



BYLAWS OF THE NATIONAL COALITION OF 100 BLACK WOMEN SUFFOLK COUNTY CHAPTER, INC.

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ARTICLE I. NAME

Section 1: Name

The name of this organization shall be “National Coalition of 100 Black Women, Suffolk County Chapter, Inc.” hereinafter referred to as “the Suffolk County Chapter” or “the Chapter.” The organization is an affiliate Chapter of the National Coalition of 100 Black Women, Incorporated (NCBW), and shall be governed by the National Bylaws, the Chapter’s Bylaws, and *Robert’s Rules of Order, Newly Revised*.

Section 1.1 Nonprofit Corporation

The Chapter is organized and operated as a nonprofit corporation under the provisions of the New York nonprofit Corporation Code. The chapter shall also be designated a non-profit 501 (c) (3) organization with the United States Internal Revenue Service.

The chapter shall adopt bylaws that are consistent with the bylaws of the National Coalition.

Section 1.2 Registered Office and Agent

The Chapter shall maintain a registered office in the State of New York and shall have a registered agent whose address is identical to the address of the registered office, in accordance with the requirements of applicable state law.

ARTICLE II. PURPOSE

The purpose of the Suffolk County Chapter shall be to promote the objectives and policies of the National Coalition of 100 Black Women, Incorporated (hereinafter referred to as “NCBW” or the “National Coalition”) which are:

1. To foster principles of equal rights and opportunities;
2. To promote the awareness of Black culture;
3. To develop the potential of the membership for effective leadership and participation in civic affairs;
4. To take action on specific issues of national and international importance; and
5. To collaborate with other persons and organizations to achieve mutual goals.

Notwithstanding any other provision of these Bylaws, the Chapter shall not engage in any activities not permitted to be carried out by an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE III. MEMBERSHIP

Section 1. Chapter Good Standing

In accordance with the National Coalition Bylaws, the Suffolk County Chapter is an incorporated non-profit entity that must maintain its tax-exempt status with the appropriate state and Federal entities. In order for the chapter to remain in good standing with the National Coalition it must:

1. maintain a minimum number of twenty-five (25) members in good standing each year;
2. submit reports in a timely manner to the National Office;
3. provide governance documents to the National Office;
4. submit chapter assessments and per member fees in a timely manner; and
5. have a representative at two (2) consecutive Leadership ,
6. or register and have a delegate vote at two (2) consecutive Biennial Conferences.

If they fail to do any of these items, they may be considered not in good standing upon the recommendation of the National Vice President of Membership and a vote of the National Board Of Directors.

Section 2. Eligibility

A. All members of the Chapter may be

1. Be women who reside or are employed in Suffolk County, Long Island, New York and who agree to act in accordance with the purposes of the National Coalition of 100 Black Women, Suffolk County Chapter, Inc.;
2. Demonstrate actual or potential leadership ability;
3. Reflect in their occupation and/or leadership endeavors the key sectors of the community;
4. Demonstrate available resources – time, constituencies and access to funding for NCBW programs;
5. Be an upstanding member of the community who has demonstrated dependability and effective community service.

B. New Members

1. New Members must be sponsored by at least one active member in good standing of the Chapter.
2. New members shall be considered upon recommendation by the Membership Committee, to the Board of Directors (BOD), and then to the membership for final approval.
3. Following the board's approval of the applicant's information, those applicants shall be presented to the general membership for approval.
4. All applicants shall be notified in writing of their approval or denial of membership within (15) calendar days of the general membership vote.
5. The membership committee shall and confirm with successful candidates the dates for orientation, installation, and any other obligations required for membership. All

requirements and obligations must be met by the designated dates in order to complete installation into the chapter.

6. Additional and specific information related to new members may be found in the Chapter's Policies & Procedures Manual.

Section 3. Classes of Membership.

The Chapter shall have two classes of membership: Regular & Associate. All classes of membership shall be subject to the National Coalition dues.

A. Regular Members

1. Each member shall be required to pay annual dues to the Chapter, and National organization, and are subject to all of the rules and regulations that govern memberships. Such dues shall be determined annually by the BOD and shall include the annual member fee to the National organization. Payment of dues is a criterion for being in "good standing;"
2. Additional criteria for status as a member in "good standing" shall be established by the BOD and set forth in the Chapter's Policies and Procedures Manual; and 3. Members in "good standing" shall be accorded the rights & privileges thereof.

B. Associate Members.

1. Defined as. Organizations and community leaders that support the purposes, goals and programs of NCBW may apply to be an Associate Member;
2. An Associate Member shall pay a fee determined annually by the BOD, and approved by the regular membership and it shall include the annual per member fee to the National Coalition;
3. Fees paid by the Associate Members shall be designated for the Chapter's Scholarship Fund, excluding National dues;
4. Notices of meetings shall be sent to Associate Members; however, their representative's attendance at regular meetings is not required. They shall not have voting rights and may not hold an elected or appointed office in the chapter.

