



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

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10th Edition

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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 the current edition of *Robert’s Rules of Order, Newly Revised*.

Section 2. 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 3. 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 National Coalition of 100 Black Women, Suffolk County Chapter is a 501c (3) organization whose purpose is to promote the objectives and policies of the National Coalition of 100 Black Women, Inc. (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

Member Eligibility:

To be eligible for membership, she must:

1. Demonstrate actual or potential leadership ability.
2. Demonstrate access to resources for Chapter programs such as: time, constituencies, money, contacts, track record, and/or expertise.
3. Be of good character, have the capacity to engage in dependable, effective community, and advocacy work.
4. Include occupational/r professional experiences, which may be acquired from the following public/sectors of the community including, but not limited to:
 - (a) Government Agencies.
 - (b) Corporate Entities.
 - (c) Labor Organizations.
 - (d) Small Businesses.
 - (e) Lobby/special interest/political groups.
 - (f) Municipal, county, state, or federal legislative bodies.
 - (g) Municipal, state, or federal courts.
 - (h) Health Care Industry
 - (i) Elementary, secondary and college administrative/faculty.
 - (j) Appointed and elected commissions and board members.
 - (k) Civic Associations
 - (l) Community Service Organizations.

Section 1. Eligibility

A. All members of the Chapter may be

1. 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 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 2. Classes of Membership

The Chapter may have the following classes of membership with dues and assessment amounts established by the board and approved by the membership.

1. **Regular Member.** Regular Members must support the objectives, policies, and procedures of the Chapter and meet financial obligations established in these bylaws and approved by the membership. Regular Members in good standing shall have voting rights in the affairs of the Chapter and all benefits of membership.
2. **Associate Member.** Associate Members must support the objectives, policies, and procedures of the Chapter. New members may not join as an Associate member. To change membership status from Regular to Associate, a member must have been a Regular member in good standing for at least one (1) year and be approved by the Board. Associate members are not required to attend regular membership meetings or participate in Chapter activities. An Associate Member shall pay annual dues in an amount that exceeds regular membership dues by 100%. and be required to pay an annual assessment in an amount equal to 25% of the assessment required of Regular Members. Associate Members shall enjoy all benefits of membership, serve on committees, but may not vote or serve in any elected office.
3. **Emeritus Member.** Emeritus Members shall have met the chapter's age and membership requirements as designated in the policies and procedures. Emeritus members may participate and support the organization but shall not have voting privileges and are not eligible to hold any office. An Emeritus member may serve on a committee. A member must request Emeritus status in writing to the Vice President of Membership. A member in Emeritus Status must pay the NCBW National per member fee annually when all other chapter dues are payable and shall be included on the chapter membership roster. She shall be included in all local and national correspondence and invited to all chapter programs and events.

*Chapters may have other classes of membership, if deemed necessary.
The classifications of Member-at-Large and Honorary Member are reserved for National.*

Section 3. 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.
- g. Satisfactorily completes a background check.

If a regular member, in good standing, becomes ill or incapacitated for a period longer than three (3) months, upon providing documentation to the 3rd VP of Membership & Chapter Development, she shall be relieved of the requirements listed in (b), (c) and (d). This exception is applicable only for the fiscal year in which the leave occurs.

Section 4. 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.
- C. Following completion of the first full year after chartering, transfer members may apply for membership.

Section 5. 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.
 11. If the Chapter is not in compliance with established policies and procedures of the National Coalition or fails to adhere to its programs and goals, after a thirty (30) day written notice of noncompliance, the Chapter may be placed on probation by the National Board of Directors upon recommendation of the Chapter Development Committee.
 12. The Chapter may be placed on probation for a period not to exceed two (2) fiscal years (including the fiscal year in which noncompliance occurred) in order to correct its deficiencies. If the Chapter is not in compliance at the end of this probationary period, it may be disaffiliated by actions of the Board of Directors upon recommendation of the Chapter Development Committee.

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

Section 6. Appeals

A member may appeal a decision issued by the BOD by submitting to the Vice President of Membership, with a copy to the President, a written statement outlining the issue regarding the disciplinary penalty imposed.

