

NOW Bylaws (with draft amendments to be approved in July 2019)

Revisions approved by National Board on March 2, 2019

ARTICLE I. NAME

The name of this national membership organization of women and men is “National Organization for Women, Inc.” (NOW).

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 III. MEMBERSHIP

Any person who subscribes to NOW’s purpose shall be eligible to become a member of NOW and upon payment of national dues shall be enrolled as a member, with all rights, privileges, and responsibilities thereof. All members of subunits of NOW must be members of the national organization. No person who subscribes to NOW’s purpose shall be excluded from membership, segregated, or otherwise discriminated against within the organization.

Article IV. SUBUNITS

Section 1. Chapters

A. Members residing or working in a given state, county, municipality, or a regional or metropolitan area shall be encouraged to form a chapter, or members may join or form virtual chapters that are not tied to a geographic district. A chapter shall consist of no fewer than ten members, formulate bylaws consistent with these bylaws, convene and operate for the stated purpose of NOW, and elect its officers. Chapters shall be chartered by the national organization upon meeting these requirements.

B. The policies and programs of each chapter shall be defined by its members so long as such policies and programs are not contrary to those enacted by the national bylaws, National Conference or National Board.

C. Membership in a chapter and voting privileges in the election of chapter officers shall be open to all NOW members who meet the chapter dues and length-of-membership requirements, if any; provided however that members may be voting members of only one chapter. All persons elected to leadership positions in the chapter must be members of NOW.

D. The local, grassroots chapters are the building blocks of NOW, serving as the focus of feminist action.

Section 2. States

A. Each state and the District of Columbia, Puerto Rico, the Virgin Islands, Guam, American Samoa, and the Trust Territory of the Pacific Islands (hereinafter referred to as a state) which does not now have an existing state organization may apply to convene a state organization with the approval of a majority of the chapters or members of that state. States shall be convened and chartered upon meeting requirements set by the National Board or National Conference. States must continue to meet such requirements to maintain their state status, subject to the removal of their state charters in accordance with the procedures set forth in Article XIII, Section 2. State organizations shall convene chapters within their state, with the exception of virtual chapters, which shall be convened with the authorization of a national officer. If a state organization fails to approve or disapprove a convening request within 60 days, the national organization may convene the chapter. State organizations may convene and support local networks or task forces within the state which are not independent entities.

B. The policies and programs of each state organization shall be defined by its members and chapters so long as such policies and programs are not contrary to those established by the national bylaws, National Conference or National Board.

C. Membership in state organizations and voting privileges in the election of state officers shall be open to all NOW members who meet the state dues and length-of-membership requirements, if any; provided however that members may be voting members of only one state organization. All persons elected to leadership positions in the state organization must be members of NOW.

D. In states without a state organization, that District's District Director, in consultation with that District's Board members, may appoint a State Coordinator/President to serve until elections are held, not to exceed one year.

Section 3. Electoral Districts

A. There shall be electoral districts, each of which shall elect National Board members (hereinafter referred to as Board members or, collectively, the Board or National Board).

B. Membership in an electoral district and voting privileges in the election of National Board members shall be open to all NOW members who meet the length-of-membership requirements set forth in Article VII, Section 5 hereof; provided however that members may be voting members of only one electoral district. National Board members from each electoral district shall be elected in accordance with Article VII, Section 5 hereof, and such other requirements as may be proposed by the National Board and adopted by the National Conference.

Section 4. Affirmative Action and Intersectionality

Subunits shall have an affirmative action plan aimed at increasing diversity of participation at all levels of NOW. Because intersectionality and affirmative action is a NOW priority, 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.

ARTICLE V. International Affiliates

The national organization may establish affiliates or may affiliate with existing organizations in other countries to promote feminism worldwide.

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. 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 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 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 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 compensated and which shall have the responsibilities and duties as determined by the Board.

Section 2. Qualifications and Terms of Office

A. All national officers shall have been members of NOW for at least four years immediately prior to election and shall have served at least one year as a chapter or state officer or National Board member. Each term of office shall be four years and shall begin 30 days following the election at the National Conference. Each officer shall serve no more than two consecutive terms.

B. In the case of officers elected to fill a vacancy under Article XII, their partial terms shall not be considered in determining the term limitation.