Section 4. Members in Good Standing

A member in good standing may vote, hold office, sponsor prospective members, and enjoy all other privileges of membership in the chapter as specified in the membership status in Article III - Section

3. A member in good standing also:

- a. Pays membership dues for the new fiscal year by the designated date.
- b. Pays all assessments in the full amount by the due dates recommended and approved by the BOD.
- c. Actively participates in at least two (2) Committees. One being a Standing Committee.
- d. Misses no more than three (3) of the scheduled membership meetings.
- e. Adheres to the mission, vision, bylaws, and policies and procedures of the Chapter.
- f. Adheres to the Chapter Code of Conduct and Conflict of Interest Policies.

Section 5. Transfers of Membership

- A. Upon presentation of a letter from the Chapter President the member is transferring from, an individual who is a member in good standing of any chapter of the National Coalition and who takes up residence or is employed in Suffolk County may become a regular member of this chapter for the current fiscal year.
- B. Upon request for a transfer letter, an individual who is a member in good standing with the Suffolk County Chapter shall be permitted to transfer to an active Affiliated Chapter of NCBW through the issuance of a letter of good standing from the President.

Section 6. Discipline/Penalties

A member of the Chapter may be disciplined or have her membership terminated for cause. Cause shall include but is not limited to:

- 1. failure to attend the requisite general membership and committee meetings.
- 2. financial noncompliance.
- 3. failure to actively participate in chapter programs:
- 4. indictment or charges of a felony according to the applicable state laws.
- 5. any other reason or cause as alleged by the membership.
- 6. Such reasons and causes must be substantive and not nefarious or punitive for minor infractions.
- 7. Such reasons and causes must be documented and proven.
- 8. The member in question and subject to disciplinary action may be recommended for discipline or termination of membership by an adoption of a motion to do so by the Board. The vote required for adoption of such a motion is a two-thirds (2/3) vote of the Board.
- 9. The Board recommendation must be approved by the membership at a meeting called for that express purpose with proper notice to all members. The notice of meeting shall state:
 - a. The purpose of the meeting is for the discipline or removal of the member.
 - b. The place, date, and time of the meeting.
 - c. The description of charges or cause for discipline or removal.
- 10. The actions described above, (if not resolved) may be applicable to non-acceptance of members for cause during membership renewal at the beginning of each fiscal year.

Additional Criteria for discipline/penalties shall be established by the BOD and set forth in the Chapter's Policies & Procedures Manual.

Section 7. Conflicts of Interest

Each member shall receive a copy of the Chapter's Conflict of Interest Policy. Copies shall be provided at the time of initial membership for new members and as soon as possible for current members. A signed and dated copy of receipt shall remain on file in the Chapter's records.

Section 8. Code of Ethical Standards

All members must adhere to the chapter's Code of Ethical Standards. A copy shall be

provided to each member.

Section 9. Leave of Absence

Any regular member in good standing as defined in the Chapters Bylaws may submit a written request to the Chapter President for a leave of absence.

1. A leave of absence request may be made at any time during the fiscal year.
2. A leave of absence shall coincide with the Chapters fiscal year (October 1 to September 30).
3. The BOD shall have the authority to approve or deny the request.
4. In order to maintain her leave of absence status, a member shall pay any dues or fees so designated by the chapter.
5. Any request for an extension of a leave of absence shall be in writing to the Vice President of Membership with a copy to the President and may be granted or denied at the discretion of the BOD.
6. Members on a leave of absence are not eligible for any subsidies provided by the chapter.

Section 10. Resignation

1. Written notice of resignation shall be submitted by the resigning member at least thirty (30) days prior to the requested effective date of her resignation or as soon as possible in the case of unforeseen circumstances.
2. Said written notice shall be given to the Vice President of Membership with a copy to the President. Immediately after submitting notice of resignation, the resigning member shall return all Chapter materials in her possession that belong to the Chapter.
3. Resignations may not be refused. However, the Vice President of Membership may choose to have an outgoing discussion with the member.

Section 11. Member Color and Attire Requirements

The colors of NCBW shall be “Black” and “Gold”. For official and ceremonial events, i.e. special programs, installation ceremonies, funerals, and formal group photos, the attire shall be uninterrupted black clothing (suits or dresses), black shoes and white pearl jewelry. Chapter paraphernalia may include the colors Gold, Black, and White.

Section 12. Social Media Guidelines

Members shall not post pictures, language, or any other materials on individual or chapter Social Media accounts that diminishes the stature, reputation, credibility, or community standing, or members, chapters, or the national organization in any manner. This includes sharing and /or reusing information from other sites.

Section 13. Personal Conduct

Members are expected to conduct themselves, at all times, in a manner that does not diminish the stature, reputation, credibility, or community standing of its members., chapters, or the national organization.

Section 14. Policies and Procedures

All Articles included in these Bylaws shall be aligned with the Chapter’s Policies and Procedures with additional details and specificity. A copy of said Policies and Procedures

must be provided to all members.

ARTICLE IV. FINANCES

Section 1. Status.

This chapter shall be self-sustaining.

Section 2. Fiscal Year.

The fiscal year of this Chapter shall be the same as the National Coalition of 100 Black Women, Incorporated from October 1st to September 30th.

