

Bylaws Committee Report

1-26-19 LS edit

Our Parliamentarian has suggested that the first order of business is to adopt a “Rule”, not an Amendment, pursuant to Robert’s Rules of Order Newly Revised which says:

Resolved, that the Bylaw Committee be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the National Organization for Women in connection with our bylaws.

- **ARTICLE XI. GRIEVANCES**

Grievance procedures shall be determined by the National Board. **The Grievance Procedure was amended by the National Board on July 5, 2018 and is available in the Addendum NOW Administrative Policy Manual 1997-July 2018.**

- **ARTICLE XVI. INDEMNIFICATION**

- Reference is hereby made to Section 505(14) of the District of Columbia Nonprofit Corporation Act (or any successor provision thereto). The Corporation shall indemnify each person who may be indemnified (the “Indemnitees”) pursuant to such section, to the full extent permitted thereby. In each and every situation where the Corporation may do so under such section, the Corporation hereby obligates itself to so indemnify the Indemnitees, and in each case, if any, where the Corporation must make certain investigations on a case-by-case basis prior to indemnification, the Corporation hereby obligates itself to pursue such investigations diligently, it being the specific intention of these Bylaws to obligate the Corporation to indemnify each person whom it may indemnify to the fullest extent permitted by law at any time and from time to time. To the extent not prohibited by Section 505(14) of the District of Columbia Nonprofit Corporation Act (or any other provision of the District of Columbia Nonprofit Corporation Act), the Indemnitees shall not be liable to the Corporation except for their own individual willful misconduct or actions taken in bad faith. **The section above is copied in its entirety from NOW Foundation bylaws and pasted here.**

- **ARTICLE ~~XVI~~ XVII DISSOLUTION**

- **Section 1. Method**

- The corporation may be dissolved in the following manner: A petition for dissolution signed by ten percent of the members of each of a minimum of fifteen chapters spread across at least three electoral districts shall be submitted to the National Board. Upon the certification of the signatures on the petition a postal ballot to dissolve the organization shall be sent to all members and shall require a two-thirds vote of those valid returned ballots to uphold the petition to dissolve. Costs for this are to be covered by those chapters that are petitioning.

- **ARTICLE II. STATEMENT OF PURPOSE**

- NOW's purpose is to take action through **intersectional grassroots activism** to promote feminist ideals, lead societal change, eliminate discrimination, and achieve and protect the equal rights of all women and girls in all aspects of social, political, and economic life.

- **Article IV. SUBUNITS**

- **Section 4. Affirmative Action and Intersectionality**

- Subunits shall have an affirmative action plan aimed at increasing diversity of participation at all levels of NOW. **District Board Members have the responsibility to train both their State organizations and Chapters about Intersectionality and further, advise, develop and assist them in implementing their own programs to make affirmative action and intersectionality a NOW priority.**

- **ARTICLE VII. THE NATIONAL BOARD**

- B. Action

- The Board **shall have the power to submit resolutions** ~~shall develop and plan NOW's action agenda and submit it to the National Conference for approval, shall implement conference resolutions, and~~ **develop tools, including intersectional analysis, for chapters to advance those resolutions through education and actions, local and national. The Board shall have the power to adopt emergency action resolutions between national conferences and shall report back to the next national conference for ratification.** ~~and facilitate national actions and the exchange of information.~~ **All Board members shall recruit new members, help to re-invigorate former members, inactive chapters, and fundraise for NOW. They shall assist new chapters as they organize, participate in actions in their Districts and network and exchange information with other feminist organizations. At all times, Board members must treat the Executives, staff, interns and each other with respect, kindness and feminist good will.**

ARTICLE VII. THE NATIONAL BOARD

Section 2 Duties and Powers

A. Administrative

The Board **shall exercise their fiduciary responsibility to the Organization. They shall support the Executive Committee and the National Action Center as the Executives perform their mandated duties.** ~~manage the affairs and control the funds and property of the organization; approve all appointments;~~ The Board shall adopt necessary ~~rules~~ **policies** ~~regulations~~, provided that none of the Board's actions shall conflict with or modify the actions or directives of the National Conference or be inconsistent with the purpose of the organization.