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 officer tickets shall be submitted to the Nominating Committee in writing at least 90 days before the election Conference. 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. 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. Post the deadline for submission of officer ticket information on the Members Only section of the National NOW website and send it to the Membership email list. The deadline for submitting officer ticket information 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. Prepare and approve a list of all qualified officer tickets and submit it to the NOW Elections Committee.

Section 6. Elections

One of the proposed officer tickets shall be elected by a majority of the votes cast. 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 National Elections Committee and ratified by the National Board.

Section 7. Compensation and Fees

A. The Board shall set the compensation of the paid officers for the next term, except that officers, and those planning to run to be an officer, may not vote on matters of officers' compensation.

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.

ARTICLE VII. THE NATIONAL BOARD

Section 1. Composition

The National Board shall be composed of the national officers and the Board members elected by members of the electoral districts.

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. The Board shall govern the affairs of the organization. The Board shall adopt necessary policies, 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.

B. Action

The Board shall have the power to submit resolutions 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. 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.

C. National Board members shall be responsible to present the concerns (including actions and programs) of the states and chapters within their districts to the National Board and to report National Board decisions to the states and chapters within their districts. Further duties of National Board members within their districts shall be defined by these bylaws.

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.

Section 3. Meetings

There shall be at least three regular meetings each calendar year at the call of the President. 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 days' notice shall be given for special meetings.

Section 4. District Election of Board Members

A. There shall be six electoral districts which shall be drawn every ten years, following publication of the U.S. Census information, by the National Board with the approval of the National Conference. The electoral districts shall have roughly equal numbers of NOW members and such other characteristics as the Board and Conference may approve. The first such districts shall be:

1. Pacific – Alaska, California, Hawaii, Oregon, Washington;
2. Western – Arizona, Colorado, Idaho, Montana, Nevada New Mexico, Oklahoma, Wyoming, Utah, Texas
3. Heartland – Illinois, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin;
4. Southern – Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, South Carolina, Tennessee;
5. Eastern – Delaware, District of Columbia, Indiana, Kentucky, Maryland, North Carolina, Ohio, Virginia, West Virginia;
6. Northern – Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont.

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.

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 has 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.

B. All National Board members shall be elected at district caucuses held during NOW's annual national conference in even-numbered years or at a district conference held in March, April or May of even-numbered years. All members of the electoral district in good standing whose dues are received by the national organization or its appropriate subunits at least ninety days prior to the national, district in-person, or online district conference and who are present may vote. Minimum procedures shall be:

1. The National Board members must be elected by a majority of the votes cast. Preferential or cumulative voting is permissible. In preferential voting, Board members must be elected by a majority of preferences counted in the final tally.
2. National Board Member elections shall be preceded by a sixty days notice posted on the Members Only section of the National NOW website, with notice sent to the membership email list.
3. Electronic voting in accordance with procedures adopted by the National Board and approved by the National Conference is permitted, provided that it must be conducted in a secure, affordable and accessible manner.
4. The procedure for nominating National Board members in the electoral districts shall be the same as that for nominating officers of the national organization. The State Coordinators in each electoral district or their designees shall serve as the nominating committee for that district.

5. Districts must notify the National Action Center no later than January 1 of an election year that the election will be held at a district conference. The State Coordinators and National Board members in each district who are not running for election or reelection shall select the site for a district election conference.

Section 6. Term of Office

A. National Board members elected in the electoral districts shall hold office for a term of two years or until their successors are elected.

B. Board members shall take office at the close of the National Conference in the year in which they are elected.

C. No Board members shall be eligible to serve more than two consecutive terms. In the case of Board members elected to fill a vacancy under Article XII, their partial term shall not be considered in determining the term limitation.

D. Any National Board member who is absent from three consecutive National Board meetings for which reimbursement is provided shall be automatically removed from the National Board without recourse to Article XIII, Section 2, Removals.

Section 7. District Directors

One National Board member from each electoral district may be designated by the district to serve as the District Director of the district.

ARTICLE VIII. MEMBERSHIP MEETINGS

Section 1. National Conference

A. There shall be an annual meeting of the membership (hereinafter referred to as the National Conference or the Conference) which shall rotate through the districts, with separate rotations for election and non-election conferences, and shall be held for the purpose of transacting the business of the organization.

