegates shall not be seated or permitted to vote.
- D. A National Affiliate Organization whose annual dues are unpaid for two consecutive years shall be dropped from the national roster and its membership forfeited. Within two years of the forfeiture, an organization may be reinstated by paying one hundred percent (100%) of the arrearage plus full current dues. More than two years after forfeiture, an organization must reapply for membership and pay the arrearage owed at the time of forfeiture and full current dues.

Section 4. National Membership Fee

- A. **National Members.** The fee for National members shall be Seventy-Five dollars (\$75.00) annually.

- B. **Collegiate (Student) Members.** The fee for Collegiate (Student) members is Twenty-Five dollars (\$25.00) annually.
- C. **Youth Members.** The fee for Youth members shall be Ten dollars (\$10.00) annually.
- D. **Life Members.** The fee for Life Membership shall be One Thousand dollars (\$1,000.00), paid electronically in four quarterly installments of Two Hundred and Fifty dollars (\$250.00) each over a twelve (12) month period and becomes effective when paid in full.
- E. **Legacy Life Members.** The fee for Legacy Life membership shall be One Thousand Five Hundred dollars (\$1,500.00), paid electronically in four installments of Three Hundred and Seventy-Five dollars (\$375.00) each over a twelve (12) month period and becomes effective when paid in full.
- F. **Annual Per Capita.** Fully paid Life and Legacy Life members shall pay a twenty-five dollar (\$25.00) per capita fee annually. New Life and Legacy Life members shall pay the yearly per capita fee one (1) year after full payment.
- G. Life and Legacy Life members may be active in a Community or Collegiate section and must pay the Section's local dues and any approved Section assessment.

Section 5. Fair Share and Fundraisers.

- A. **Community Sections:** The minimum annual Fair Share shall be Three Hundred Fifty dollars (\$350.00), and the maximum shall be Seven Hundred Fifty dollars (\$750.00). The amount shall be based on the size of the section or as determined by NCNW National Headquarters.
- B. **Collegiate Sections:** The annual fair share for Collegiate sections is Thirty dollars (\$30.00).
- C. **Youth Groups:** No annual fair share for Youth Groups.
- D. **Unpaid Fair Share.** A Collegiate and Community section whose Fair Share is unpaid by the opening date of the National Convention shall be considered non-compliant, and its delegates shall not be seated or permitted to vote.
- E. **Community Section Fundraisers.** A Community section shall send ten percent (10%) of any profit from its fundraising events to the National Headquarters within thirty (30) days after the event.

Section 6. Bethune-Height Recognition Program (BHRP). BHRP is an annual fundraising event that recognizes outstanding community leadership and supports the work of NCNW. Each State Coalition or approved combination of state coalitions is expected to hold the BHRP annually unless otherwise directed by the Executive Committee.

Section 7. National Associate Supporter. A National Associate Supporter is a male who meets financial requirements at any supporter level. Associate Supporters are not members of NCNW and shall not pay section dues.

- A. A National Associate Supporter fee is seventy-five dollars (\$75.00) annually.
- B. A Collegiate (Student) National Associate Supporter fee is twenty-five dollars (\$25.00) annually.
- C. A Youth National Associate Supporter fee is ten dollars (\$10.00) annually.
- D. The fee for a National Associate Life Supporter shall be One Thousand dollars (\$1,000.00), paid electronically in four quarterly installments of Two Hundred and Fifty dollars (\$250.00) each over a twelve (12) month period and becomes effective when paid in full.
- E. The fee for a National Associate Legacy Life Supporter shall be One Thousand Five Hundred dollars (\$1,500.00), paid electronically in four quarterly installments of Three Hundred and Seventy-Five dollars (\$375.00) each over a twelve (12) month period and becomes effective when paid in full.

Section 8. Any Section or member failing to meet all financial obligations, including late fees, is considered non-compliant with NCNW.

Section 9. No individual or group may solicit funds or raise monies in the name of NCNW unless authorized by the Section, State Coalition, Board of Directors, Executive Committee, or the National Headquarters. No individual or group of members may financially obligate NCNW without the prior written approval of the Chair of the Board of Directors and the President and Chief Executive Officer.

