

BYLAWS OF THE NATIONAL COALITION OF 100 BLACK WOMEN

ARTICLE I - NAME

The name of this organization shall be NATIONAL COALITION OF 100 BLACK WOMEN, INC., hereinafter also referred to as the "National Coalition" and "NCBW."

ARTICLE II - PURPOSES

The purposes of the National Coalition of 100 Black Women, Inc. shall be:

- To foster principles of equal rights and opportunities,
- To promote the awareness of black culture,
- To develop the potential of the membership for effective leadership and participation in civic affairs,
- To take action on specific issues of national and international importance, and
- To cooperate with other persons and organizations to achieve mutual goals.

ARTICLE III - MEMBERS

Classes of Members. The National Coalition of 100 Black Women shall have the following membership classifications:

Section 1. **Chapters.** Chapters shall be the basic unit of membership in the National Coalition.

- (a) Except as provided in Sections 2 and 3 of this article, admission to membership in the National Coalition shall be through admission as a member of a chapter.
- (b) Upon presentation of a letter from the transferring chapter, an individual who is a member in good standing of any chapter of the National Coalition and who takes up residence in another community in which there is a chapter of the National Coalition may become a paid-up member of the chapter in that community for the current fiscal year.
- (c) Each chapter shall be required to pay annual dues to the National Coalition. Such annual dues shall consist of an annual chapter fee and per member fee. The per member fee shall be based on the total membership of the chapter. Chapters shall maintain a minimum of 25 members. These fees and the minimum membership are two criteria for good standing.

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- (d) Additional criteria for status as a chapter in good standing shall be established by the Board of Directors and set forth in the Policies and Procedures Manual of the National Coalition.
- (e) All chapter dues, consisting of chapter and per member fees, shall be due and payable no later than October 1 of each year. Chapter dues are delinquent on November 1 of each year. The Board of Directors shall assess a late fee to any chapter that has not paid dues by October 31 of any given year. The late fee may be waived by the board upon receipt of a written request from a chapter that shows good cause, as prescribed by the Policies and Procedures Manual.

Section 2. **Members at Large.** An individual who resides in an area in which no chapter of the National Coalition exists and who supports the purposes, goals, and programs of the National Coalition may apply to the national Board of Directors for admission as a member at large.

- (a) A majority vote of those present and voting at any meeting of the national Board of Directors shall be required for admission to member-at-large status.
- (b) Dues of members at large shall be as provided in the Policies and Procedures Manual. Members at large shall have all the privileges of membership in the National Coalition, except as provided in this Article.
- (c) Except as provided in Article III, Section 2(f), members at large shall have the right to attend all meetings of the national Board of Directors as observers except when the board goes into executive session.
- (d) Members at large shall have the right to attend all meetings and events of the National Coalition and may participate in discussion and debate. They may not make motions or vote.
- (e) Members at large may be appointed to standing and special committees of the National Coalition and, as committee members, shall have all of the rights and privileges of any other committee member.
- (f) A member at large shall not be eligible to hold any office other than director. A member at large may become a candidate for national director upon endorsement of three (3) chapters in good standing. A member at large may also be appointed to the national Board of Directors by the national President. If elected or appointed director, the member at large shall become a member of the national board with all of the rights and privileges of any other member of the board.

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- Section 3. **Affiliate Members.** Organizations that support the purposes, goals, and programs of the National Coalition may apply to the national Board of Directors for admission as affiliate members.
- (a) A majority vote of those present and voting at any meeting of the national board shall be required for the admission of an affiliate member.
 - (b) Representatives of an affiliate member shall have the right to attend all NCBW meetings, including the national board meetings, as observers but may not participate in any way at these meetings.
 - (c) Affiliate organizations shall pay no dues or fees to the National Coalition. When participating in a joint project or program with the National Coalition, they may be requested to share the expense of the joint project or program. Should an affiliate organization refuse a request to share expense, the national Board of Directors may, at its discretion, deny the affiliate's participation in the project or program.