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

C. The Conference shall be held in the months of June or July, and at such other times as the membership may decide by written petition of ten percent of the membership or a majority vote of the National Board. The Board shall fix the exact date and place of the National Conference and give at least sixty days' advance notice thereof posted on the Members Section of the National NOW website. It shall make arrangements for hotel and meeting place accommodations and determine the Conference agenda.

D. In the even-numbered years, the National Conference shall include a special issue or constituency summit in the event that NOW Foundation does not sponsor such a summit.

E. No membership meeting at any level of NOW shall require NOW members in good standing to pay a registration fee or any other fee in order to participate in the business events or activities of said meeting.

No distinction of any kind shall be drawn by the Conference or the Credentialing Committee between those able to pay fees over and above basic dues and those unable to pay such fees.

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 and who are duly registered, credentialed and in attendance shall be eligible to vote at the Conference. Each member in attendance shall have one vote.

B. Use of the unit rule is prohibited. There shall be no proxy voting.

C. A quorum shall be twenty-five percent of those members registered and eligible to vote and shall include one officer and two other National Board members.

Section 3. Participation in Conference

The National Conference shall be open to all NOW members, who shall be entitled to speak whether or not eligible to vote.

ARTICLE IX. COMMITTEES

Section 1. National Elections Committee

- A. The National Elections Committee will be appointed by the President with the advice and consent of the Board.
- B. The duties of the National Elections Committee will be to oversee the election of the National Officers and the National Board Members.

Election Procedures shall be published on the Members Only section of the National NOW website.

Section 2. Standing Committees of the National Board

A. Standing Committees of the National Board include but are not limited to:

- 1. Audit
- 2. Finance and Budget
- 3. Structure and Process

B. The members of the standing committees shall serve at the pleasure of the President.

C. The standing committees shall report to the Board at regular intervals.

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.

F. The functions and duties of the standing committees shall be designated by the President.

Section 3. Advisory Committee

There shall be a National Advisory Committee appointed by the President with the advice and consent of the Board of not more than eight (8) NOW members who shall serve at the pleasure of the President. The Advisory Committee shall be non-voting members of the Board.

Section 4. Special Committees of the National Organization for Women

The President will appoint both a permanent Committee of Young Feminists composed of NOW members aged 35 and younger and a Committee on Racial Justice.

Section 5. Committees to Implement Conference Resolutions

There shall be committees, which may include but are not limited to the Equal Rights Amendment, Reproductive Rights, LGBTQIA+ Rights, Immigrant Rights, Ending Violence Against Women, 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, but all members of a Committee or Task Force must be current NOW members.

ARTICLE X. FINANCE

Section 1. Fiscal Year

The fiscal year shall begin January 1 and end December 31.

Section 2. Dues

A. Annual dues shall be paid on the anniversary date of the day on which the member joined. The amount of dues shall be set by a two-thirds vote of the Board, which shall establish regular and hardship dues. Any member whose dues are in arrears for one hundred and eighty (180) days following the anniversary date on which the membership was first recorded in the national records shall be dropped from membership rolls one month after the mailing of a warning notice that the membership has become delinquent.

B. NOW members shall pay annual dues to National NOW, which shall be responsible for forwarding state and chapter portions (rebates) to the appropriate units. Rebates shall be sent at least monthly.

D. The membership of persons who remit national dues during a National Conference shall take effect upon adjournment of the Conference.

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 of the prior year. The budget shall be approved by a majority vote of the members of the Board attending 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 Members Only section of the National NOW website. Review and revision of the budget may occur at any regular or special meeting of the Board by a majority vote of those attending and voting, with subsequent notification to the membership indicating a summary of the revision and current financial experience to date.

Section 4. Audit

The results of every audit shall be available to the members upon request.

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 XII. VACANCIES

Section 1. President

In the event of a vacancy in the office of President, the Vice President shall immediately assume the office and duties of President.

Section 2. Other Officers

In the event of a vacancy in any other national office, the Board shall appoint any member of NOW who meets the criteria for elective office in the national organization. Officers so appointed shall take office within thirty days of the appointment.

Section 3. National Board Members Elected from the Electoral Districts

A. Vacancies in electoral district National Board positions shall be filled by any member of that district who meets the criteria for national office and is elected by a vote of two-thirds of the State Coordinators and the remaining Board member(s) of that district.