*** ARTICLE V – FINANCIAL. SECTIONS 2, 3, 4, and 7 SHALL BE EFFECTIVE JANUARY 1, 2025.**

ARTICLE VI – NATIONAL OFFICERS, ELECTED POSITIONS, AND SECTION OFFICERS

Section 1. National Officers.

- A. The elected officers shall be the Chair of the Board, four Vice Chairs (one shall be a young adult between the ages of 25 and 39), the Recording Secretary, the Assistant Recording Secretary, the Treasurer, and the Assistant Treasurer.
- B. The appointed officers shall be the Historian, Parliamentarian, and Chaplain.

Section 2. Eligibility Requirements for an Elected Office or Position. A candidate for an elected office or position must be a member of NCNW and in good standing with her local Section or National Affiliate Organization (if applicable).

- A. A candidate must be in good financial standing twelve (12) months before nomination for the office or position.
- B. A candidate must possess significant leadership experience in NCNW, a National Affiliate Organization, or a non-profit organization.
- C. A candidate must have experience and a positive track record leading major change or transformation for an organization or institution.
- D. A candidate must have a proven track record of soliciting or attracting resources (money, in-kind gifts, etc.) for an organization or institution (e.g., college, non-profit, religious institution).
- E. A candidate must possess strong functional skills in a critical area (e.g., Finance, Fundraising, Marketing, and Research).
- F. A candidate for an elected and appointed office and position must have a clean disciplinary record and not be subject to disciplinary action from NCNW or any National Affiliate Organization.
- G. A candidate for an elected office and position must be present at the National Convention where she seeks election.

Section 3. Eligibility Requirements for the Office of National Parliamentarian. To be eligible for the office of National Parliamentarian, a person must be an NCNW member with professional parliamentary procedure credentials and at least two years of experience. Certification can be through the American Institute of Parliamentarians (AIP): Certified Parliamentarian (CP) or Certified Professional Parliamentarian (CPP) or the National Association of Parliamentarians: Registered Parliamentarian (RP) or Professional Registered Parliamentarian (PRP). If needed, the Board chair may hire a professional parliamentarian. The Executive Committee must approve the fee.

Section 4. Term of Office.

- A. Elected officers, Members-at-Large, and members of the Nominating and Elections Committees shall serve for two (2) years and until their successors are elected.
- B. Except for the Chair of the Board and Treasurer, no elected officer or elected position may serve more than two (2) consecutive terms.
- C. The Chair of the Board and Treasurer may serve no more than four (4) consecutive terms.
- D. Nationally elected officers and positions shall assume the duties of their office or position at the close of the Convention.

Section 5. Office Holding Limitations. No member shall hold more than one National elected or appointed office or position except in cases where one's position or office has additional duties.

Section 6. Vacancy

- A. The Executive Committee shall fill a vacancy in the office of the Chair of the Board of Directors for the unexpired term.
- B. The Chair of the Board of Directors shall fill a vacancy in all other elected and appointed offices and elected and appointed positions with the approval of the Executive Committee for the unexpired term within sixty (60) days of the vacancy.
- C. If the unexpired term is less than one (1) year, this time shall not count against the term of office.

Section 7. Duties of Elected Officers. Elected officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the National organization.

