

ncnw
commitment | unity | self reliance

National Council of Negro Women, Inc.

Bylaws

As Amended December 2, 2022



National Council of Negro Women, Inc.
National Headquarters
Dorothy I. Height Building
633 Pennsylvania Avenue, NW
Washington, D.C. 20004

NATIONAL COUNCIL OF NEGRO WOMEN, INC.
BYLAWS

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ARTICLE I

Name

The name of this organization shall be the National Council of Negro Women, Incorporated hereinafter referred to as “NCNW.”

ARTICLE II

Purpose

The purpose of the National Council of Negro Women is to:

- Unite non-profit national organizations of women in a council of national organizations primarily concerned with the welfare of Negro women;
- Promote unity among women’s national organizations and among all women and girls in matters affecting the educational, cultural, economic, social, and spiritual life in America;
- Build a common fellowship of women devoted to the task of developing creative relations among people at home and abroad; and
- Serve as a clearinghouse for the dissemination of information concerning the activities of organized women.

ARTICLE III

Membership

Section 1. Organizations and Sections

- A. **Membership is composed of** national women’s leadership and service organizations having active branches in at least five (5) states, whose purposes are consistent with those of NCNW and are willing to abide by the Articles of Incorporation, Bylaws, Policies and Procedures and all other criteria of NCNW. National organizations seeking affiliation with NCNW shall be accepted by a majority vote of the Board of Directors.
- B. **Sections are chartered by NCNW as follows:**
1. Community-based sections in urban, suburban or rural areas;
 2. Campus-based sections at accredited colleges and universities;
 3. Youth sections for young women attending middle school and high school; and operate under the supervision of a recognized Community-based section.

- C. Community-based Sections chartered by NCNW shall abide by and be governed by the Articles of Incorporation, Bylaws, and Policies and Procedures of NCNW and must meet and remain in compliance with all certification requirements at all times.
 - 1. Each Section shall adopt as its name, the community or area where it is located.
 - 2. Each section shall be separately recognized by the Internal Revenue Service (IRS) as a 501 (C) (3) organization and maintain said designation to retain membership as an NCNW section.
 - 3. No section that is not separately recognized by the Internal Revenue Service (IRS) as a 501 (C)(3) organization may use the NCNW name, mark, logo or otherwise represent itself as a Section of NCNW.
 - 4. Each Section shall adopt and be governed by its Bylaws, which shall not conflict with the Articles of Incorporation, Bylaws or Policies and Procedures of NCNW.
 - 5. The Bylaws of all NCNW sections and any Amendments thereto shall be forwarded to the National Bylaws Committee Chair for approval and be filed in the National Office.
 - 6. A Section shall be chartered by the NCNW Executive Committee.
 - 7. Each chartered section is encouraged to include a representative of at least three (3) national affiliates.

- D. Community-based Sections in urban and suburban areas shall consist of and maintain at least thirty-five (35) members to maintain an NCNW charter.

- E. Community-based Sections in rural areas shall consist of and maintain at least twenty-five (25) members to maintain an NCNW charter.

- F. Youth Sections shall operate under the supervision of a recognized Community-based Section in good standing and consist of and maintain at least ten (10) members to maintain its charter. The fee required for youth membership shall be Five dollars (\$5.00) per year and shall be renewed annually at the beginning of each fiscal year (October 1).

- G. Campus-Based or Collegiate Sections shall consist of and maintain at least twenty (20) members and be recognized as an official student activity by the college or university to maintain its charter. The fee required for Collegiate/University-based student membership shall be ten dollars (\$10.00) per year and shall be renewed annually at the beginning of each fiscal year (October 1).

- H. Life Member/Legacy Life Guilds shall be comprised of only financial Life Members and financial Legacy Life Members and shall be authorized by the Executive Committee.

Section 2. Individuals

- A. Life Members and Legacy Life Members are individuals accepted by the national organization. Life/Legacy and Life Members may be active in a community-based section and pay the dues of the section.

The fee for Life membership shall be Five Hundred dollars (\$500.00), which may be paid in four installments of One Hundred and Twenty-Five dollars (\$125.00) each over a twelve (12) month period. The fee for Legacy Life membership shall be One Thousand dollars (\$1,000.00), which may be paid in four installments of Two Hundred and Fifty dollars (\$250.00) each over a twelve (12) month period. Life and Legacy Life Membership becomes effective when the member has paid the fees in full.