Section 3. Dues & Assessments

Dues. Each member shall pay annual chapter dues, adopted by the Chapter, which shall include the amount due and payable to the National Coalition of 100 Black Women, Inc. for the member's National dues. (National Dues are not prorated).

1. Dues are proposed each year by the BOD and approved by a two-thirds (2/3rds) vote of the membership.
2. All dues become payable by members from September 1st-30th.
3. Any dues received after September 30th will be considered late and a \$50 late fee will be assessed. No dues will be accepted after October 31st. For, all dues are due to National by November 1st. Membership will be denied or forfeited if dues are not received within this timeframe.
4. A payment plan for meeting the deadline referred to in Section C and may be found in the Policies & Procedures Manual.

Assessments. Each member shall pay any assessment adopted by the Chapter. By majority vote, the membership of the Chapter shall approve financial obligations that may include fundraisers and other activities. All members' financial obligations from the previous year must be met before her dues may be accepted for the current year.

Time. Dues and/or assessments shall be payable on or before the date established by the Chapter. Members whose dues and/or assessments are not paid in full within thirty (30) days of the established date shall be subject to disciplinary procedures as described in Article III, Section 6.

Section 4. Budget

All members shall receive a written copy of the annual budget adopted by the Chapter and a yearly report of all income and disbursements when appropriate.

Section 5. Dishonored Checks

A member will be charged an amount equal to the fee charged to the Chapter by the financial institution upon which it was drawn for any dishonored checks.

Section 6. Chapter Expenditures

All Chapter Expenditures must be paid by a check having two (2) authorized signatures; one of which must be the Chapter Treasurer. The Chapter Treasurer shall be bonded at the expense of the Chapter. All RFP's shall include an invoice, contract, agreement, or expense reimbursement form with original receipt. No payment shall be disbursed without the appropriate documentation.

Automatic payment for recurring monthly obligations is admissible. All automatic payments shall be approved by the Board by a two-third (2/3) vote.

Section 7. Audits

The Chapter shall have an external audit/review when signatories on the Chapter accounts are changed. Criteria for annual audits shall be established by the BOD and set forth in the Chapter's Policies & Procedures Manual.

Section 8. Information

Additional and specific information related to the Chapter's Finances may be found in the Chapter's Policies & Procedures Manual.

Section 9. Bonding

All officers who have fiduciary responsibilities shall be bonded at the expense of the Chapter.

Section 10. National Meeting Attendance and Funding

Chapter funding for national meetings shall be required for chapter presidents. Such funding for other officers or members should be dependent upon chapter funds and policies and procedures.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors (BOD) shall consist of the elected and appointed officers of the Chapter, four (4) Directors elected by the membership; and the Immediate Past President of the chapter.

Section 2. Quorum.

A quorum for the conducting of business shall be 40% of the voting members.

Section 3. Voting Privileges.

Each elected member of the BOD shall have one (1) vote. The appointed members shall not have a vote, as prescribed in Article V, Section 2. The decisions of the BOD shall be made by the majority of the voting members.

Section 4. Meetings.

The BOD shall hold a standing monthly meeting in each fiscal year, with the exception of July and August.

Section 5. Duties and Powers.

The BOD shall review and approve all programs, projects, and funding proposals submitted by members in good standing for submission to the membership for its approval. The BOD shall ratify

appointments made by the Chapter President, including special and ad hoc committee appointments.

Section 6. Vacancies.

Vacancies in office, except that of the President, upon notice of the vacancy, shall be filled at the next BOD meeting. The President shall submit a candidate's name to the BOD for approval to serve out the unexpired term. A majority vote of the BOD shall be sufficient to fill any vacant position for the remaining, unexpired term. Vacancies in office may exist when the following occurs: (1) death, resignation or removal of a director; (2) if the authorized number is increased, or (3) if the director fails to remain a member in good standing.

Section 7. Removal of a Director.

A member of the BOD may be removed from office with cause. Cause, shall include, but is not limited to: (1) failure to attend the requisite BOD & general membership meetings; (2) financial noncompliance; misfeasance or malfeasance of duties of office; or (3) other reasons or cause as alleged by the membership. The Director in question may be removed from office by adoption of a motion to do so. The vote required for adoption of such a motion is, (1) 2/3rds vote, (2) majority vote when previous notice has been given or (3) a vote of a majority of the entire membership. One form will suffice. In addition, a director who is subject to removal from the BOD may be removed by the members at a meeting called for that purpose. The notice of the meeting shall state: (1) the purpose of the meeting is for the removal of the director; (2) the place, date and time of the meeting and (3) the charges or cause for removal.

Section 8. Liabilities.

Members of the BOD shall not be personally responsible for the debts, liabilities, or other obligations of the Chapter. BOD liability and fiduciary bonding insurance will be obtained by the Chapter.

Section 9. Compensation.

No member of the BOD shall receive compensation for their services.

Section 10. Reimbursement of Expenses.

BOD and regular members may be reimbursed for approved expenses related to Chapter business.

Section 11. Duties of Elected Officers

The duties of the Elected Officers shall include the following unless otherwise designated by the President and approved by the BOD.