C. National Board members shall be responsible to present the concerns (including actions and programs) of the states and chapters within their **districts** ~~regions~~ to the National Board and to report National Board decisions to the states and chapters within their **districts** ~~regions~~. Further duties of National Board members within their **districts** ~~regions~~ ~~may~~ **shall** be defined by **these bylaws** and their **district's** ~~region's~~ bylaws and policies.

D. At the beginning of each Board term, each Board member shall declare their personal commitment to give or get contributions and/or NOW memberships, taking into consideration the Board member's resources, including contacts, geographic location, existing responsibilities and other relevant factors.

Article VII THE NATIONAL BOARD

Section 3. Meetings

~~The Board shall meet~~ **There shall be** at least **three regular meetings** times each calendar year at the call of the President. ~~or at the request of one-fourths of the Board members.~~ **Special meetings may be called by the President or 1/3 of the total Board membership. Meetings may be held in person or by webinar.** At least thirty days' notice shall be given for regular meetings of the Board. At least **fourteen** ~~seven~~-days' notice shall be given for special meetings.

Section 5. Procedures and Standards for Elections

A. Any NOW member who has been a member in good standing for at least two years immediately prior to the date of election **and have held an officer position in a chapter or state organization** shall be eligible to serve on the National Board. Board members must remain residents of the electoral district from which elected in order to remain on the Board.

2. **At least 60 days notice posted on the Member's Only section of the National NOW website must be given for National Board member elections.** ~~At least sixty days' notice in an every-member NOW publication must be given before elections for National Board members.~~

ARTICLE VII. THE NATIONAL BOARD con'd

Section 4. District Election of Board Members

B. Each electoral district shall have no fewer than two (2) members elected to the National Board. Any electoral district with a delegation that includes a person of color shall be entitled to three (3) members elected to the National Board. No more than one (1) National Board member shall be elected from any one state, **save for the person of color position, who can be from any state within the District.**

Article XIII RECALL AND REMOVAL

Section 2. Removals

After 7 days notice for an Executive Session hearing, the National Board, by two-thirds **vote of those members present and voting,** ~~its actual membership,~~ may remove any officer, Board member, chapter charter or **a member and their membership,** if the Board determines the actions in question are contrary to the purposes of NOW and injurious to the organization.

ARTICLE XIV. AMENDMENTS

Section 1. National Conference

These bylaws may be amended by a three-fifths vote at the national Conference, provided that:

- A. The amendment is proposed by either a majority vote of the National Board **or** 500 members, two state organizations, or fifty chapters **who submit their Amendment to the President.**
- B. The proposed amendment is submitted to the Board at least **90** ~~120~~ days in advance of the national Conference. ~~For publication in an every member NOW mailing.~~
- C. The existent bylaw plus the proposed amendment is published on the **Member's Only Section of the National NOW website** ~~in an every member NOW publication~~ at least **45** ~~60~~ days prior to the **Opening Session** ~~meeting~~ of the National Conference.

ARTICLE X FINANCE

Section 3. National Budget

The **Executive Committee, with the advice and counsel of the** Finance and Budget Committee, shall prepare a proposed line-item budget for the fiscal year by **December 1** ~~by October 1~~ of the prior year. The budget, ~~after having been published in a NOW leadership mailing,~~ shall be approved by a majority vote of the members of the Board present and voting at a meeting preceding the commencement of the fiscal year on January 1. After the budget is adopted, an abbreviated version will be available on the **Member's Only section of the National NOW website.** ~~an every member NOW publication.~~ Review and revision of the budget may occur at any regular or special meeting of the Board by a majority vote of those present and voting, with subsequent notification to the membership indicating a summary of the revision and current financial experience to date.