- A. The Chair of the Board of Directors shall:
1. Be responsible for the organization's governance, including policy and strategic direction.
 2. Develop strategic goals and direction.
 3. Help ensure the organization's accountability to its mission.
 4. Focus on the organization's health and welfare, including fundraising involvement.
 5. Serve as spokesperson for the organization.
 6. Appoint the Historian, Parliamentarian, and Chaplain.
 7. Appoint the chairs and members of all standing and special committees, except the Nominating and Election Committees.
 8. Serve as an ex-officio member of all committees except the Audit, Nominating, Elections, and any disciplinary committee.
 9. With the approval of the Executive Committee, fill the vacancies in elected and appointed offices and elected and appointed positions (except Chair of the Board).
 10. With the approval of the Executive Committee, remove any elected or appointed officer and elected or appointed position who fails to perform the officer's or position's duties.
 11. Serve as the Chair of the Executive Committee and the Board of Directors.
 12. Act as liaison between the Board and President and Chief Executive Officer.
 13. Preside over all meetings.
 14. Call special meetings.
 15. Render a final decision on a request for appeal from the Notice of Determination per the NCNW Code of Conduct.
 16. Install elected national officers and positions before the adjournment of the National Convention. If the Chair is re-elected, her designee will conduct the installation.
 17. Perform other ceremonies as may be necessary.
- B. The Vice-Chairs shall:
1. Serve as members of the Board of Directors and Executive Committee.
 2. Perform duties as directed by the organization, the Chair of the Board of Directors, or the Executive Committee may designate.
- C. The Recording Secretary shall:
1. Be responsible for the written record of the proceedings of the National Convention and regular and special meetings of the Board of Directors and Executive Committee.
 2. Within fourteen (14) days after the Executive Committee and Board of Directors meeting, send a copy of the minutes to the Chair of the Board and Parliamentarian.

3. Within thirty (30) days after the NCNW National Convention, send a copy of the minutes to the Minutes Approval Committee.
 4. Within ninety (90) days after the NCNW National Convention, send a copy of the minutes to all nationally elected and appointed officers, Presidents of National Affiliate Organizations, State Coalition Presidents, and Section Presidents.
 5. Serve as a member of the Board of Directors and Executive Committee.
 6. Perform other duties as directed by the organization, the Chair of the Board of Directors, or the Executive Committee may designate.
- D. The Assistant Recording Secretary shall:
1. Assist the Recording Secretary and assume responsibility for the Recording Secretary in her absence.
 2. Serve as a member of the Board of Directors and Executive Committee.
 3. Perform other duties as directed by the organization, the Chair of the Board, or the Executive Committee may designate.
- E. The Treasurer shall:
1. Produce all records of money received and expended upon the written or oral request of the Chair of the Board, Executive Committee, and Board of Directors or members at the National Convention.
 2. Prepare and present a monthly report of income and disbursements to the Executive Committee.
 3. Work with NCNW Headquarters to submit all records and receipts of disbursement together with corresponding warrants to the independent auditor immediately after the close of business on September 30 of each year.
 4. Present a written and oral report to the National Convention.
 5. Serve as a member of the Board of Directors and Executive Committee.
 6. Perform other duties as directed by the organization, the Chair of the Board, or the Executive Committee may designate.
- F. The Assistant Treasurer shall:
1. Assist the Treasurer.
 2. Assume the responsibilities of the Treasurer in her absence.
 3. Serve as a member of the Board of Directors and Executive Committee.
 4. Perform other duties as directed by the organization, the Chair of the Board of Directors, or the Executive Committee may designate.

Section 8. Duties of Appointed Officers. Appointed Officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the National Organization.

- A. The Historian shall:
 - 1. Update the history of the NCNW by compiling a record of NCNW's events and activities, supplemented by copies of printed material published by NCNW during her term of office.
 - 2. Collect still and moving pictures and recordings of NCNW's work and accomplishments and its participation in activities related to its interest.
 - 3. Be responsible for preserving this material.
 - 4. Serve as a member of the Board of Directors and Executive Committee.
 - 5. Perform other duties as directed by the organization, the Chair of the Board of Directors, or the Executive Committee may designate.
- B. The Parliamentarian shall:
 - 1. Advise the Chair of the Board and other officers, committees, Sections, and members on matters of parliamentary procedure and the interpretation of the National Council of Negro Women Incorporated Bylaws and other governing documents.
 - 2. Serve as a non-voting member on the Board of Directors and Executive Committee.
- C. The Chaplain shall:
 - 1. Draw upon spiritual resources to enhance creative relationships and meaning in the work of NCNW.
 - 2. Arrange meditations and devotional activities for meetings.
 - 3. Recite or lead the meditation, invocation, and inspirational expressions for NCNW.
 - 4. Provide meditation or benediction for public meetings or programs.
 - 5. Serve as a member of the Board of Directors and Executive Committee
 - 6. Perform other duties as directed by the organization, the Chair of the Board of Directors, or the Executive Committee may designate.