ARTICLE IV - CHAPTER FORMATION AND DISAFFILIATION

- Section 1. **Chapter Formation.** A group of 25 or more persons that agrees to act in accordance with the purposes and aims of the National Coalition may organize for the purpose of establishing a chapter.
- (a) Upon payment of an organizing fee to the National Coalition, the group of persons shall be designated an interest group under the direction of the Chapter Development Committee for a period not to exceed one year.
 - (b) An interest group shall submit an application to the Chapter Development Committee to recommend to the board, for admission. Upon approval by the board, an interest group may become a chapter of the National Coalition.
 - (c) Chapter status of an interest group is granted by the Board of Directors upon receipt of a membership application, accompanied by all fees required.
 - (d) Each chapter may be incorporated in its state and at the federal level as a not-for-profit organization as is consistent with the National Coalition. A chapter shall adopt bylaws that are consistent with the bylaws of the National Coalition. The officers of each chapter shall consist of a president, vice-president(s), a secretary(ies), and a treasurer who shall

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have the usual duties of these offices. Each chapter shall maintain a minimum membership of 25 persons. Each chapter shall determine its membership dues, which shall include the amount payable to the National Coalition, in an amount and manner consistent with the policies that the Board of Directors may prescribe.

Section 2. Chapter Probation and Disaffiliation

- (a) A chapter that is not in compliance with the established policies and procedures of the National Coalition and these bylaws may be placed on probation by the Board of Directors upon recommendation of the Chapter Development Committee and after 30 days written notice to the chapter of the noncompliance.
- (b) A chapter that is not in compliance with the established policies of the National Coalition and these bylaws or fails to adhere to its programs and goals may be placed on probation for a period not to exceed two years in order to correct its deficiencies. If the chapter is not in compliance at the end of the probationary period, it may be disaffiliated by action of the Board of Directors upon recommendation of the Chapter Development Committee.
- (c) If a chapter is dissolved or liquidated, the chapter's assets shall be disposed of in accordance with law and distributed to organizations with similar objectives or to the NCBW/Community Services Fund.

Section 3. **Chapter Reaffiliation.** A chapter may be reaffiliated with the National Coalition upon recommendation of the Chapter Development Committee and approval by the Board of Directors. The board shall have the authority to assess a reaffiliation fee as a condition of reaffiliation. Chapter status of a disaffiliated chapter requesting reaffiliation is determined by the board upon receipt of a signed Disaffiliation and Probation Agreement, accompanied by all fees required. The terms and conditions for reaffiliation shall be set forth in the Disaffiliation and Probation Agreement in accordance with the Policies and Procedures Manual.

ARTICLE V - NATIONAL OFFICERS

Section 1. The elected officers of the National Coalition shall consist of a President; 1st, 2nd, and 3rd Vice-Presidents; a Secretary; a Financial Secretary; and a Treasurer.

Section 2. The appointed officers of NCBW shall consist of the historian, parliamentarian and legal counsel, all of whom are appointed by the President.

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- Section 3. The President shall preside at all meetings of the national Board of Directors and the national Executive Committee and develop, agendas for board and executive committee meetings.
- Section 4. The national President shall be an ex-officio member of all committees, except the Nominating Committee. She shall preside at the national conference. She shall preside at all meetings of the national Board of Directors and the national Executive Committee. With the exception of the Nominating Committee, she shall appoint committee chairs to be ratified by the board and execute directives of the Board of Directors and the Executive Committee. She shall serve as a spokesperson for NCBW. She shall designate representatives to appear at official events on behalf of the National Coalition. She may appoint a parliamentarian, a legal counsel, and a historian who shall serve at all meetings of the board and the membership without a vote. She shall, at her discretion and with the consent of the board, institute a minimum board assessment. The President shall perform such other duties deemed appropriate by the board.
- Section 5. There shall be three Vice-Presidents, nominated, elected and designated First, Second and Third. The First Vice-President shall perform the duties of the President in her absence. As the national Board of Directors is organized for specific assignments, each of the Vice-Presidents will have the responsibility of one of three areas, namely membership, finance, and program planning, and shall perform such other duties deemed appropriate by the board.
- Section 6. The national Secretary shall be responsible for the recording of the minutes of all meetings of the National Coalition, the national Board of Directors and the national Executive Committee. The Secretary shall give notice of all meetings requiring notice and perform all other duties ordinarily pertaining to the Office of Secretary or other duties delegated to her by the board.
- Section 7. The national Treasurer shall have fiduciary responsibility for the funds of the National Coalition; shall keep a full and accurate account of the receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the national Board of Directors. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the bylaws and shall make a written report at each board meeting and at all national membership meetings. At the expiration of her term she shall turn over all records within 60 days to the chair of the Finance Committee. The Treasurer shall be a voting member of the Finance Committee.
- The Treasurer's accounts shall be examined annually by a CPA and an Auditing Committee of not less than three (3) members, who, satisfied that the Treasurer's annual report is correct shall sign a statement of that fact at the end of the report. The Auditing Committee shall be appointed by the national board at least 60 days before the national board's final meeting of the year. The national Treasurer shall be bonded at the National Coalition's expense.