- B. Annual Members are individuals accepted by the National Organization who join and renew their membership each year. The fee required for annual membership shall be fifty dollars (\$50) per year and shall be renewed annually at the beginning of each fiscal year (October 1).
- C. Direct Members are individual women who join through a recognized National Affiliated Organization. The fee required for annual membership shall be fifty dollars (\$50) per year and shall be renewed annually at the beginning of each fiscal year (October 1).
- D. Associate Members are individual males accepted by the National Organization at any membership level (including Life and Legacy Life Member). The fee required for annual membership shall be fifty dollars (\$50) per year and shall be renewed annually at the beginning of each fiscal year (October 1).

ARTICLE IV

Structure

Section 1. National Officers

- A. The elected officers of the organization shall be the Chair of the Board, four Vice-Chairs (one shall be a young adult between the ages of 25 to 39), the Recording Secretary, the Assistant Recording Secretary, and the Treasurer. The Chair of the Board shall appoint the Assistant Treasurer, Historian, General Counsel, Parliamentarian, and Chaplain.
- B. Term of Office. The elected officers shall be elected at the Biennial National Convention by a majority vote for a term of two (2) years or until their successors are elected. No elected officer, except the Chair of the Board and Treasurer, may serve more than two (2) consecutive terms. The Chair of the Board and Treasurer may serve no more than four (4) consecutive terms. Term limits apply to elected officers only, and there are no term limits for appointed officers.

Section 2. Community-based Sections and Collegiate University-based Officers

- A. Community-based Section officers shall be elected for a term of two-years, or until their successors are elected and shall not serve more than two consecutive terms in the

same office.

- B. Collegiate/University-based and youth Section officers shall be elected for a term of one-year and shall not serve more than two consecutive terms in the same office.
- C. Community-based Section elections shall be conducted in May. Elected officers shall assume office September 1st of the same year.
- D. Collegiate/University-based Sections elections shall be conducted in April. Elected officers shall assume office September 1st of the same year.

Section 3. Duties of Officers

- A. **Chair of the Board.** It shall be the duties of the Chair of the Board to:
 - 1. Be responsible for the governance of the organization, which includes policy and strategic direction;
 - 2. Develop strategic goals and direction;
 - 3. Help ensure accountability of the organization to its mission;
 - 4. Focus on the health and welfare of the organization, including involvement in fundraising;
 - 5. Perform such duties that usually pertain to this office;
 - 6. Appoint standing committees, except the Nominating and Elections Committees, and such other committees as necessary for the implementation of the organization's program;
 - 7. Serve as the chair of the Executive Committee and the Board of Directors;
 - 8. Act as a liaison between the Board and the President and Chief Executive Officer;
 - 9. Along with the Board of Directors, enforce compliance with the bylaws;
 - 10. Serve as a spokesperson for the organization;
 - 11. Perform such ceremonies as may be necessary; and
 - 12. Work with other organizations to maintain cooperative relationships.
- B. **Vice-Chairs.** It shall be the duties of the four Vice-Chairs to:
 - 1. Serve as a member of the Executive Committee and Board of Directors; and
 - 2. Perform duties assigned by the President and Chief Executive Officer.
- C. **Recording Secretary.** It shall be the duties of the Recording Secretary to:
 - 1. Be responsible for the written record of the proceedings of the Convention, the regular meetings of the Board of Directors, the Executive Committee, and special meetings of these bodies.
 - 2. Send the Convention minutes to the Minutes Approval Committee within 15 calendar days after the adjournment of the Convention.
 - 3. A copy of the minutes of the Convention shall be sent to all National Officers, heads of affiliates and Section Presidents within 90 days after the Convention.

- D. **Assistant Recording Secretary.** It shall be the duties of the Assistant Recording Secretary to assist the Recording Secretary and assume the responsibility of the Recording Secretary in her absence.
- E. **Treasurer.** It shall be the duties of the Treasurer to:
1. Be responsible for the receipt of all money transmitted to NCNW;
 2. Deposit or cause to be deposited in such a bank or banks as the Board of Directors may determine, all monies received by NCNW.
 3. Produce or cause to be produced, all records of money received, and expended without delay upon the written or oral request of the President and Chief Executive Officer, Executive Committee, and Board of Directors or members in Convention.
 4. Pay upon receipt, warrants signed by the President and Chief Executive Officer.
 5. Submit or cause to be submitted, a monthly report of income and disbursements to the President and Chief Executive Officer, Finance Committee, and Executive Committee.
 6. Cause to be submitted all records and receipts of disbursement together with corresponding warrants to the independent auditor immediately after the close of business on September 30 of each year.
 7. Be bonded.
- F. **Assistant Treasurer.** It shall be the duties of the Assistant Treasurer:
1. To give assistance to the Treasurer;
 2. Assume the responsibilities of the Treasurer in her absence; and
 3. Be bonded.
- G. **General Counsel.** It shall be the duties of the General Counsel to provide legal advice, aid, and represent NCNW or designate a representative when necessary. She/He shall advise the Executive Committee and Board of Directors on contracts entered into in the name of NCNW and on all matters having legal implications.
- H. **Historian.** It shall be the duties of the Historian to:
1. Complete history of NCNW, supplemented by copies of printed material published by NCNW. Collect still and moving pictures and recordings of NCNW's work and accomplishments and of its participation in activities related to its interest; and
 2. Be responsible for the preservation of this material by the best methods currently in use.
- I. **Parliamentarian.** The Parliamentarian shall interpret for the Presiding Officer and the membership of the Convention, and to members of the Board of Directors and the Executive Committee, the rules governing the transaction of business of NCNW.
- J. **Chaplain.** The Chaplain shall draw upon religious resources to enhance creative relationships and meaning in the work of NCNW.