A. President. The President shall:

1. Be the chief operating officer of the Chapter and preside at all meetings of the chapter, and the BOD. She shall prepare an agenda for each meeting;
2. Appoint, with the approval of the BOD, the chairpersons and members of all Standing, Special & Ad Hoc Committees, except the Nominating committee or where otherwise noted;
3. Choose whether to appoint a parliamentarian, legal advisor, historian & chaplain;
4. Sign checks along with the Treasurer;

5. Approve and sign all contracts on behalf of the Chapter;
6. Approve all correspondence, press releases and reports, etc. submitted on behalf Chapter;
7. Be an *ex-officio* member of all committees, except the Nominating Committee. She may appoint Special or Ad Hoc committees with the approval of the BOD;
8. Be the spokesperson and representative of the Chapter, but may designate others to do so as necessary;
9. Approve all mailings and printed materials developed on behalf of the Chapter prior to their distribution;
10. Perform all duties deemed necessary by the BOD and as provided by the National Bylaws, Chapter Bylaws, and *Robert's Rules of Order, Newly Revised*.
11. Prepare a budget to enable the work of the President and submit it to the Second Vice President to be included in the Chapter's Annual budget for approval by the BOD and the membership;
12. Prepare an Annual Report for presentation at the Chapter's Annual Meeting;

Turn over to her successor all materials related to her office within thirty (30) days of leaving office.

B. First Vice-President of Programs. The First Vice-President of Programs shall:

1. Serve closely with the President and act in the President's capacity in her absence;
2. Be responsible for the Programs of the Chapter and activities of the Program Committee.
3. Coordinate the work of the Chapter and activities of the Program Committee and coordinate the work of the Public Policy/Legislative, Health, Education, and Economic committees.
4. Maintain a list of all committee chairs and members on the program committees under her purview;
5. Report on activities and committees under her purview at the BOD meetings;
6. Coordinate chapter programs with the National Program Committee for local programs to be synchronized;
7. Prepare, with the chairs of the Program subcommittees, an annual budget to enable the work of the committee, and submit it to the Second Vice-President for inclusion in the Chapter's annual budget for approval by the BOD and the membership;
8. Submit a written report of the activities of her office to the President to be included in her Annual Report;
9. Turn over to her successor all materials related to her office within thirty (30) days of leaving office.

C. Second Vice-President of Finance and Fund Development. The Second Vice-President of Finance and Fund Development shall:

1. Work closely with the President and serve in that capacity in the absence of the President and First Vice-President;

2. Be responsible for establishing the short- and long-term financial goals of the Chapter;
3. Serve as chair of the Finance Committee, consisting of the President, the Second Vice-president, Financial Secretary and Treasurer;
4. Establish relationships with potential sponsors, develop annual fundraising strategies to support the chapter programs, and initiate and oversee all grants in support of fundraising and program activities;
5. Oversee the preparation of the Chapter's Annual Budget, including within that budget the requests submitted by all officers and committees;
6. Prepare a budget to enable the work of the Second Vice-President and the Finance Committee for inclusion in the Chapter's Annual Budget for approval of the President, BOD and the membership;
7. Arrange for and oversee an official Audit of the Treasurer's Books. This may be an internal audit compiled by members of an Auditing Committee appointed by the President;
8. Turn over to her successor all materials related to her office within thirty (30) days of leaving office.

D. Third Vice-President of Membership and Chapter Development. The Third Vice-President of Membership and Chapter Development shall:

1. Work closely with the President and serve in that capacity in the absence of the President and the First and Second Vice-Presidents;
2. Be responsible for developing strategies and activities to energize the membership;
3. Oversee the activities of the Membership Committee; report on the status of the Membership at meetings of the BOD;
4. Keep attendance at each meeting, and provide the Recording Secretary with a copy of the attendance list;
5. Prepare an annual budget to enable the work of the Third Vice-President and the Membership Committee. The budget shall be submitted to the Second Vice-President for inclusion in the Chapter's Annual Budget for approval by the BOD and the membership;
6. Notify the membership when dues are to be paid; inform the Membership Chair when members are delinquent, and with the knowledge and approval of the BOD, follow up with delinquent members;
7. Submit a written report of the activities of her office to the President for inclusion in her Annual Report;
8. Turn over to her successor all materials related to her office within thirty (30) days of leaving office.

E. Recording Secretary. The Recording Secretary shall:

1. Be responsible for recording the minutes of all membership, BOD and any special meetings of the Chapter;

2. Keep official documents, the corporate seal, the business certificate, and other such pertinent materials safe and secure;
3. Send minutes to the President for approval prior to submitting them to the Corresponding Secretary for distribution to the membership via email or regular mail;
4. Receive from the Chairs of the Committees any minutes or reports from meetings that they have held;
5. Prepare a budget to enable the work of the Recording Secretary and submit to the Second Vice-President for inclusion in the Chapter's Annual Budget for approval by the BOD and the membership;
6. Prepare minutes of the membership meetings for inclusion and adoption at the next membership meeting. The Annual meeting minutes shall be read at the next regular meeting of the Chapter;
7. Turn over official records and materials to her successor within thirty (30) days of leaving office.