1. The Vice President of Membership and the Membership Committee shall review the member's statement and make recommendations to the Board for a determination on the appeal
2. The Board shall schedule a meeting to meet confer with the member regarding all matters related to the appeal.
3. Members are not permitted to bring legal representation to any meeting regarding any appeal as such matters are internal. member shall have the right to have a member- advocate present at the appeal.

Section 7. Conflict 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. Changes to Membership Qualifications and Requirements

The 3rd VP of Membership and Chapter Development or a committee under her area of responsibility may recommend changes to the membership qualifications and requirements for each class of membership to the board for review and approval. Final approval is required by the general membership prior to implementation.

Section 12. 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 13. 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 14. 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 15. 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.

Section 16. 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.

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

The Board shall determine and present to the general membership for approval the amount of annual membership dues for each membership classification prior to the beginning of each fiscal year, if it changes. The amount of the membership dues shall include the amount due and payable to the National Coalition of 100 Black Women, Incorporated (NCBW) office for the chapter member's national per capita dues are not prorated.

1. All dues become payable by members from September 1st-30th.
2. 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.
3. 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 RFPs 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. General and Specific Powers

A Board of Directors ("Board or BOD") shall govern the affairs of the Chapter. The Board shall have at least 13 members but no more than 15 members.

1. The Board members, acting together in their capacity as a Board, shall:
 - (a) Manage the affairs of the Chapter.
 - (b) Determine Chapter policies and procedures, execute Chapter objectives, and manage all chapter funds.

- (c) Appoint agents and advisors to assist in determining policies and formulating programs that carry out the purposes of the Chapter.
 - (d) Employ staff as needed, upon pre-approval of the regular membership.
 - (e) Review criteria and procedures presented by the Nominating Committee for the electoral process.
 - (f) Exercise any other powers consistent with the Articles of Incorporation, these Bylaws or applicable state law.
2. The composition of the Board of Directors (BOD) shall consist of President, 1st Vice President-Programs, 2nd Vice President-Finance and Fund Development, 3rd Vice President-Membership and Chapter Development, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, Chair of the Nominating Committee, four (4) Directors, and the Immediate Past President of the chapter and the Chapter's First President.
 3. The Board shall not authorize any part of the net earnings or capital of the Chapter to the benefit of any member, Director, Officer, or other private person, individual or organization.

Section 2. Board Members

The Board shall be composed of elected and appointed officers and/or directors:

1. Up to 15 Officers elected by the members of the Chapter, and the Nominating Committee Chair.
2. The Immediate Past President.
3. Directors are elected, appointed by the President, and approved by the Board are the Parliamentarian, Chaplain, Legal Counsel & Historian. The appointed members shall serve on the Board without voting privileges.
4. Directors elected by the membership. Elected directors shall have voting privileges and be assigned specific responsibilities as identified in the bylaws.
5. Committee Chairs may participate on a chapter's Board of Directors as needed and when called by the President.
6. Such Committee Chairs shall not be voting members of the Board.

Section 3. Immediate Past President

The immediate past president shall serve as a member of the Board. Her term shall run concurrently with the term of her successor. She shall serve with voting rights.

Section 4. Officer Eligibility

1. Regular Members.

Regular members in good standing for a period applicable to the position, have professional, community or academic leadership experience that has been reviewed and approved by the Nominating Committee, and approved by the Board, shall be eligible for nomination for an officer position. Officers elected by the regular membership shall serve on the Board and enjoy full voting privileges by virtue of their elected position. Regular members, appointed to the Board, may vote in the affairs of the Chapter or Board if so, specified in these bylaws.

2. Associate Members.

Associate members are not eligible to serve in elected or appointed board positions.

3. Other Member Classifications.

Other membership classifications are not eligible to serve in elected or appointed board positions.

Section 5. 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 6. Board Members Accountability

The Board and individual Directors represent the membership of the Chapter and are directly accountable to the membership. Every Officer, Director, and Member of the Board shall exercise the powers and discharge the duties of her office honestly, in good faith, in the best interest of the Chapter, and shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances.

Section 7. 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 an eligible 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 8. Remuneration of Directors

Directors may not receive remuneration for acting in their capacity as Directors.