Section 4. Vacancies. The Executive Committee **by appointment** shall fill a vacancy in any elected office for the unexpired term.

ARTICLE V

Meetings

Section 1. National Convention

- A. There shall be a biennial National Convention of the full membership, unless otherwise ordered for catastrophic conditions by the Executive Committee. On the alternate years there shall be a meeting of the National Affiliate Assembly.
- B. Each Financial Affiliate-Member-Organization is entitled to send five (5) delegates to the National Convention.
- C. Each financial Section is entitled to send three (3) delegates to the National Convention.

Section 2. The Quorum of the Biennial National Convention shall consist of five (5) national officers; five (5) chairs of standing committees; representatives of five (5) national affiliated organizations; ten (10) sections; and ten (10) Life members.

Section 3. Each delegate of a National Affiliated Organization, Community-based Section or Campus-based Section in good standing shall have one (1) full vote. Each national officer of NCNW is entitled to one (1) full vote. Each Life Member or Legacy Life Member **in good standing** is entitled to **one full** vote in national elections.

Section 4. The Board of Directors shall meet at the Biennial National Convention and at the National Affiliate Assembly, except they may call a special meeting upon the written request of fifteen (15) members of the Board.

Section 5. The Executive Committee shall convene at least four (4) times each year. The standard meeting months are January, March, June, and September.

Section 6. Electronic Meetings. The board of directors, executive committee, standing committees, and special committees are authorized to meet by telephone or Web conference or through other electronic communications media so long as all of the members may simultaneously hear each other and participate during the meeting.

ARTICLE VI

Board of Directors

Section 1. The Board of Directors shall consist of the officers, the Presidents of affiliated organizations, Chairpersons of Standing Committees, and seven members elected-at-large by the Convention.

Section 2. The Board of Directors shall approve and employ the President and Chief Executive Officer. The President and Chief Executive Officer shall report to the Chair and shall be responsible and accountable to the Board of Directors. The President and Chief Executive Officer will:

- A. Report to and collaborate closely with the Chair of the Board of Directors;
- B. Direct the staff and manage the organization's operations;
- C. Steward and implement NCNW's longer-term strategic goals;
- D. Focus on advocacy for the organization and lead NCNW's presence on public policy issues;
- E. Provide the leadership to accomplish the organization's mission and vision, and
- F. Serve as the official spokesperson for the organization.

Section 3.

- A. The Board of Directors shall be responsible for creating and interpreting the policies and programs of NCNW as adopted by the membership in Convention.
- B. The Board of Directors shall administer and hold in trust the intellectual and real property of NCNW, together with its fixtures, appurtenances and furnishings and shall be the sole authority for the sale, transfer, mortgage or lease of said property.
- C. The Board of Directors shall receive and approve all applications for affiliation from national organizations.
- D. The Board of Directors shall revoke the charter of a Section for failure to comply with the requirements of the Bylaws.
- E. The Board of Directors shall have jurisdiction over all appeals by personnel from decisions of the Executive Committee.
- F. A quorum shall consist of fifteen (15) members of the Board.

ARTICLE VII
Standing Committees

The Standing Committees shall be:

Section 1. The Bylaws Committee shall consist of a minimum of five (5) persons. It shall receive and consider all proposed amendments to the Bylaws and shall be responsible for sending the notice of such proposed amendments to the membership in the manner prescribed in the Bylaws. It shall report on the

proposed amendments to the Biennial Convention.