F. Corresponding Secretary. The Corresponding Secretary shall:

1. Act in the absence of the Recording Secretary;
2. Send notices of all regular and BOD meetings via email or U.S. mail to the membership and the BOD so that they are received at least one week in advance of the meeting;
3. Ensure that all members receive minutes prior to the Chapter meetings;
4. Send out flyers and invitations to events sponsored by the Chapter upon approval of the President;
5. Be responsible for collecting mail, and summarizing mail for Chapter meetings;
6. Turn over to her successor all stationery, stamps, and other materials related to the office within thirty (30) days of leaving office.

G. Treasurer. The Treasurer shall:

1. Have fiduciary responsibility for the funds of the Chapter;
2. Receive and deposit all Chapter funds in a bank approved by the BOD, keep a full and accurate account of the same, and inform the President of any returned checks or discrepancies in the monthly bank statement;
3. Receive funds from the Financial Secretary and make timely bank deposits. The Treasurer shall write and be one of the signers on checks for approved chapter expenditures. The Treasurer shall ensure the proper accounting, reporting, and filing of required tax and other reporting documents;
4. Be a voting member of the Finance Committee. The Treasurer shall be bonded at the expense of the Chapter;
5. Make disbursements in accordance with the approved budget and as approved by the membership and maintain an account of the Chapter's income, disbursements, books, and records, as required by the Bylaws;
6. Prepare a written report for each regular meeting of the Chapter;

7. Sign all checks issued by the Chapter along with the President;
8. Prepare the Chapter's Annual Operational budget in cooperation with the Second Vice-President and the Finance Committee;
9. Prepare the Annual Financial Report with the Finance Committee, to be included with the President's Report at the Annual Meeting;
10. Turn over to her successor all stationery, stamps, and other materials related to the office within sixty (60) days of leaving office.

H. Financial Secretary. The Financial Secretary shall:

1. Receive an accounting, and is the keeper, of all financial records of the Chapter;
2. Receive ALL funds remitted to the Chapter from any source and remit all funds received to the Treasurer and receive receipt for same;
3. Be a member of the Finance Committee;
4. Keep an accurate, itemized record of all monies paid by the membership, and received or disbursed by the Chapter;
5. Issue receipts for all monies received from Chapter members;
6. Submit all dues, fees, and assessments to the Treasurer and receive a receipt for the same;
7. Prepare and submit to the Third Vice-President a report of the membership to be shared with the members at each regular meeting of the Chapter;
8. Turn over to her successor all records and other materials related to the office within thirty (30) days of leaving office.

Section 12. Duties of Appointed Officers

1. The **Historian** shall keep a record of the Chapter's programs and activities and prepare display for review at the Annual Meeting. All information shall be stored.
2. The **Parliamentarian** shall, upon the request of the President, advise her on procedural matters, based upon the Chapter Bylaws, National Bylaws, and *Robert's Rules of Order, Newly Revised*.
3. The **Legal Counsel** shall advise the President of the Chapter on legal matters.
4. **Meetings.** The appointed officers shall attend all meetings at the direction of the President. They shall have no vote at BOD meetings. If they are regular members of the Chapter, they may vote at membership meetings.

Section 13. Elected and Appointed Officers

1. Elected Officers

1. **Elected Officers.** The elected officers of the Chapter shall consist of a President, First Vice-President of Programs; Second Vice-President of Finance & Development; Third Vice-president of Membership & Chapter Development, Treasurer, Financial Secretary, Recording Secretary, Corresponding Secretary and Nominations Committee Chair.

2. Directors. There shall be four (4) Directors who shall be elected by the membership. They shall attend all meetings, and they shall be qualified to make motions, participate in debate, and vote at all meetings of the BOD and at all membership events.

2. Appointed Officers/Positions

The appointed officers of the chapter may consist of the Historian, the Parliamentarian, Legal Counsel, and two Nominating Committee members each of whom shall be appointed by the President and approved by the BOD. They shall attend all meetings of the membership and the BOD but shall not have a vote on the BOD.

Section 3. Eligibility

A regular member must be in good standing for at least one (1) year in order to be eligible for elected office. Specific requirements are as follows:

Office	BOD/Committee Participation	Attended Leadership Conference/Biennial Conference
<i>President & First Vice-President</i>	Must have served in at least one elected position on the BOD.	Attended at least two (2) of the last three (3) Leadership Conferences and at least two (2) of the last three (3) Biennial Conferences immediately preceding her candidacy.
<i>Second or Third Vice-president</i>	Must have served in at least one elected position on the BOD.	Attended at least one (1) of the last two (2) Leadership Conferences & one (1) of the last two (2) Biennial Conferences immediately preceding her candidacy.
<i>Financial Secretary & Treasurer</i>	Must have served on a committee and have the skills necessary for the office.	Attended at least one (1) of the last two (2) Leadership Conferences or one (1) of the last two (2) Biennial Conferences immediately preceding her candidacy.
<i>Corresponding & Recording Secretary</i>	Must have served on a committee.	Attended at least one (1) of the last two (2) Leadership Conferences or one (1) of the last two (2) Biennial Conferences immediately preceding her candidacy.