Section 9. Removal of a Member of the Board of Directors

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 officer 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, an officer 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 10. 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 11. Compensation

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

Section 12. Reimbursement of Expenses

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

Section 13. Election Eligibility

Regular members in good standing for a period specified below by position shall be eligible for nomination and election to an officer position as specified by the position.

1. Immediately prior to her nomination, candidates for the offices of President and First Vice President must have:
 - a. been a member in good standing for at least two (2) consecutive years,
 - b. served as an officer,
 - c. attended at least two (2) of the last three (3) National Biennials,
 - d. attended at least two (2) of the last three (3) National Leadership Conferences,
 - e. lead a chapter committee in the planning of at least one (1) Chapter event or served on a national committee, and
 - f. attended the Chapter's Leadership Retreat/Training.

2. Immediately prior to Nomination, candidates for the offices of Second and Third Vice President must have:
 - a. been a member in good standing for at least two (2) consecutive years,
 - b. served as an officer,
 - c. attended at least one (1) of the last two (2) National Biennials,
 - d. attended at least one (1) of the last two (2) National Leadership Conferences,
 - e. lead a chapter committee in the planning of at least one (1) Chapter event or served on a national committee, and
 - f. attended the Chapter's Leadership Retreat/Training.

3. Immediately prior to Nomination, candidates for the offices of Treasurer, Financial Secretary, Recording Secretary, and Correspondence Secretary must have:
 - a. been a member in good standing for at least two (2) consecutive year,
 - b. attended at least one (1) of the last two (2) National NCBW Biennials, or
 - c. attended at least one (1) of the last two (2) National NCBW Leadership Conferences,
 - d. served effectively on a chapter committee, and
 - e. attended the Chapter's Leadership Retreat/Training.

4. Immediately prior to Nomination, candidates for Nominating Committee Chair must have been:
 - a. a member in good standing for at least two (2) consecutive year,
 - b. attended at least one (1) of the last two (2) National NCBW Biennials,
 - c. attended at least one (1) of the last two (2) National NCBW Leadership Conferences,
 - d. served effectively on a chapter committee, and
 - e. attended the Chapter's Leadership Retreat/Training.

Candidates for all offices must meet criteria stated above. The Nominating Committee shall review and approve the credentials of all members nominated for an Officer position prior to an election.

Additional and specific eligibility criteria may be included in the Chapter's Policies and Procedures Manual.

Section 14. 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.
13. 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.

- I. **Nominating Committee Chair. The Nominating Committee Chair shall:**
1. Chair, manage, and coordinate all activities of the Nominating committee.
 2. Ensure eligible chapter members are identified for all open chapter positions.
 3. Submit slate of eligible members for the election.
 4. Attend national meetings.
- J. **Directors. The Directors following are** suggested Director Responsibilities. Directors are NOT to run these areas, but to oversee them and help where needed. Director's roles are not limited to the following.
1. **Special Events:**
 - a. Create/structure/outline what all events and programs should have to remain in-line with Chapter protocols.
 - b. Oversee Annual Meeting
 - c. Oversee Membership Retreat
 - d. Oversee BOD Retreat
 - e. Assure that all paperwork including finance, budgets, pictures done for each event
 - f. Assure that All program documents for Standard report completed
 2. **Training:**
 - a. Assure that a calendar of events is done.
 - b. Oversee Training programs set up by Chapter Development and Membership committees.
 - c. Track member participation (follow up attendance).
 - d. Track certificates for training done.
 3. **Technology:**
 - a. Oversee all forms of Technology and social media.
 - b. Assure that the Website is updated.
 - c. Assure that a member of tech team is involved in any Tech training event put on by the Training team.
 - d. Ensure that a template has been set up for use by chapter for events.
 4. **Special Committees:**
 - a. Assure that any updates or changes made by National and/or Suffolk Chapter be implemented.
 - b. Main committees to oversee—Protocol/P&P/Ethics/By-Laws

Section 15. 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 current edition of *Robert's Rules of Order, Newly Revised*.
3. The **Chaplain** shall pray for and keep the chapter in prayer.