Section 9. Elected Positions. The organization's elected positions consist of seven (7) Members-at-Large, seven (7) members of the Nominating Committee, and seven (7) members of the Elections Committee.

- A. **Member-at-Large.** The Members-at-Large shall:
 - 1. Serve as members of the Board of Directors and Executive Committee.
 - 2. Perform duties as directed by the organization, the Chair of the Board of Directors, or the Executive Committee may designate.
- B. **Nominating Committee.** See Article VII.
- C. **Elections Committee.** See Article VII.

Section 10. Community and Collegiate Sections and Youth Groups.

- A. Community section officers shall be elected for a term of two (2) years or until their successors are elected and shall not serve more than two (2) consecutive terms in the same office.
- B. Community sections shall conduct elections in May. Elected officers shall assume office no later than September 30 of the same year.
- C. Collegiate Section and Youth Group officers shall be elected for a term of one (1) year and shall not serve more than two (2) consecutive terms in the same office.
- D. Collegiate Sections and Youth Groups shall conduct elections in April. Elected officers will assume office on June 1 of the same year.
- E. No member shall hold more than one (1) elected office.

ARTICLE VII – NOMINATING AND ELECTIONS COMMITTEES

Section 1. National Nominating Committee. The National Nominating Committee shall consist of seven (7) members- an elected chair and six (6) members elected by the delegates at the National Convention.

- A. **Term of Office.** Members of the National, Community section, and State Coalition Nominating Committees shall serve a two (2) year term and until successors are elected. A Collegiate section and Youth Group Nominating Committee shall serve a one (1) year term or until successors are elected. Members shall not serve more than two (2) consecutive terms.
- B. **Eligibility Requirements.** To be eligible to serve on the National Nominating Committee, a candidate must be a member of NCNW, must be in good financial standing twelve (12) months before nomination, and shall not be a candidate for an elected office or position. A member of the Committee seeking a second term is not required to resign from the Committee.
- C. **Duties.** The National Nominating Committee shall:
 - 1. Submit a slate with at least one (1) name for each office or position.
 - 2. Advise candidates of the duties and responsibilities of the elected offices and positions.
 - 3. Present a slate of candidates at a designated business session on the first day of the National Convention. Additional nominations will be made from the floor.

4. Circulate a Call for Nominations to the membership ninety (90) days before the National Convention.
5. Certify all candidates for each office or position.
6. Report nominees to the membership fifteen (15) days before the National Convention.

D. **Consent.** The Committee must obtain written consent from the nominee to be nominated.

Section 2. National Elections Committee. The Committee shall consist of seven (7) members elected by the convention delegates to serve for the ensuing biennium. The Committee shall choose its Chair from among the members elected within thirty (30) days following the adjournment of the National Convention.

A. **Term of Office.** Members of the National Elections Committee shall serve a two (2) year term and until successors are elected. Members shall not serve more than two (2) consecutive terms.

B. **Eligibility Requirements.** To be eligible to serve on the National Elections Committee, a candidate must be an NCNW member and be in good financial standing twelve (12) months before nomination. No candidate for a national elected office, Member-at-Large, Elections, or Nominating Committee may serve on the Elections Committee. A member of the Elections Committee seeking a second term is required to resign from the Committee.

C. **Duties.** The Elections Committee shall prepare the ballots, set the time, place, and requirements for voting, supervise elections, count the votes, and report the results to the National Convention.

D. **Voting.** Voting shall be by ballot (paper or electronic devices) and conducted according to the rules adopted by the National Convention. A majority shall elect.

1. If there are no more than the required number of nominees for any elected office or position, the Presiding Officer can declare the candidates elected by acclamation (unanimous consent).
2. If there are more than two (2) candidates and the office remains unfilled after the first ballot, the two (2) candidates who receive the highest number of votes will remain eligible for election. All other candidates are dropped and ineligible for election.

- E. **Transition.** In cooperation with the outgoing Executive Committee, the outgoing Chair of the Board shall hold a transition meeting with the newly elected and appointed officers, Members-at-Large, and the elected and appointed committee chairpersons within thirty (30) days following the election.