<i>Directors</i>	Must have served on a Committee	Attended at least one (1) of the last two (2) Leadership Conferences or one (1) of the last two (2) Biennial Conferences immediately preceding her candidacy.
<i>Nominating Committee Chair</i>	Must have served as a Committee Chair and on the BOD.	Attended one (1) of the last two (2) Leadership Retreats or one (1) of the last two (2) Biennial Conferences immediately preceding her candidacy.

Section 14. Term of Office

1. Length of Term. Each officer elected by the membership shall serve a term of two (2) years or until her successor is elected. An officer may be elected for no more than two consecutive terms; a total of four (4) years.
2. Duties. The duties of the officers are set forth in Article VII, Section 1. They shall perform such other duties as the BOD may deem necessary. Directors shall be elected for a term of two (2) years. They may not be re-elected to the position.

Section 15. Vacancies

1. Vacancies in office, except that of the President, upon notice of the vacancy, shall be filled at the next BOD meeting. The President shall submit a candidate's name to the BOD for approval to serve the unexpired term. A majority vote of the BOD shall be sufficient to fill any vacant position for the remaining unexpired term.
2. If the President is unable to complete her elected term of office, the First Vice President shall succeed the Office of President, creating a vacancy in the office of First Vice President.

Section 16. Removal from Office

The criteria for removal from office shall be as stated in Article IX, Section 7. Any additional criteria shall be established by the BOD and set forth in the Chapter's Policies & Procedures Manual.

ARTICLE VI. NOMINATIONS

Section 1. Nominating Committee

The Nominating Committee shall be established and function continually.

The Nominating Committee should be no larger than (7) members including the chair. Chapter with less than (50) members shall elect three (3) members including the chair. Chapters with fifty to ninety-nine members shall elect (5) members. Chapters with 100 or more members shall elect seven (7) members including the chair. It shall consist of three (3) members including the chair elected by the membership at the annual meeting.

1. Eligibility. Immediately prior to nomination members must have been a chapter member for a minimum of (1) year and in good standing.

2. Term of Office. A member of the Committee shall serve one term of (2) years. No member of the Committee shall serve for more than two terms.
3. Vacancies. Any vacancy on the Nominating Committee shall be filled by the BOD.

1. Nominating Committee member who desires to run for an office, and meets the eligibility criteria for the office, may seek office, and may be nominated by the Committee; but, must first relinquish her position on the Nominating Committee prior to any of its deliberations.
2. Nominating Committee member may run for a second term on the Nominating Committee without relinquishing her position.
3. Additional criteria for removal from the Committee shall be established by the BOD and set forth in the Chapter's Policies and Procedures Manual.
4. Additional Information and specific information related to Nominations and Elections may be found in the most recent copy of the Chapter's Policies & Procedures Manual.

ARTICLE VII. ELECTIONS

Section 1. Officer and Nominating Committee Elections

1. Election of officers shall be held at the Chapter's Annual Meeting. Date of Annual Meeting will be established by President and approved BOD. Election shall be held every two years, in an odd year unless there is a vacancy.

Section 2. Election/Teller Committee

- a) There shall be a Tellers' Committee appointed by the Chapter President to conduct the election of officers and directors elected by the membership. The Tellers' Committee shall count the ballots cast for each position and report the final count to the chapter. The Tellers' Report shall be recorded in the minutes.
- b) Elections shall be by ballot except that when there is but one nominee for an office, the vote for that office may be by voice. A majority vote shall be necessary for election. Officers shall be elected at the Annual Meeting and will be installed as officers elect at the Annual Meeting.
- C. Each member shall have one vote. Only persons who have been nominated may be elected.
- c) All officers will be elected at the Annual Meeting.
- d) All officers-elect will assume their positions at the close of the fiscal year, which is September 30.

ARTICLE VIII. MEETINGS

Section 1. Membership and BOD Meetings

All meetings of the Membership and of the BOD shall be called by the President. In her absence, the First, Second, or Third Vice-President (in that order) shall call the meeting.

Section 2. Regular Meetings

Regular meetings of the membership shall be held at least seven (7) times a year, with one meeting designated as the Annual Meeting.

Section 3. Special Meetings.

Upon the request of five (5) members of the BOD, special meetings of the membership may be called upon a ten (10) days prior written notice by the President and Secretary. The agenda of any such meeting shall be stipulated and business shall be restricted thereto. The agenda, including time, date, and place, shall be mailed (or emailed) to the members not less than ten (10) days before the meeting.

Section 4. Quorum.

At any regular meeting of the Chapter, a quorum shall consist of at least 40% of the members in good standing in the Chapter. A majority vote of members present and voting shall be required for any action to be taken.

Section 5. Turnover Meeting.

There shall be a “turnover meeting” called by the current President within thirty (30) days of the last election, at which time the outgoing officers and directors shall turn over any necessary documents, booklets, letters, etc. to their incoming counterparts.

ARTICLE IX. COMMITTEES

Section 1. Standing & Ad Hoc Committees.

The President may establish, with the ratification of the BOD, such standing and ad hoc committees as it deems appropriate. The appointment of committees shall be as provided in Article V, Section 11 and Article IX, Section 2.