4. The **Legal Counsel** will advise the president in all legal matters.
5. **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 16. Elected and Appointed Officers

1. Elected Officers

- A. **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, Recording Secretary, Corresponding Secretary Treasurer, Financial Secretary, and Nominating Committee Chair.
- B. **Directors.** There shall be four (4) Directors who shall be elected by the membership. The names of the Directors positions will be Special Events, Training, Technology, and Special Committees. 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.
- C. **Appointed Officers/Positions.**
The appointed officers of the chapter may consist of the Historian, the Parliamentarian, Chaplain and Legal Counsel. They shall attend all meetings of the membership and the BOD but shall not have a vote on the BOD.

Section 17. 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 V, Section 14. 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 18. 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 an eligible 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 19. Removal from Office

The criteria for removal from office shall be as stated in Article V Section 9. 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

A Nominating Committee shall be elected to manage the chapter's nominations process and shall function continually to fill vacancies as required. The Nominating Committee shall consist of members elected by the membership. Elected members shall include a Nominating Committee Chair. The Chair shall serve as a voting member of the Board of Directors.

1. 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.
2. Immediately prior to nomination members must have been a chapter member for a minimum of (1) year and in good standing.
3. A member of the Committee shall serve one term of (2) years.
4. No member of the Committee shall serve for more than two terms.
5. The Nominating Chair must contact the nominating committee members within thirty (30) days following their election to discuss the committee's duties.
6. Any vacancy on the Nominating Committee shall be filled by the BOD.
7. The Nominating Committee shall begin the process of identifying eligible members and soliciting nominations for all open positions at least sixty (60) days prior to the election.
8. A majority of the committee members present shall constitute a quorum at any meeting. 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. Nominating Committee member may run for a second term on the Nominating Committee without relinquishing her position.
9. The Chapter president is not an ex officio member of the Nominating Committee. The Nominating Committee Chair shall keep the President apprised of all committee plans and share information that will impact agendas, keeping members abreast prior to a slate being submitted.
10. The Chapter President shall appoint chapter members to manage the duties of the Election and Teller Committees, including conducting the election and counting ballots.
11. Additional requirements for the nominating committee and the nominations process shall be included in the Chapter's policy and procedures.

Section 2. Identifying Candidates for Nominations

1. The Nominating Committee may identify candidates to fill the leadership needs of the organization before soliciting recommendations for nomination from the floor or other means.
2. The Nominating Committee shall notify all chapter members via email about upcoming elections and open positions at least sixty (60) days prior to a regular election.
3. Nominations may be made from the floor when the Nomination Committee present the slate.
4. The Nominating Committee must verify the candidate's eligibility of all candidates from the floor.
5. The Nominating Committee shall develop Nominating Forms to include at a minimum (1) nominating form, (2) nominee consent form, and (3) nominee background/eligibility form to be used in the Nominating process.

6. No Nominations shall be accepted without a signed consent form from the nominee.
7. Should one (1) of the nominees withdraw before the election, the Nominating Committee should immediately reconvene and agree upon another nomination if there is time. Should the position of an elected officer be vacated, the Nominating Committee will reconvene to fill such vacancy by following chapter bylaws.

Section 3. Notification of Nominees to Chapter

1. The Nominating Committee shall submit a Final Report of all eligible nominated candidates (Slate and Background Information) to the Board no later than twenty-one (21) days prior to the election.
2. The Nominating Committee shall submit a Final Report of all eligible nominated candidates (Slate and Background Information) to the members no later than fourteen (14) days prior to the election.

Section 4. Nomination Methods

Nominations may occur in three (3) methods: Self-Nomination, Nomination by another member, and Nomination by the Nominating Committee.

Section 5. Vacancies from the Committee

If a vacancy occurs on the Nominating Committee the Chapter, the Chapter President appoints a member who is in good standing and is eligible to fill the vacancy as is ratified by the Chapter Board of Directors. The Nominating Committee Chair shall have a list of members eligible to run for office.

Section 6. Running from the Floor

Nominating Chairs should have a list of eligible members to run for office to expedite the verification of those running from the floor. If running from the floor, each candidate must submit the same documents as slated members and meet the same eligibility requirements.

Section 7. Removal from the Committee

A removal in the Nominating Committee shall be filled in accordance with above prescribed methods of the BOD.

