

## Summary of Changes

Changes with rationale are listed from 1-22. They can be grouped into broad categories as listed below. Please recognize that some of the bigger changes such as the creation of the Board Chair necessitated amendments in many parts of the document and that all of these should be approved/disapproved as a group. Some, as the changes in the recall process may be contingent on approval of another set of amendments. Those relationships and contingencies are listed in this section.

### LEGEND

All changes are in **Red, underlined and bolded**. Words that are being deleted a ~~strikethrough~~ added. Below the changes, in a red box is the rationale for the change. The table below groups the changes. The rightmost column refers to the section(s) of the bylaws that need to be amended for that particular reason. In [x] is the change number.

### MAJOR CHANGES

<b>A</b>	<p><b>Creation of the position of Board Chair and inclusion as a member of the Executive Committee.</b></p> <p>The Board has a fiduciary responsibility to hold officers accountable and therefore needs the ability to set its own agenda, run its own meetings, etc. This change will facilitate Board autonomy from Elected Officers.</p>	<ul style="list-style-type: none"> <li>● Article VI, Section1, Subsection A [2]</li> <li>● Article VI, Section 3 [3]</li> <li>● Article VII, Section 2 (new) [6]</li> <li>● Article VII, Section 4 [9]</li> </ul>
<b>B</b>	<p><b>Responsibility for the Election Recall process shifted from just Vice-President to Executive Committee.</b></p> <p>Current Bylaws place all responsibility for an election bylaws process on the Vice President. It is important that this responsibility is shared by other individuals to ensure accountability and remove possible conflict of interest. Thus the responsibility was shifted to the entire Executive Committee</p>	<ul style="list-style-type: none"> <li>● Article XIII, Section 1, Subsection B [22]</li> </ul>

	including the newly created position of Board Chair. <i>If the Board Chair amendment does not pass, references to the Board Chair in this amendment will need to be removed.</i>	
<b>C</b>	<b>Removal of in-person attendance requirement for voting.</b> Increasingly there is an appetite to allow for meetings, the conference and voting to be conducted in a manner that is accessible to a greater portion of our membership. Attendance in person requirements for voting present a barrier for many and therefore it was removed.. .	<ul style="list-style-type: none"> <li>● Article VI, Section 5 [4]</li> <li>● Article VII, Section 6, Subsection B [12]</li> <li>● Article VIII, Section 2, Subsection A [16]</li> </ul>
<b>D</b>	<b>Inclusion of the values of NOW.</b> We want to emphasize that NOW values dignity and respect as the basis of all conduct within the organization. We need to send a strong message that bullying, harassment and threats will not be tolerated. In order to enable the Grievance Process to handle issues of bullying, harassment and threats, this needs to be in the bylaws.	<ul style="list-style-type: none"> <li>● Article III (1)</li> </ul>
<b>E</b>	<b>Clarification of nominating processes.</b> In several sections of the Bylaws there are references to Nominating Committees and processes. Too often though the process is unclear. These changes have been added to update and clarify nominating processes for Board and Officer elections. Also removes conflict between possible candidates and selection of Nominating Committee.	<ul style="list-style-type: none"> <li>● Article VI, Section 5, Subsection A [5]</li> <li>● Article VII, Section 6, Subsection B.4 [13]</li> </ul>
<b>F</b>	<b>Clean up of outdated language</b> References to State Coordinators, District Directors and District Bylaws that are not relevant anymore are taken out.	<ul style="list-style-type: none"> <li>● Article VII, Section 3, Subsection B.1 [8]</li> <li>● Article VII, Section 6, Subsection B.4,5 [13]</li> <li>● Article VII, Section 7 [15]</li> <li>● Article XII, Section 3, Subsection A [21]</li> </ul>

<b>G</b>	<p><b>Board member selection and inclusion of POC.</b>                  Current language made it sound like a district was being rewarded for having a person of color in their delegation. It was also unclear if a district had two elected members who were white, if they would be eligible to fill a vacancy with a third member who was a POC. Rephrasing takes away the ambiguity.</p>	<ul style="list-style-type: none"> <li>● Article VII, Section 5, Subsection B [10]</li> </ul>
<b>H</b>	<p><b>Needed to ensure compliance to other parts of the Bylaws.</b>                  Language added to ensure that fulfilment of vacancies adhere to original eligibility requirements.</p>	<ul style="list-style-type: none"> <li>● Article XII, Section 2 [20]</li> <li>● Article XII, Section 3, Subsection A [21]</li> </ul>
<b>I</b>	<p><b>Grammar corrections or language rephrasing.</b></p>	<ul style="list-style-type: none"> <li>● Article VII, Section 6, Subsection A [11]</li> <li>● Article VII, Section 7, Subsection C [14]</li> <li>● Article IX, Section 2, Subsection B [17]</li> <li>● Article IX, Section 2, Subsection E [18]</li> </ul>

**Minor changes that stand on their own.**

Board members cannot be in charge of recruitment.

Article VII, Section 3, Subsection B [7]

Makes allowance for emergency meetings to be held on short notice.