Section 2. Standing Committees. The Standing Committees of the Chapter shall be: Audit, Bylaws, Budget and Finance; Fund Development; Membership; Nominating; Policies & Procedures, Programs (Economic Empowerment, Health, Education and/or Mentoring, and Public Policy & Legislative; Protocol, Ethics The Chair and the members of the Standing Committees shall be appointed by the President and ratified by the BOD, except for the Nominating Committee, which is elected. The President is an *ex officio* member of all committees, except the Nominating Committee.

- A. **The Audit Committee** shall be appointed by the President, approved by the BOD and shall be responsible for conducting the Annual Audit of the Treasurer’s books, and at other such times as deemed appropriate by the BOD or the Finance Committee. A copy of the Annual Audit report and all other audit reports shall be signed and submitted to all members within sixty (60) days of its completion.
- B. **The Bylaws Committee** shall be responsible for soliciting, receiving, evaluating, and presenting amendment proposals received from chapter members. Proposed amendments shall be circulated to the membership by the corresponding secretary pursuant to Article XIII Amendments. The committee shall work to ensure that the Chapter Bylaws are in compliance with the National Bylaws. The committee shall stimulate interest, educate members, and encourage all members to become familiar with all NCBW governing documents.
- C. **The Budget and Finance Committee** shall consist of the President (ex-officio), the Second Vice President, the Financial Secretary and the Treasurer. The Committee shall develop and

submit an annual operating budget based upon the requests from the officers and standing committees. The budget shall be presented to the BOD before being presented to the membership for approval. The Committee shall oversee the auditing process as specified by the BOD.

- D. **The *Economic Empowerment Committee*** shall engage the membership to become knowledgeable of the magnitude of the African American woman's role in the economy and to understand comprehend how the financial status of the black woman is an indicator of the overall economic status of the black community.
- E. **The *Fund Development Committee*** shall be responsible for identifying and securing financial resources required for sustaining and/or growing chapter operations, programs, and implementing any National programs at the local level.
- F. **The *Membership Committee*** shall work in cooperation with the Third Vice President to prepare for the orientation of all new members and shall be responsible for the distribution of the membership brochure, collection of resumes, and other information.
- G. **The *Nominating Committee*** shall be responsible for identifying candidates to fill the elected positions of the Chapter. The Nominating Committee shall:
 - 1. Solicit nominations from the members, via a standard that will be sent to each member at least sixty (60) days prior to the annual meeting. Members have up to thirty (30) days prior to the election to submit names of nominees for officers and other elected positions;
 - 2. Meet at least thirty (30) days prior to the Annual Meeting to review names of those persons nominated and to determine their eligibility. The slate of candidates for office shall be presented at the Annual Meeting. Only those persons who have been members for at least one (1) year may be nominated for office;
 - 3. Prepare and distribute the slate to the members of the Chapter at least fourteen (14) days before the Annual Meeting where the election will be held. Only regular members who are in good standing and are eligible may be nominated for office. Members whose names are placed in nomination for office must agree to serve before their names are officially placed on the ballot and they must be present for the election. A process for absentee balloting shall be presented to the BOD by the Nominating Committee each year. There shall be no nominations from the floor. The Nominating Committee shall report the proposed slate to the Recording Secretary and the President immediately following the close of the Nominating Committee meeting.
- H. **The *Policies & Procedures Committee*** shall be responsible for the development and periodic review of the Chapter's operating policies and procedures, with duty to ensure consistency with the Chapter's Bylaws & National Bylaws, as applicable, and prepare proposed changes consistent with the chapter's needs. Such changes shall be presented to the BOD for approval and adoption.

- I. **The Program Committee** shall be responsible for designing and implementing the coordination of local programs and projects in conjunction with Health, Education Public Policy, Finance, and Economic Development subcommittees. The Program Committee shall plan, organize, and publicize programs to the public.
1. The *Economic Development Subcommittee* shall develop, coordinate, promote and explore ideas to support economic development, and research legislative issues related to economic development that impact Black Families.
 2. The *Health Subcommittee* shall identify the health needs of the community and suggest plans of action for any advocacy issues. Address health care disparities that impact African Americans. Develop written reports that shall be disseminated to the Chair of the Program Committee with a copy to the Chair of the Public Policy/Legislative Committee. They shall work closely with all standing committees.
 3. The *Education Subcommittee* shall identify education needs of the community and suggest plans of action for any advocacy issues, and shall research issues relating to education, and any inequality of educational opportunities from K- 12 and in Higher Education. Any written reports shall be given to the Chair of the Program Committee with a copy to the Chair of the Public Policy/Legislative Committee.
- J. **The Public Policy/Legislative Committee** shall review economic issues that affect Black families, such as employment, affordable housing, business development, financial empowerment, investments, wages and salaries and prioritize, and develop, strategies to address these issues. The Public Policy/Legislative Committee shall research legislative issues of local, state and national interest and draft resolutions to assist members to understand pertinent issues and advocacy strategies. This Committee will work closely with the Program Committee to present relevant issues for public awareness
- K. **The Ethics Committee**
The Ethics Committee shall be responsible for ensuring that NCBW – Suffolk County Chapter, Incorporated operates in accordance with standards of ethical and professional practices. The committee, at the direction of the President and in conjunction with the elected officers, assists with the enforcement of the organization’s governance. The committee hears complaints against members who are alleged to have violated the Code of Ethics, Policies and Procedures, and/or Bylaws, and is authorized to conduct adjudication.
- L. **The Protocol Committee**
The Protocol Committee shall establish procedures for the business meetings and events to ensure that the business of the organization is conducted orderly and productively. The Protocol Committee is also charged with ensuring proper seating at business meeting and on the dais including the creation and placement of tent cards for head table coordination