ARTICLE VIII – MEETINGS

Section 1. Regular Meetings.

- A. The Board of Directors shall meet two (2) times a year, including at the National Convention and the National Affiliates Assembly.
- B. The Executive Committee shall convene at least four (4) times a year. The standard meeting months are January, March, June, and September.

Section 2. Special Meetings. Special meetings of the Board of Directors and the Executive Committee may be called by the Chair of the Board or by written request of fifteen (15) members or seven (7) members of the Executive Committee. Notices may be sent electronically at least seven (7) days before the meeting and include the specific items of business to be considered.

Section 3. Electronic Meetings and Communication. Regular and special meetings of the Executive Committee, Board of Directors, standing and special committees, Sections, and State Coalitions may be held electronically. All members must be able to hear each other simultaneously and to participate. All National, Section, State Coalition, Life Member Guild, Legacy Life Member Guild, and Youth group communications may be sent electronically per NCNW guidelines.

Section 4. Quorum. The quorum for meetings of the Board of Directors shall be fifteen (15) members, and the quorum for meetings of the Executive Committee shall be a majority of all members.

Section 5. Voting.

- A. Each national elected and appointed officer (except the Parliamentarian) and the Members-at-Large shall have one (1) vote.
- B. Each Standing Committee shall have one (1) vote per Committee.
- C. Each National Affiliate Organization shall have one (1) vote.

Section 6. National Convention. The National Convention shall be held biennially in person unless the Executive Committee orders otherwise for catastrophic situations. In alternate years, a National Affiliates Assembly shall be held in person unless otherwise ordered by the Executive Committee for catastrophic conditions.

A. Delegates.

1. Each compliant National Affiliate Organization is entitled to five (5) delegates.
2. Each compliant Section is entitled to three (3) delegates.
3. Each National elected and appointed officer (except the National Parliamentarian).
4. Each paid-in-full Life and Legacy Life member.
5. Each Member-at-Large.

B. Voting. Each delegate shall have one (1) vote.

C. Attendance Requirement. Any Community or Collegiate section that does not send at least one (1) voting delegate to the National Convention for two (2) consecutive National Conventions will be placed on probation, required to complete an improvement plan, and will not be compliant with the national organization until it meets the requirement. The Community or Collegiate section must notify the National Headquarters and receive permission to be excused from a national convention.

D. Quorum. The quorum for the National Convention shall be five (5) national officers, five (5) chairs of standing committees, representatives of five (5) National Affiliate Organizations, ten (10) Sections, and ten (10) Life or Legacy Life Members.

Section 7. National Affiliates Assembly. The National Affiliates Assembly shall be held biennially in person, on alternate years from the National Convention, unless the Executive Committee orders otherwise for catastrophic conditions.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors. The Board of Directors shall consist of the elected and appointed officers, the Presidents of National Affiliate Organizations, Chairpersons of Standing Committees, and seven (7) Members-at-Large. The immediate past Chair shall serve on the Board of Directors for two (2) years following her term. The Parliamentarian shall be a non-voting member. The President and Chief Executive Officer shall serve as an ex-officio member of the Board of Directors.

Section 2. Duties. The Board of Directors shall approve and employ the President and Chief Executive Officer. The President and Chief Executive Officer shall report to the Chair of the Board and shall be responsible and accountable to the Board of Directors. In collaboration with National Headquarters, the Board of Directors shall produce an Annual Report and State of the Organization (including the organization's financial status). The Board of Directors is responsible for creating and interpreting the policies and programs of NCNW as adopted by the membership at the National Convention, focusing on advocacy for the organization and leading NCNW's presence on public policy issues.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. Composition of the Executive Committee. The Executive Committee shall consist of the elected and appointed officers, seven (7) members elected at-large by the Convention, and Chairs of Standing Committees. The immediate past Chair shall serve on the Executive Committee for two (2) years following her term. The Parliamentarian shall be a non-voting member.