ARTICLE VIII. MEMBERSHIP MEETINGS

Section 1. National Conference

- B. The National Conference **via the resolution process is** ~~shall be~~ the supreme governing body of NOW.

Section 2. Voting Privileges

- A. Only members in good standing whose dues are received by the national organization or its appropriate subunits at least ninety (90) days prior to the Conference who are duly registered, **credentialed** and in attendance, shall be eligible to vote at the Conference. Each member in attendance shall have one vote.

ARTICLE IX. COMMITTEES

Section 1. Nominating Committee for the Election of Officers

A. Election. The members of the Nominating Committee shall be elected in their electoral districts. There shall be one member from each district. The committee shall designate the chair from among its members.

B. Duties. The Nominating Committee shall not endorse an individual officer ticket and each member shall maintain strict neutrality regarding all tickets. The Nominating Committee shall:

1. ~~Publicize and distribute in an every member NOW publication information~~ **Give notice on the Member's Only section of the NOW website** on the deadlines for submission of officer ticket information. These deadlines shall be set by the National Board.
2. Accept officer ticket nominations from members.
3. Determine each nominee meets the qualifications as described in these bylaws.
4. ~~Provide uniform information sheets to be submitted by the officer tickets.~~ **Prepare and approve a list of all qualified officer tickets and submit it to the NOW Elections Committee.**
5. ~~Assume responsibility for the distribution of information on all eligible officer tickets.~~
6. ~~Publish and distribute officer ticket information in an every member NOW publication at least thirty days before the Conference.~~

ARTICLE IX. COMMITTEES

Section 2. Standing Committees of the National Board

A. **Standing Committees of the National Board include but are not limited to:** ~~shall organize itself into committees so as to best accomplish its work. Committees may include but are not limited to:~~

~~1. Action and Programs~~

1. Audit

2. Finance and Budget

~~3. Membership~~

3. Structure and Process

B. The members of the standing committees shall serve **at the pleasure of the President.** ~~for the duration of the term of the administration under which they serve.~~

C. The standing committees shall report to the Board at regular intervals. ~~and to the membership at the annual Conference or through an every member NOW publication.~~

D. The President shall designate the members and the chair of each committee subject to the approval of the National Board.

E. **Standing committee members may be non-Board members, but all must be NOW members.** ~~The chair of a standing committee shall be any NOW member unless otherwise provided for in these bylaws.~~

~~F. The members of the standing committees shall be appointed by the Board.~~

G. The functions and duties of the standing committees shall be designated by the **President.** ~~Board.~~

ARTICLE IX. COMMITTEES

Section 3. Advisory Committee

There ~~may~~ **shall** be a National Advisory Committee appointed by the **President with the advice and consent of the** Board ~~which shall consist of a chair, appointed by the Board and of not more than~~ **eight (8)** ~~one hundred~~ NOW members who shall serve **at the pleasure of the President.** ~~two years.~~

The **Advisory Committee** ~~chair and members shall be a non-voting members of the Board. and shall serve for a term of two years, the completion of the term to be at the close of the National Conference in which the officer elections are held. odd numbered years. The Advisory Committee shall assist in the identification and cultivation of potential major donors to NOW. At the beginning of every Board term, each Advisory Committee member will declare their personal fundraising commitment for NOW, taking into consideration the Advisory Committee member's resources, including contracts, geographic location existing responsibilities and other relevant factors~~

ARTICLE IX. COMMITTEES

Section 4. Special Committees of the National Organization for Women

~~There shall be other committees which do not have the authority of the Board for management of the corporation, but which may advise the Board, officers, and membership at large, or may perform such other duties as the Board, National Conference, or President may wish to assign. This will include a permanent~~ **The President will appoint both a permanent Committee of Young Feminists** composed of NOW members aged **35** ~~30~~ and younger **and a Committee on Racial Justice, neither of which have a Board vote.**

Section 5. Committee to Implement Conference Resolutions

There shall be committees, including but not limited to the ERA, Reproductive Rights, Immigrant Rights and the Family Law Committee, to implement Conference resolutions. Such committees can be established and their membership and direction be determined by the National Conference, the President or the Board. Chairs of these committees, shall be appointed by the President with the advice and consent of the Board.