ARTICLE X. CONTRACTS, CHECKS, CARDS, DEPOSITS, AND GIFTS

Section 11.1 Contracts

Any and all contracts executed on behalf of the Chapter shall be reviewed by the President or her designee, signed by the President or her designee, and approved by the Board. Such approval may be granted in advance in specific situations such as major events with multiple on-going contracts and/or agreements. At the discretion of the President or her designee, and the Board, legal counsel may review the contracts.

Section 11.2 Checks, Drafts, Notes, etc.

All checks, drafts, notes, and other methods used for payment or indebtedness issued in the name of the Chapter shall be approved in writing by the President or responsible Vice President, recorded by the Treasurer, and signed by one of the two approved signatories.

Section 11.3 Credit and Debit Cards

All credit and/or debit cards used for payment of indebtedness in the name of the Chapter shall be approved by the President or responsible Vice President, recorded by the Treasurer, and signed by one of the two approved signatories. Approved RFP forms shall be used to document such payments.

Section 11.4 Deposits

The Financial Secretary shall receive and record all funds on behalf of the Chapter. Funds shall be deposited within five (5) business days of receipt in the banks, trust companies, or other depositories selected by the Board. Funds should be provided to the Treasurer for deposit. However, if the Financial Treasurer must make deposits, then the Financial Secretary shall provide the Treasurer with a copy of the deposit receipt with three (3) business days of making the deposit.

Section 11.5 Gifts

The Board may accept gifts on behalf of the Chapter. Any contribution, gift, bequest, or other device shall be used only for the general or specific purpose for which it is given.

Additional and specific information related to financial procedures, contracts, checks, cards, deposits, and gifts may be found in the Chapter's Policies and Procedures.

ARTICLE XII. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

The Chapter shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law, any member (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that she, or a person for whom she is the legal representative, is or was a director or officer of the Chapter or, while a director or officer of the Chapter, is or was serving at the request of the Chapter as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including

service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Chapter shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board. Any amendment, repeal or modification of this Section shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 2. Insurance

To the extent permitted by chapter's State Law, the Chapter shall purchase and maintain insurance on behalf of any person who is as an officer, employee, director, or agent, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust of another enterprise.

ARTICLE XII. BOOKS AND RECORDS

The Chapter shall keep complete books, records of all accounts and minutes and/or documentation of all Board, membership, and committee meetings, events, and programs. The Chapter shall keep a record of the names and addresses of its members at its registered or principal office

ARTICLE XIII. AMENDMENTS

Section 1.

The Chapter Bylaws may be amended by a 2/3 vote at any meeting of the Chapter provided notice of the proposed amendment(s) has been provided to the membership at the previous meeting, mailed or delivered electronically to each member in good standing at least thirty (30) days prior to the meeting at which the amendment(s) will be considered.

Section 2.

No article or section of the Chapter Bylaws shall be in conflict with the National Bylaws of the National Coalition of 100 Black Women, Incorporated.

Section 3.

If any amendment to the NCBW National Bylaws requires a corresponding amendment to the Chapter Bylaws or causes these Bylaws to be in conflict with the National Coalition Bylaws, the Chapter Bylaws shall be amended automatically to conform to the National Bylaws. The Bylaws of the National Coalition of 100 Black Women supersede all Chapter Bylaws.

Section 4.

The Chapter may amend its Articles of Incorporation in accordance with the Certificate of Amendment of Articles of Incorporation set by New York Secretary of State.

ARTICLE XIV. DISSOLUTION

In the event of the dissolution of the Suffolk County Chapter or disaffiliation by the National Coalition, all monies and other assets remaining, after payment of legitimate debts and in accordance with State law, shall be remitted to the National Coalition of 100 Black Women, Incorporated. No member of the Chapter shall receive any funds or property of the Chapter except on presentation of proper receipts for personal funds expended on behalf of the Chapter, and such payment may not be made unless the expenditure of personal funds had been authorized by the Chapter in advance.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order, Newly Revised* shall govern the business of this Chapter in all cases where they are applicable and they are not inconsistent with the Chapter's Bylaws, any special rules of order that the Chapter may adopt, or the National Bylaws of the National Coalition of 100 Black Women.

ARTICLE XVI. MANUAL OF POLICIES & PROCEDURES

A Manual of Policies and Procedures shall be developed by the Policies & Procedures Committee to provide standard operating procedures for the Chapter. Procedures may be changed by a majority vote of the members present and voting at a regular meeting of the organization.