Section 2. Duties. The Executive Committee shall:

- A. Have the authority to act when the National Convention is not in session.
- B. Receive and approve all applications for affiliation from national organizations.
- C. Revoke the charter of a Section for failure to comply with the requirements of the Articles of Incorporation, NCNW Bylaws, Standing Rules, Policies, and Procedures.
- D. Approve and employ the President and Chief Executive Officer on the recommendation of the Chair of the Board, within policies and conditions recommended by the Human Resources Committee.
- E. Approve an annual budget.
- F. Administer and hold in trust the intellectual and real property of NCNW, with its fixtures, appurtenances, and furnishings, and shall be the sole authority for the sale, transfer mortgage, or lease of said property.

Section 3. Members of the Executive Committee who fail to attend at least three (3) Board of Directors or Executive Committee meetings during the year without notifying the Chair and the Chair excusing the absence shall automatically forfeit such office.

ARTICLE XI – COMMITTEES

Section 1. National Standing Committees.

- A. Audit
- B. Budget and Finance
- C. Bylaws
- D. Elections
- E. Executive
- F. Human Resources
- G. International Affairs
- H. Membership
- I. National Affiliates
- J. National Headquarters
- K. Nominating
- L. Program
- M. Resource Development
- N. Social Justice
- O. Youth, Young Adult, and Collegiate Affairs

Section 2. Each Standing Committee, except for Nominating and Elections, shall have a member under the age of 39.

Section 3. The term of the Standing Committee chairs shall correspond to that of the elected officers except for the Chair of the Board of Directors and Treasurer.

Section 4. Duties of the Standing Committees.

- A. **Audit.** The Audit Committee shall consist of five (5) members appointed by the Chair of the Board. The Committee shall oversee NCNW's financial reporting process, annual audit process, internal controls system, and compliance with policies, laws, and regulations. The Committee shall develop requests for audit proposals, review bids and recommend selection of an auditor to assess the financial operations of NCNW; collaborate with NCNW Headquarters to meet with the auditor to review audit processes and procedures and to make a final report to the Executive Committee and Board of Directors; evaluate NCNW internal controls, compliance with policies, financial accounts and records, funds expended or received or other fiscal function or activity of any NCNW program, or department as needed.
- B. **Budget and Finance.** The Budget and Finance Committee shall consist of the Budget and Finance Committee Chair, the National Treasurer and Assistant Treasurer, and other members as deemed necessary. It shall be

the responsibility of this Committee, in collaboration with the-Chair of the Board and the President and Chief Executive Officer or their designee, to submit a budget, to devise ways and means of meeting the budget, if not provided for elsewhere, and to study the financial operations of NCNW to ensure the most beneficial returns for expenditures. The annual budget is due to the membership during the second quarter.

- C. **Bylaws.** The Bylaws Committee shall consist of a minimum of five (5) members. It shall review the bylaws annually, consider and recommend proposed amendments and revisions, notify the membership, review and approve the bylaws for new Sections, State Coalitions, Life Member Guilds, and Legacy Life Member Guilds, and review and approve amendments to Sections, State Coalition, Life Member Guild, and Legacy Life Member Guild bylaws.
- D. **Elections.** The Elections Committee shall implement procedures, execute, and monitor the election of officers, Members-at-Large, and members of the Nominating and Elections committees at the National Convention.
- E. **Executive.** The Executive Committee shall have the authority to act in the interim between the National Convention meetings. It shall be responsible for executing NCNW's business.
- F. **Human Resources.** The Human Resources Committee shall formulate personnel policies to be approved by the Board of Directors and establish salary scales and other personnel practices.
- G. **International Affairs.** The International Affairs Committee shall consist of a minimum of five (5) members appointed by the Chair of the Board. Working closely with the President & Chief Executive Officer and the Chair of the Board, the Committee shall be responsible for creating an international affairs operating policy; advancing international program opportunities for the national organization inclusive of a human trafficking initiative; providing guidance to local sections on international programming; chartering and fostering connections with international sections; and serving as NCNW's representative to collaborate with and sustain the organization's Non-Governmental Organization status at the United Nations.
- H. **Membership.** The Membership Committee shall consist of at least five (5) members. Working closely with the National Headquarters, the Committee shall develop initiatives to recruit, retain, and reclaim members at all levels of NCNW, ensure NCNW Community and Collegiate sections and Youth Groups meet all legal and organizational operating and reporting

requirements, and engage NCNW's Life and Legacy Life members as active, life-long supporters of NCNW.