B. The existence of a vacancy shall be consistent with the provision of Article VII, Section 4, B.

ARTICLE XIII. RECALL AND REMOVAL

Section 1. Recall

A. National Board Members Elected in Districts.

A petition signed by ten percent of the membership of the district shall initiate the recall of a National Board member elected from that district. The petition shall designate either a Conference vote or a postal ballot as the method of recall. The National Board has the responsibility to carry out the mandate of the petition. In the case of a postal ballot, the voting procedures shall be in accordance with Robert's Rules of Order Newly Revised.

B. Officers

1. A petition signed by ten percent of the NOW membership from each district shall be necessary to initiate the recall of a national officer. Recall charges shall be filed with the Vice President. Time for collecting signatures shall be no more than 120 days from the date of posting of charges on the Members Section of the National NOW website. Petition signatures shall be filed with or mailed to the Vice President. Mailed petitions shall be postmarked no later than midnight of the 120th day.
2. Grounds for recall must be stated in writing and submitted to the Vice President. Stated grounds for recall must appear on each individual petition. Petitions shall be limited to no more than thirty signatures per page.
3. A petition containing the required number of signatures, after having been filed with the Vice President, shall be certified by the Vice President within fourteen calendar days. Both the officer subject to recall and the person(s) filing the signatures shall be notified in writing of the status of the recall petition by the Vice President within three days of the date of certification or failure thereof. The required number of signatures shall be determined by the total national membership at the time of the National Conference prior to the date of the filing of recall charges with the Vice President. After certification, recall notice must be posted on the Members Section of the National NOW website.
4. The original filing of charges and each petition shall designate a postal ballot as the method of recall so long as the recall vote shall be in accordance with the procedures for election. In case of a postal ballot, voting procedures shall be in accordance with Robert's Rules of Order Newly Revised. The National Board has the responsibility to carry out the mandate of the petition.
5. The postal ballot shall be mailed to all conference attendees of the prior national Conference. The recall vote shall be approved by an absolute majority of conference attendees. The time for conference attendees to return ballots shall be no more than seventeen calendar days.
6. Under no circumstances shall the time for recall extend beyond ninety days after the date the recall signatures have been certified by the Vice President.

Section 2. Removals

After 14 days notice of an executive session hearing that includes an opportunity for all parties to be heard, the National Board, by two-thirds vote of those members attending (by phone, electronically, or in person), 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/or injurious to the organization. Removal of an officer or a board member requires an in-person hearing.

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 200 members, two state organizations, or twenty-five chapters who submit their Amendment to the President, at least 90 days in advance of the National Conference.

B. The existent bylaw plus the proposed amendment is published on the Members Only Section of the National NOW website and notice sent to the membership email list at least 45 days prior to the Opening Session of the National Conference.

Section 2. Postal Ballot

These Bylaws may be amended by a referendum of postal ballots in which a majority of the valid returned ballots show approval of the change, provided that:

A. The amendment has been proposed by either a majority vote of the National Conference, the majority of the Board, 2,000 members, seventeen state organizations, or one hundred-fifty chapters.

B. At least sixty days before the mailing of the ballots, an announcement is posted on the Members Section of the National NOW website, including the existent bylaw, the proposed amendment, and pro and con arguments written by representatives of opposing sides.

C. The above announcement is repeated in the ballot mailing.

Section 3. Publication of Amendments

The National Board shall post on the Members Section of the National NOW website announcements of all amendments submitted to it within proper deadlines by proper bodies as defined in Sections 1 and 2 above.

ARTICLE XV. PARLIAMENTARY AUTHORITY

Except as herein provided, all proceedings of NOW shall be governed by Robert's Rules of Order Newly Revised.

ARTICLE XVI. INDEMNIFICATION

A National Board Member, Officer, or Employee who is a respondent in an administrative matter, a defendant in civil litigation, or a defendant in a criminal prosecution because of their status as a Director, Officer, or Employee shall be indemnified to the maximum extent allowed by Section 29-306.52 and Section 29-306.56 of the District of Columbia Code.

ARTICLE 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.

Section 2. Disposition of Assets

Upon the dissolution of the organization, the National Board shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all the assets in a manner appropriate to that purpose or to such organization or organizations as shall at the time qualify as devoted to the purpose of NOW.