Article VII, Section 4 [9]

Words in title taken out because they are redundant.

Article IX, Section 4 [19]

Need to add language on how chairs of committees are appointed.

# Bylaws of the National Organization for Women

Revised 2021 with Amendments proposed by the National Board

## 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.

**Members shall conduct themselves with honesty, truthfulness and integrity in all interactions and treat others with dignity, respect, fairness and good faith at all times. In actions and in communications whether written or oral, members shall be inclusive, considerate, respectful, and kind to each other, leadership and staff. NOW shall not tolerate bullying, threats, harassment, or discrimination in any form.**

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| 1. | We want to emphasize that NOW values dignity and respect as the basis of all conduct within the organization. We need to send a strong message that bullying, harassment and threats will not be tolerated. In order to enable the Grievance Process to handle issues of bullying, harassment and threats, this needs to be in the bylaws. |
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## **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, the district Board members may appoint a State 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. Intersectionality, Diversity & Inclusion**

Because Affirmative Action and Intersectionality are NOW priorities, all levels of NOW shall have action plans to increase their Intersectional Diversity. National Board members have the responsibility to train the State organizations and Chapters in their district about Intersectionality and further advise, develop, and assist them in implementing their own programs.

A. Officers, Directors, Staff Duties. All levels of NOW, including all officers, directors, and staff shall embody and perform their duties using an intersectional analysis that exposes the coupling of power and difference and each shall have a duty to consistently educate, support, and empower intersectional feminist activists across social justice movements.

B. Education and Training. All levels of NOW, including all officers, directors, and staff shall demonstrate proficiency in using an intersectional framework and shall be further required to attend anti-bias training from a NOW Board approved list of providers which may include National Board Members as cited in Article IV. Section 4. Subsection A.

## 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 for approval by the National Board. The President shall also serve as the Chair of the NOW PAC.

2.	Article VII Section 2 creates the position of Board Chair and includes the Chair in the Executive Committee to facilitate Board autonomy from Elected Officers. Therefore the Board is able to exercise its fiduciary responsibility and hold officers accountable with the ability to run its own meetings, manage its agenda, etc.
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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 two years 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 appointed 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 **and the elected Board Chair**. 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 **and Board Chair**. The Executive Committee may meet by any means, such as a conference telephone call, which will allow the officers to confer as a body.

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| 3. | Article VII Section 2 creates the position of Board Chair and includes the Chair in the Executive Committee to facilitate Board autonomy from Elected Officers. Therefore the Board is able to exercise its fiduciary responsibility and hold officers accountable with the ability to run its own meetings, manage its agenda, etc. |
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## Section 4. Nominations

Nominations for officers' 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. Elections

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

4.	Changes made to allow National elections to be held via electronic voting.
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National Nominating Committee procedures are as follows:

A. Election. The members of the Nominating Committee shall be **appointed by the district representatives in each district with recommendation from chapter leaders and members in the district. Any member intending to run for office shall not participate in the selection of the nominating committee elected in their electoral districts.** There shall be one member from each district. The committee shall designate the chair from among its members.

5.	Members of the Nominating Committee are currently not elected - the language above reflects the current process. Additional language is to remove conflict between those seeking office and Nominating Committee.
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B. Duties. The Nominating Committee should 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 with notice sent to the member 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 to the NOW Elections Committee.

## Section 6. 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. Leadership

The District Board members shall elect a Chair and Vice Chair from among their membership at the first meeting following the National Board elections and the National Conference. The elected Chair will be a member of the Executive Committee. The Chair shall collaborate and work with the President and Vice President to call the meetings of the Board, the timing of board meetings, to set the agenda for the same and shall preside at these meetings. In the absence of the Chair, the Vice Chair shall assume these responsibilities. The term for Board Chair and Vice Chair shall be one year.

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| 6. | Article VII Section 2 creates the position of Board Chair and includes the Chair in the Executive Committee to facilitate Board autonomy from Elected Officers. Therefore the Board is able to exercise its fiduciary responsibility and hold officers accountable with the ability to run its own meetings, manage its agenda, etc. |
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### Section 3. 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 **assist chapter and state leaders** 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.

7.	Board members cannot be in charge of recruitment. They should work with leaders in the district to increase membership.
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1. 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 may be defined by their District's bylaws and policies.~~

8.	Not valid any more as Districts don't exist as entities and therefore do not and should not have bylaws.
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2. 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 4. Meetings

There shall be at least three regular meetings each calendar year at the call of the **President Board Chair**. Special meetings may be called by the **President Board Chair** or  $\frac{1}{4}$  of the total Board membership. Meetings may be held by phone, electronically, or in person. 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 **held in person. Special meetings not held in person may be called for emergency purposes with 4 days' (96 hours) notice.**

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| 9. | Article VII Section 2 creates the position of Board Chair and includes the Chair in the Executive Committee to facilitate Board autonomy from Elected Officers. Therefore the Board is able to exercise its fiduciary responsibility and hold officers accountable with the ability to run its own meetings, manage its agenda, etc.<br><br>Makes allowance for emergency meetings to be held on short notice. |
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## Section 5. 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) **and no more than three (3) members from 2 different states** elected to the National Board. **Any electoral**