- I. **National Affiliates.** The National Affiliates Committee shall consist of the Presidents of five (5) National Affiliate Organizations or their designees. Working closely with NCNW's Chair of the Board of Directors, the Committee shall identify opportunities for coordinated action, potential affiliates, and strategies for increasing NCNW membership among its members. The Committee is responsible for planning and executing the National Affiliates Assembly. It shall also support the legislative agenda of NCNW.
- J. **National Headquarters.** The National Headquarters Committee shall oversee the general upkeep of the NCNW Headquarters and make recommendations regarding repairs, capital improvements, furnishings, maintenance staff, and special services.
- K. **Nominating.** The Nominating Committee shall secure nominations for elected officers and positions and ensure that all elected office or position candidates meet the minimum requirements prescribed in these bylaws.
- L. **Program.** The Program Committee shall study, analyze, and evaluate, continually, the needs and issues affecting Black women and recommend programs, policies, and outreach consistent with the purposes of NCNW, working closely with the National Headquarters.
- M. **Resource Development.** The Resource Development Committee shall work closely with the Chair of the Board and National Headquarters to attract direct contributions to or influence the funding of the various programs of NCNW.
- N. **Social Justice.** The Social Justice committee shall:
 - 1. Develop and implement social justice initiatives, advocate for policies that address systemic inequalities, and collaborate with local sections, affiliates, and community partners to promote equity and justice.
 - 2. Educate NCNW members and the broader community on social justice issues and provide resources and support for advocacy efforts.
 - 3. Screen, amend, and recommend resolutions.
 - 4. Report all resolutions it receives and may report a resolution with "no recommendation."
 - 5. Reject resolutions that do not adhere to the published criteria.
 - 6. Prepare and distribute proposed resolutions within thirty (30) days before the National Convention.

- O. **Youth, Young Adult and Collegiate Affairs (YACA).** The YACA committee shall:
1. Consist of members under the age of 39, with at least five (5) Collegiate-based section members, two (2) members between the ages of 12-18, and at least one (1) Community section member with experience in early childhood development.
 2. Have at least one (1) National Affiliate Organization member.
 3. Enhance the impact of the youth, collegiate, and young adult members of NCNW and provide perspective on national programs, initiatives, and events.
 4. Develop guidelines and training materials for Youth Groups, University-Appointed Advisors, and NCNW Collegiate Liaisons to ensure compliance with NCNW's Bylaws and Code of Conduct.
 5. Focus on transitioning youth members to collegiate membership and collegiate members into Community sections after graduation.

ARTICLE XII – NATIONAL HEADQUARTERS

Section 1. A national office shall administer NCNW's business affairs and programs. The office in the District of Columbia shall be designated "National Headquarters."

Section 2. President and Chief Executive Officer. The President and Chief Executive Officer will manage the organization's operations. They shall be responsible for developing and carrying out the programs and policies of NCNW as determined by the Board of Directors. The President and Chief Executive Officer have primary responsibility for the employment (except managerial staff) and supervision of staff necessary to execute the programs of NCNW under conditions and policies established by the Executive Committee. Perform additional duties as outlined in the Contractual agreement approved by the Executive Committee.

The President and Chief Executive Officer will:

- A. Report to and work closely with the Chair of the Board.
- B. Be responsible and accountable to the Board of Directors.
- C. Direct the staff and manage the organization's operations.
- D. Steward and implement NCNW's longer-term strategic goals.
- E. Focus on advocacy for the organization and lead NCNW's presence on public policy issues.
- F. Provide the leadership to accomplish the organization's mission and vision.

- G. Serve as the official spokesperson for the organization.
- H. Oversee the preparation of the Annual Report and State of the Organization in collaboration with the Board of Directors to be presented to the National Convention.
- I. Serve as an ex-officio member of the Board of Directors.