ARTICLE VII. ELECTIONS

Section 1. Officer and Nominating Committee Elections

Election of officers shall be held at the Chapter's Annual Meeting. Date of Annual Meeting will be established by President and approved by the BOD. Elections shall be held every two years, in an odd year unless there is a vacancy and shall be by secret ballot, or voice vote in the case of only one nominee in that office and can be executed via an electronic elections' method. Special elections are conducted, as needed.

Section 2. Election and Teller Committee

- a. The President appoints and Election and Tellers' Committee 10 days prior to the election.
- b. The Elections Committee shall prepare the ballot, distribute the ballots, collect the ballots.
- c. The Tellers' Report shall count the ballots cast for each position and report the final count to the chapter to the Chapter President and Recording Secretary to be recorded in the minutes.

- d. 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.
- e. Each member shall have one vote. Only persons who have been nominated may be elected.
- f. All officers will be elected at the Annual Meeting.

Section 3. Required Presence of Nominee

All Nominees must be present to be included in an election. Members shall be directed that candidates not present are not valid candidates and any votes for that candidate shall not be counted. That includes elections conducted electronically or via video.

Section 4. Proxy Vote and Absentee Ballot

Members shall not cast their votes in an election by proxy or absentee ballot. Members shall be in attendance to cast a vote in any chapter election. That includes elections conducted electronically or via video.

Section 5. Final Election Report

The Tellers Committee shall deliver the final written report of the election to the President and Recording Secretary, no later than forty-eight (48) hours after the election.

Section 6. Disputes

Election disputes must be made immediately following the election and submitted, in writing, to the Election Committee in writing within twenty-four (24) hours of the elections. If no such disputes are received, the election results stand.

Section 7. Effective Date of Duties

Newly elected officers shall assume their offices on October 1 of the fiscal year following the election or immediately in the event of a special election. (Clarification on special elections)
Additional and specific information related to elections may be found in the Chapter's Policies and Procedures.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Board of Directors Meetings

The BOD shall hold a standing monthly meeting in each fiscal year, except for the month of July. These meetings may be held in person at the chapters' designated meeting location, via phone teleconference or videoconferencing technology. The BOD may change the location and method of meetings, only, if necessary, with prior notice to all members.

Section 2. Transition Meeting

There shall be a Transition Meeting called by the current President within thirty (30) days of the last election, at which time the outgoing officers, elected and appointed, chairs and directors shall turn over any necessary documents, booklets, letters, etc. to their incoming counterparts. The Transition Meeting's purpose is to delegate responsibilities to newly elected officers, providing information on

current, pending, and proposed projects, turning corporate books over to the newly elected officers, and other information relevant to each specific position. The board may determine the exact location and time of the meetings. Transition meetings shall be conducted in accordance with written national guidelines available on the national website.

Section 3. Special Meetings

The President or a majority of the Board, may call special meetings, as necessary. Proper notice including the agenda of any such meeting shall be stipulated and business shall be restricted thereto. The agenda, including time, date, and place, shall be shared with the members not less than three (3) days before the meeting.

Section 4. Quorum

The presence of 7 of the voting members of the Board at a meeting shall constitute a quorum for the transaction of business. Until such a quorum is present, a Board meeting may not be called to order. Once a quorum is present, the members present may begin to conduct or continue the business at the meeting. When a quorum is present, the acts of a majority of the members in attendance shall be the acts of the Board unless the question is one upon which, by express provision of these bylaws, a greater number of affirmative votes is required, in which case such express provisions shall govern the decision of such question. When the board members present fall below the quorum, the meeting must end, and the board may only set the time of another meeting and/or adjournment.

Section 5. Action by Written Consent

Any action of the Board may be taken without a meeting, provided that prior written notice of such action is provided to all Board members at least one day before such action is taken, if either:

1. a written consent of a majority of the members on the Board approves, or
2. a written consent constituting all the members on the Board shall approve such action.

All information shall be transmitted to all Board Members to ensure the same level of information, exchange of ideas, comments, and interaction that would occur during a regular meeting. Decisions made via written consent must be transmitted to all board members. Written consent shall have the same force and effect as a vote at a meeting where a quorum was present. Actions by written consent shall be documented and included in the minutes of the next regular board meeting.