Section 2. The Election Committee shall consist of seven (7) members elected by the delegates to the Biennial Convention to serve for the ensuing biennium. No candidate for national office or nominating committee may serve on the Elections Committee. The duties of the committee shall be to prepare the ballots, supervise elections, check the credentials of voting delegates, count the ballots, and report the results to the Convention. Voting shall be by ballot and conducted in accordance with regulations formulated by the Board of Directors. A majority shall elect except where there is only one nominee for an office; the Presiding Officer can declare the nominee elected by acclamation (unanimous consent). The Committee shall set the place, time, and requirements for voting.

Section 3. The Executive Committee shall consist of the elected officers, seven members elected at-large by the Convention, and Chairs of Standing Committees. The immediate past Chair shall serve on the Executive Committee for two years following her term. The Committee shall act in the interim between meetings of the Board of Directors in the execution of the business affairs of NCNW. The committee shall approve the President and Chief Executive Officer on the recommendation of the Chair of the Board, within policies and conditions recommended by the Human Resources Committee. The Committee shall appoint a subcommittee to consider and report to the full committee on all grievances. The Committee shall approve an annual budget. Before the adoption of the annual budget, there shall be no spending authorization without the approval of a majority vote of the Executive Committee. The committee shall consider all violations of NCNW policy by Sections and members and take appropriate action thereon. Members of the Executive Committee who fail to attend at least one meeting of the Board of Directors or Executive Committee during the year shall automatically forfeit such office.

Section 4. The Budget and Finance Committee shall consist of the Chair of the Budget and Finance Committee, the National Treasurer and Assistant Treasurer, and such other members as deemed necessary. It shall be the responsibility of this committee, in collaboration with the-Chair of the Board and the President and Chief Executive Officer or their designee, to submit a budget, to devise ways and means of meeting the budget, if not provided for elsewhere, and to study the financial operations of NCNW to ensure the most beneficial returns for expenditures. The annual budget is due to the membership during the second quarter. The committee consults with the auditor and reports the annual audit to the Executive Committee and the Board of Directors

Section 5. The Membership Committee shall consist of a minimum of five (5) members, including a Vice Chair appointed by the Chair of the Board. Working closely with the National Office, the committee shall develop initiatives to recruit, retain and reclaim members at all levels of NCNW, ensure NCNW community-based, youth, and collegiate sections meet all legal and organizational operating and reporting requirements and engage NCNW's Life and Legacy Life members as active, life- long supporters of NCNW.

Section 6. The National Affiliates Committee shall consist of the five (5) heads of national affiliate organizations or their representatives. Working closely with NCNW's Chair of the Board, this committee shall identify opportunities for coordinated action.

Section 7. The National Headquarters committee shall oversee the general upkeep of the NCNW Headquarters and make recommendations regarding repairs, capital improvements, furnishings, maintenance staff and special services.

Section 8. The Nominating Committee shall consist of seven (7) members, elected by the delegates of the Convention, and serve no more than two (2) consecutive terms. The chair of the nominating committee shall be appointed by the Chair of the Board from the individuals elected to the committee. The committee is responsible for securing nominations for the elected officers and ensuring that all candidates for the elected office meet the minimum requirements for election contained in the Standing Rules.

The Committee shall submit a slate of officers consisting of at least one name for each office to be elected. No name may be placed in nomination without the written consent of the nominee. The report of the Nominating Committee shall be made at a designated business session on the first day of the Biennial Convention. Additional nominations may be made from the floor. No person may be a candidate of a local section or national affiliate unless in goodstanding in the Section and/or good standing with the national affiliate of which they are a member.

Section 9. The Human Resources Committee shall formulate personnel policies to be approved by the Board of Directors, establish salary scales, and other personnel practices that are usually undertaken by such committees.

Section 10. The Program Committee shall study, analyze and evaluate, on a continuing basis, the needs and issues affecting Black women and recommend program, policy and outreach consistent with the purposes of NCNW.

Section 11. The Resource Development Committee shall work closely with the Chair of the Board to attract direct contributions to or influence the funding of the various programs of the National Council of Negro Women.

ARTICLE VIII

Property

Section 1. All real property, whether conveyed by gift or purchase, shall be the property of the National Council of Negro Women, Inc. and shall be properly deeded and conveyed as such.

Any property used or occupied by a Community-based Section for NCNW and shall be used, and maintained, as a place of community outreach, program development and information clearinghouse for the use of members of the NCNW section(s) and the general public subject to the provisions of the Articles of Incorporation, Bylaws and Policies and Procedures of NCNW. Absence of proper deed or conveyance shall not in any way exclude a Section from, or relieve it of this provision.