~~district with a delegation that includes a person of color may have an additional member elected to the National Board from any state in the district. Every electoral district delegation must include at least one person of color. No more than one (1) National Board member shall be elected from any one state.~~

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| 10. | Current language made it sound like a district was being rewarded for having a person of color in their delegation. It was also unclear if a district had two elected members who were white, if they would be eligible to fill a vacancy with a third member who was a POC. Rephrasing takes away the ambiguity. Also as seen in recent elections, large states who have multiple members running have the potential to take away representation from other states who are running POC members. Therefore the geographic criteria was added in. |
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## Section 6. 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 elected or appointed position in a chapter, state, or the national organization shall be eligible to serve on the National Board. Board members must remain residents of the electoral district from which **they are** elected in order to remain on the Board.

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| 11. | Grammar correction. |
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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 **duly registered and credentialed present** may vote. Minimum procedures shall be:

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| 12. | Changes made to allow National elections to be held via electronic voting. |
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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-day notice posted on the Members Only section of the National NOW website and notice sent to the member 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 **Presidents Coordinators** in each electoral district or their designees shall serve as the nominating committee for that district. **State Presidents who are candidates for the National Board shall not serve on the nominating committee.**
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 **Presidents 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.

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| 13. | Remove Coordinator language.<br>Removes conflict between possible candidates and Nominating Committee. |
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## Section 7. 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 **complete** terms. In the case of Board members **elected appointed** to fill a vacancy under Article XII, their partial term shall not be considered in determining the term limitation.

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| 14. | Cleans language. |
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- 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.**

15.	There are no District Directors anymore.
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## **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 and the National Action Center shall fix the exact date and place of the National Conference and give at least sixty days' advance notice thereof by posting on the Members Only section of the National NOW website and with notice sent to the member email list. The National Action Center 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 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 **and** credentialed, ~~and in attendance~~ shall be eligible to vote at the Conference. Each member in attendance shall have one vote.

16.	Changes made to allow National elections to be held via electronic voting.
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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. 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 and notice sent to the member email list.

## 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 for the duration **of** their Board term.

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

D. The President shall designate 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. Non-Board Standing Committee members shall be appointed by the President with the approval of the NOW Board. They **shall can** serve until the end of the current President's term of office.

18.	Grammar correction.
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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~~

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. 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. **Chairs of these committees shall be appointed by the President with the advice and consent of the Board.**

19.	Words in title taken out because they are redundant.  Need to add language on how chairs of committees are appointed.
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## **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 NOW 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.

C. 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 and notice sent to the member email list. 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 **pursuant to Article VI. Section 2.** Officers so appointed shall take office within thirty days of the appointment.

20.	Ensures that fulfilment of vacancies adhere to original requirements.
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#### **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 Board **office as defined in Article VII Section 5, A** and is elected by a vote of two-thirds of the State **Presidents 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 5, B.

21.	Ensures that fulfilment of vacancies adhere to original requirements.  Removes State Coordinator language.
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## 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. The Recall Petition shall be filed with the ~~Executive Committee Vice President~~. Time for collecting signatures shall be no more than 120 days from the date of posting of the petition charges on the Members Only section of the National NOW website and notice sent to the member email list. Petition signatures shall be filed with or mailed to the ~~Executive Committee 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 ~~Executive Committee Vice President~~. Stated grounds for recall must appear on each individual petition before signatures are gathered. 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 ~~Executive Committee Vice President~~, shall be certified by the ~~Executive Committee 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 ~~National Board Chair 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

**Executive Committee Vice President**. After certification, recall notice must be posted on the Members Only section of the National NOW website and notice sent to the member email list.

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 attendees of the prior national Conference. The recall vote shall be approved by an absolute majority of those 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 **Executive Committee Vice President**.

22.	Recall process removes the Vice President as the sole person heading the recall process. There may be a conflict if the recall is against the Vice President, also there should be more than one person involved to allow accountability. Therefore the Vice President is replaced by the Executive Committee (President, Vice President and National Board Chair). Where action is required by an individual, that responsibility is now placed with the National Board Chair.
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## **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 a 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.

## **ARTICLE XIV. AMENDMENTS**

### **Section 1. National Conference**

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

- A. 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 existing bylaw plus the proposed amendment is published on the Members Only section of the National NOW website and notice sent to the member email list at least 60 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:

1. 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.
2. At least sixty days before the mailing of the ballots, an announcement is posted on the Members Only section of the National NOW website and notice sent to the member email list, including the existent bylaw, the proposed amendment, and pro and con arguments written by representatives of opposing sides.
3. The above announcement is repeated in the ballot mailing.

### **Section 3. Publication of Amendments**

The National Board shall post on the Members Only section of the National NOW website, and notice will be sent to the member email list, announcements of all amendments submitted to it within proper deadlines by proper bodies as defined in Sections 1 and 2 above.

## **ARTICLE XV. 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 XVI. 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.

## **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

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