Section 6. Actions of Board Members through Electronic or Video Transmission

Any action required by statute to be taken at a Board meeting, may, if necessary, be handled via electronic or video methods. Any actions, discussions, motions, and/or votes handled via electronic, or video methods shall be transmitted to all Board members to ensure the same level of information, exchange of ideas, comments, and interaction that would occur during an in- person meeting. Final decisions made via electronic, or video methods must be transmitted to all board members. Votes and decisions transmitted via electronic and video methods shall have the same force and effect as a vote at an in-person meeting where a quorum was present. Actions by electronic and video methods shall be documented and included in the minutes of the board meeting.

Additional guidelines may be found in the Policies and Procedures.

ARTICLE IX. MEETINGS OF MEMBERS

Section 1. Annual and General Membership Meetings

The Chapter shall hold an annual meeting of its members during a month near the end or beginning of the fiscal year. The chapter shall hold General Membership meetings monthly in each fiscal year, except for July and August. The Board may determine the exact location and time of the meetings.

Section 2. Meeting Sites

The members shall meet at the Chapter's designated meeting location. The Board may change the location and method of meetings, only, if necessary, with prior notice to all members.

Section 3. Special Meetings

The President, the majority of the Board, or the general membership with a written petition of not less than 25% of the membership may call special meetings, as necessary. Proper notice must be given, and it shall include the agenda, time, place, and date.

Section 4. Notice and Agenda

The Correspondence Secretary shall give notice of any general membership meeting at least five (5) business days in advance of the meeting. The notice shall include the date, time, place, agenda, and general nature of business for the meeting. Notice may be given by U. S. mail, electronic mail, or telephone.

Section 5. Quorum

At any regular meeting of the Chapter, a quorum shall consist of at least 20 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 6. Actions of Members through Electronic or Video Transmission

Any action required taken at a Membership meeting, may, if necessary, be handled via electronic or video methods. Any actions, discussions, motions, and/or votes handled via electronic, or video methods shall be transmitted to all members to ensure the same level of information, exchange of ideas, comments, and interaction that would occur during an in- person meeting. Final decisions made via electronic, or video methods must be transmitted to all members. Votes and decisions transmitted via electronic and video methods shall have the same force and effect as a vote at an in-person meeting where a quorum was present. Actions by electronic and video methods shall be documented and included in the minutes of the Membership meeting.

ARTICLE X. COMMITTEES

Section 1. Standing and Ad Hoc Committees

The Chapter may establish such Standing and Ad Hoc committees as it deems appropriate. At a minimum, the committees identified in these bylaws shall be established. The appointment of committees shall be as provided in Article V, Section 14 and Article X, Section 5.

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 and Development Subcommittee, Health Subcommittee, Education Subcommittee), Public Policy & Advocacy, Protocol, Ethics, Scholarship, Member Leadership Development, Website, Mentorship, Scholarship, and Hospitality. 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 *Scholarship Committee*** shall engage the membership to inform the community of the scholarships available for graduating high school seniors. In the future the Chapter can discuss extending this to college freshmen if the funds are available. The committee shall seek ways to obtain monies for the scholarships outside of the Chapter's Signature Events. The committee will send out applications to area high schools and organizations that educate/mentor high school students and will review the applications and select potential recipients of the scholarships. The Scholarship committee will present the potential recipients names to the President and BOD. And will notify the school/organization of their student winning the award.
- 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. The Nominating Committee shall report the proposed slate to the BOD, including 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 Empowerment and 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 & Advocacy 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.
- M. **The *Member Leadership Development Committee***
The Leadership Development Committee shall be a standing committee tasked with the duty of planning and executing the annual leadership development retreat and working to identify the ongoing leader-development needs of the chapters and members. The focus of the Leadership Development Committee will be but not limited to chapter growth and stability, succession planning, mentoring of chapter members and ongoing training and development of future leadership for the chapter. Oversee all membership and professional development committee activities related to member recruitment and member relations.
- N. **The *Website/Marketing Committee*** is responsible for the marketing and promotion of events, creating awareness of chapter advocacy programs via all chapter social media platforms. The committee will maintain and protect the reputation of the NCBWSC and enhance the prestige and continue to present NCBWSC in a favorable image. The chapter website and webpage will also be maintained. This committee supports all committees and members with creating visual aids like flyers for events. The Website Committee looks to create relationships among outside community groups on social media platforms to continue to promote NCBWSC advocacy

areas. This committee is also responsible for scheduling via Zoom chapter meetings, webinars and committee programs and events.