ARTICLE IX

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern NCNW in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order NCNW may adopt. **Each Section of NCNW shall adopt the parliamentary authority of NCNW.**

ARTICLE X
Amendment of Bylaws

These bylaws may be amended at the Biennial Convention by a two-thirds vote of the delegates present and voting, provided the proposed amendments have been presented in writing to the members at least thirty days prior to the Convention. All proposed amendments shall be submitted and received by the Bylaws Committee not later than six (6) months before the Biennial Convention. No amendments shall be proposed to the bylaws, which are in conflict with the Certificate for Incorporation of NCNW.

ARTICLE XI
Dissolution

Upon termination or dissolution of the National Council of Negro Women, Inc. (NCNW), any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (C) (3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of NCNW hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to Alternative Dispute Resolution, either by binding arbitration or mediation.

Amended December 2, 2022

STANDING RULES

Section A. Fiscal Year Responsibilities

1. Fiscal Year of NCNW shall be October 1 through September 30 of each year.
2. The annual national dues for all members shall be payable between October 1 and January 31 of each year. Members', whose dues are not paid by January 31, will be delinquent. Dues paid after January 31, will be assessed a five (\$5.00) dollar late fee.
3. National Affiliated Organizations with a membership of 5,000 or less shall pay annual dues of Five Hundred dollars (\$500.00) per year.
4. National Affiliated Organizations with a membership of more than 5,000 shall pay annual dues of One Thousand dollars (\$1,000.00) per year.
5. An Affiliated Organization of NCNW, whose annual dues have not been paid by the opening date of the Biennial Convention, shall be considered not financial and its delegates shall not be seated nor permitted to vote.
6. An Affiliated Organization whose annual dues have not been paid for three consecutive years shall be dropped from the national roster. (Within three-years, such an organization may be reinstated by payment of fifty percent (50%) of the arrearage, plus full current dues.)
7. Community-based sections shall pay annual dues as assigned based on its Fair Share. The minimum annual Fair Share shall be Three Hundred and Fifty dollars (\$350.00) and the maximum shall be Seven Hundred and Fifty dollars (\$750.00).

Section B. National Office

1. There shall be a national office for the purpose of administering the business affairs and programs of NCNW. The office located in the District of Columbia shall be designated as National Headquarters.
2. The President and Chief Executive Officer manages the organization's operations and shall be responsible for the development and carrying out the programs and policies of NCNW as determined by the Board of Directors.
3. The President and Chief Executive Officer has primary responsibility for the employment (except managerial staff) and supervision of staff necessary to execute the programs of NCNW, under conditions and policies established by the Executive Committee.
4. The President and Chief Executive Officer shall report to the Chair and shall be responsible and accountable to the Board of Directors.

Section C. States

1. Each State may organize on a statewide basis.
2. Each state may organize in whatever manner that is adopted by the members in that state.
3. No state shall organize or operate in a manner that conflict with the Bylaws, Policies and Procedures of NCNW.

Section D. Policies

1. NCNW may affiliate with national and international organizations whose goals are in harmony with NCNW purposes.
2. No individual or group may solicit funds or raise monies in the name of NCNW, unless given authorization by the local or National Body empowered to grant such permission.
3. Ten percent (10%) of any profit raised by NCNW community-based sections from any fundraising events shall be provided to the national organization.
4. The Board of Directors shall be responsible for producing an annual report on the state (including the financial status) of the organization.
5. In all publications issued by community-based sections, the exact wording of official documents in use shall be employed. In giving purposes of NCNW, the purposes as outlined in the Bylaws shall be used and may not be modified, altered or changed. All official stationery shall bear the name of the Founder, President Emerita, the current President and Chief Executive Officer, and the current Chair of the Board.
6. No member may involve the name or the organization of NCNW, in any political campaign on behalf of (or in opposition to) any candidate for public office. NCNW affiliates, members and section may advocate for or against issues that are in the public arena.

Section E. Qualifications for Office and Good Standing

1. Must be in good financial standing twelve (12) months prior to nomination for office.
2. Demonstrated commitment to NCNW's mission;
3. Understands and is committed to NCNW's National goals and can take a broad view beyond their own community;
4. Is willing to give time, talent and financial support to advance NCNW's mission and ongoing operations;
5. Is willing to take responsibility for the organization's future direction and performance against established goals;
6. Accepts that she may have some travel at her own expense;
7. Possesses significant leadership skill experience in NCNW, a national affiliate or non-profit organization (e.g. officer, CEO, COO);
8. Has experience and a positive, track record leading major change or transformation for an organization or institution;
9. Has a proven track record relative to soliciting or attracting resources (money, in-kind gifts, etc.) on behalf of an organization or institution (e.g. college, non-profit, religious institution); and
10. Possesses strong functional skills in a critical area (e.g. Finance, Fundraising, Marketing, Research).



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BYLAWS COMMITTEE

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