Section 6. Composition

A Committee or Task Force may allow participation by non-Board members, ~~in its activities, all positions of responsibility or decision making authority shall be held by current NOW members~~ **but all members of a Committee or Task Force must be current NOW members.**

ARTICLE VI. OFFICERS

ARTICLE VI. OFFICERS

The National Officers shall constitute the Executive Committee **and are mandated to exercise their fiduciary duty to the Organization and the membership. At all times they are responsible for the administration of the National Action Center and are tasked with drafting the Organization's yearly budget, with the advice and counsel of the Finance and Budget Committee.** The National Officers may delegate such duties as may be necessary to allow them to implement the performance of their office, but they may not delegate their responsibility.

Section 1. Titles and Duties

A. President. There shall be a President who shall be **compensated** ~~salari~~ed and shall be a voting member of the National Board. The President shall be the principal spokesperson and chief executive and financial officer of the organization, shall call the meetings of the Board, the Executive Committee, and the National Conference and shall preside at these meetings. **The President with the Executive Committee is tasked with the administration of the National Action Center and creating the Organization's budget, with the advice of the Finance and Budget Committee.** The President shall also serve as the Chair of the NOW PAC.

B. Vice President. There shall be a Vice President who shall be **compensated** ~~salari~~ed and shall be a voting member of the National Board. The Vice President shall preside at all meetings in the absence of the President, keep the minutes of the meetings of the Board, the Executive Committee and National Conference, be custodian of the records, and perform such other duties as may be delegated by the President and Board. For corporate purposes, the Vice President shall be designated Secretary/Treasurer. The Vice President shall serve as the Treasurer of the NOW PAC.

C. Upon a three-fifths (3/5) vote of the National Board at least 180 days before a national conference at which officers are elected, the Board may, after taking into account the organization's projected 4-year budget and other factors it deems relevant, establish one or more additional Vice President positions, which may be ~~salari~~ed **compensated** and which shall have the responsibilities and duties as determined by the Board.

Article VI, cont.

Section 3. Executive Committee

The Executive Committee shall be composed of the national officers. Where action is necessary between meetings of the Board, the Executive Committee may act on behalf of the Board, provided that the action is consistent with existing NOW policy. The Executive Committee shall report all of its **substantive** actions and decisions to the Board. A meeting of the Executive Committee shall be held only after adequate notice to all officers. The Executive Committee may meet by any means, such as a conference telephone call, which will allow the officers to confer as a body

Section 4. Nominations

Nominations for Officers' tickets shall be submitted to the Nominating Committee in writing at least 90 days before the election Conference. ~~provided that nothing in this shall be interpreted to require tickets for the election of national Board members in the electoral districts.~~ Each officer ticket submitted to the Committee must contain a nomination for every officer position. Nominations shall not be taken from the floor.

Section 5. Elections

A. One of the proposed officer tickets shall be elected by a **majority of the votes cast.** ~~the eligible members present, whose preferences are counted in the final tally at the National Conference.~~ If there are more than two officer tickets nominated preferential voting shall be used, and balloting shall be conducted according to the parliamentary authority prescribed in these bylaws. Specific election procedures shall be developed by the Election Committee and ratified by the National Board.

Section 6. Salaries and Fees

A. The Board shall set the **compensation** salaries of the paid officers for the next term, except that officers may not vote on matters of officers' **compensation** salaries.

B. All officers who receive honoraria as a result of their elected position shall remit to the NOW general fund one hundred percent of the said honoraria minus expenses.