- O. **The Hospitality Committee** is responsible to create a welcoming environment of acceptance and comfort to support the chapter members and guests to enhance the meeting experience. The hospitality committee will also be responsible for recognizing the special accomplishments of all members including, but not limited to birthdays, anniversaries, graduations, funerals, weddings, and birth announcements.
- P. **The Mentorship Committee** is responsible for the establishment and maintenance of the chapter's youth mentorship program. This includes organizing and scheduling mentoring sessions. In addition, this committee will organize and participate in training sessions to acquire the skills necessary to meet the needs of the specialized mentee groups.

Section 3. Committee Reporting and Membership

1. **Program Committees:** the 1st Vice President is responsible for all program subcommittees. Members may volunteer for program committees and shall be accepted in accordance with balancing the size of each committee. All committee chairs shall be appointed by the president and approved by the board.

2. **Finance Committees:** The 2nd Vice President of Finance and Fund Development is responsible for managing all financial committees. The Budget and Finance committee shall consist of the 2nd Vice President, Treasurer, Financial Secretary, and other interested chapter members. The Treasurer shall serve as the chairperson of the Budget/Finance Committee. Other committee chairs shall be appointed by the president and approved by the board.

3. **Membership Committees:** The 3rd Vice President is responsible for all membership activities. Members may volunteer for membership committees and shall be accepted in accordance with balancing the size of each committee. All committee chairs shall be appointed by the president and approved by the board.

4. **Nominating Committee:** The Nominating Committee is an elected officer. The Nominating Committee Chair serves as a voting member of the Board.

5. **Bylaws Committee:** Bylaws committee is appointed by the president and approved by the board. Committee reviews and develops the bylaw amendments for approval by the membership.

6. **Ethics Committee:** Ethics committee ensures members follow and adhere to the standards set forth by the NCBW National board of directors. The committee also manages any breaches of conduct that are in conflict with the NCBW ethical standards.

7. **Protocol Committee:** The Protocol committee enforces the manner in which all chapter functions are managed. This includes (1) deference and honor for chapter officers, national officers, and chapter guests and (2) official chapter member attire requirements.

8. Technology Committee: The Technology Committee shall provide technical support for the chapter. The committee will also provide website and social media updates and maintenance. The committee may also complete the chapter newsletters.

Section 4. Committee Meetings

All committees shall meet monthly to review all current, proposed, and pending projects with the exceptions of July and December.

Section 5. Special/Ad hoc Committees

The President, with Board approval, may appoint other committees, subcommittees, operational committees, or task forces, as necessary. These committees shall report to the President unless otherwise established by the Board and shall not conflict with other provisions of these Bylaws.

Section 6. Committee Chairpersons

Unless otherwise specified in these Bylaws, the President, with approval by the Board, may appoint one (1) or more member(s) of each standing or special committee to serve as the chairperson(s). Committee Chairs are limited to serving as chair of only one (1) committee at a time.

Section 7. Quorum

Unless the Board directs otherwise, a majority of the entire committee shall constitute a quorum and the act of the majority present shall be the action of the entire committee.

Section 8. Rules

Each committee shall adopt rules to govern its operation. All committee rules shall be consistent with the bylaws and rules adopted by the Chapter.

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

Section 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 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 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 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 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 XIII. 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 XIV. AMENDMENTS

Section 1. Notice

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. Compliance

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. Conformity Clause

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. Articles of Incorporation

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 XV. DISSOLUTION

Section 1. Dissolution of Chapter

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.

Section 2. Member Payments Upon Dissolution

Upon dissolution, 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 for which she has not previously been reimbursed. Such payment shall not be made to a member unless the Chapter had authorized the expenditure of personal funds in advance of the expenditure being made.

ARTICLE XVI. 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 XVII. 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.

ADOPTED:
Month/Date/Year
CITY/STATE