Section 3. General Counsel. NCNW shall employ a General Counsel. The General Counsel shall provide legal advice and aid and represent NCNW or designate a representative when necessary. The General Counsel shall advise the Executive Committee and Board of Directors on contracts entered in the name of NCNW and on all matters having legal implications. Perform additional duties as outlined in the Contractual agreement approved by the Executive Committee.

ARTICLE XIII – DISCIPLINARY ACTION

The NCNW Code of Conduct governs disciplinary action. Any Member, Section, or State Coalition violating the rules and policies of NCNW shall be subject to disciplinary action. No National officer, State Coalition officer, committee member, or Member-at-Large, elected or appointed, who is a member of a Section that is on probation, suspension, or of which the Section's charter is recommended for revocation shall serve in her office, position, or on a committee until the matter which has caused the disciplinary action to be taken has been satisfactorily resolved according to the NCNW Code of Conduct.

ARTICLE XIV – PROPERTY

Section 1. All property owned or used by a Community section or State Coalition, whether conveyed by gift or purchase, shall be the sole responsibility of the donee or purchaser, which shall bear responsibility for maintenance, repairs, taxes, fees, insurance, assessments, and owner's liability to the public, guests or tenants. The absence of a proper deed or conveyance shall not exclude or relieve a Section or State Coalition from this provision.

Section 2. Any property owned, leased, or occupied by a Community section or State Coalition shall be used and maintained as a place of community outreach for the use of members of the NCNW and the general public subject to the provisions of the IRS Code, Articles of Incorporation, Bylaws and Policies and Procedures of NCNW.

Section 3. All property owned or used by a Community section or State Coalition shall be the sole responsibility of that section or state coalition, which shall indemnify NCNW for any liability or loss incurred in connection with the occupancy, ownership, or use of the property.

ARTICLE XV – INDEMNIFICATION INSURANCE

The National Council of Negro Women, Inc. shall purchase and maintain liability insurance naming the National Council of Negro Women, Inc., its officers, directors, employees and agents as insureds.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised (RONR) shall govern NCNW in all cases they apply and are not inconsistent with these bylaws and any special rules NCNW may adopt. Each Section of NCNW shall adopt the parliamentary authority of NCNW.

ARTICLE XVII – AMENDMENTS AND REVISIONS

Section 1. These Bylaws shall be amended by a two-thirds (2/3) vote of the voting delegates at the National Convention.

Section 2. These Bylaws may be revised only upon authorization of the Executive Committee or National Convention. The Bylaws Committee is responsible for preparing and presenting the authorized revision.

Section 3. All members, the Board of Directors, the Executive Committee, Standing Committees, Sections, and State Coalitions may submit amendments to these Bylaws.

Section 4. The Bylaws Committee shall circulate a request for proposed amendments to the membership eight (8) months before convening the National Convention.

Section 5. The proposed amendment shall be submitted in writing and received by the Bylaws Committee no later than six (6) months before convening the National Convention.

ARTICLE XVIII – DISSOLUTION

Upon termination or dissolution of NCNW, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in IRS Section 501(c)(3) (or expressed in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose that generally includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of NCNW hereunder shall be selected at the discretion of a majority of the managing body of the corporation. If its members cannot agree, the recipient organization shall be selected under Alternative Dispute Resolution by binding arbitration or mediation.

There were previous amendments to the NCNW Bylaws. Those documented amendments are as follows:

Amended-Washington, DC
November 10, 2018

Amended-Washington, DC
December 2, 2022

Revised-Baltimore, Maryland
October 12, 2024

2022-2024 Bylaws Committee

Alicia L. Lewis, Esq., Chair
Theljewa Garrett, PRP, Parliamentarian
Dr. Norma S. Boyd
Sharone Glasco
Wendy Johnson
Hon. Patricia Watkins Lattimore
Margaret Smith Perkins
Dr. Shanell Robinson
Michelle D. Taffe

Dr. A. Lois Keith
Chair, NCNW Board of Directors

Rev. Shavon L. Arline-Bradley
NCNW President & CEO