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Section 8. The Financial Secretary shall receive an accounting and is the keeper of all financial records and shall perform other duties deemed appropriate by the board.

Within 30 days after the commencement of the fiscal year, the Financial Secretary shall give a report on the financial status of each chapter to the Chapter Development Committee and the board.

ARTICLE VI - NOMINATIONS AND ELECTIONS

Section 1. **Nominating Committee.** The Nominating Committee shall be established as provided in Article X, Section 4, and shall function continually. It shall be responsible for identifying candidates to fill the leadership needs of the organization before soliciting recommendations for nomination. It shall solicit recommendations or nominations from members by sending a standard form, including a list of offices and positions on the Nominating Committee to be filled, and by sending a request for information concerning persons eligible for these offices and committee positions to each chapter that meets the requirements provided in Article III, Section 1(c), 1(d), and 1(e), and Article IV, Section 1(d), of these bylaws at least 60 days before the election.

Section 2. A Nominating Committee member who desires to run for an office, is nominated for office, and meets the eligibility criteria to run for the office must relinquish her position on the nominating committee.

Section 3. Vacancies on the Nominating Committee shall be filled by the national Board of Directors.

Section 4. A member of the Nominating Committee shall serve a term of two (2) years. No member of the nominating committee shall serve more than two (2) consecutive terms.

Section 5. The Nominating Committee shall meet before the biennial meeting to review names of proposed nominees to be elected at the biennial meeting. At least 30 days before the election, this committee shall provide to each chapter a written list of all candidates who meet the eligibility requirements established by the Board of Directors.

Section 6. The Nominating Committee shall report the proposed slate and supporting statements to the Secretary immediately after the close of the meeting of the Nominating Committee.

Section 7. Nominations for candidates may be made from the floor provided that anyone so nominated (a) is a member of a chapter in good standing as provided in Article III of these bylaws, (b) is sponsored by 10 chapters that are in good standing,

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and (c) is a member of one of the sponsoring chapters. These nominations must be submitted to the Secretary 24 hours before the voting.

- Section 8. The chair of the Nominating Committee shall post, at a place easily accessible to members in attendance at the biennial meeting, the list of nominees and statements of background experience and qualifications of each nominee.
- Section 9. Consent shall be obtained from all nominees.
- Section 10. Election shall be by ballot. A majority vote shall elect. Only persons who have been nominated may be elected.
- Section 11. There shall be an Election Committee and a Teller Committee, appointed by the President, to conduct the election of officers and directors elected by the membership. The Election Committee shall prepare the ballot and establish procedures for voting by the delegates.
- Section 12. Newly elected officers and directors shall assume their offices at the close of the biennial meeting at which they were elected.
- Section 13. Each officer elected by the membership shall serve a term of two (2) years (herein referred to as the "term") or until her successor is elected. No officer elected by the membership shall serve more than two (2) consecutive terms in the same office.
- Section 14. Vacancies in office, except that of President, shall be filled at the next national board meeting by election from a slate submitted by the Nominating Committee to serve for the unexpired term.
- Section 15. If at any time the national President shall be unable to continue in office, the Executive Committee shall designate in their consecutive order the Vice-President to perform the duties of national President until such time as the national board shall elect her successor from a slate submitted by the Nominating Committee.

ARTICLE VII-MEETINGS

- Section 1. A national meeting shall be held biennially in odd-numbered years or at another time the Board of Directors deem necessary for the good of the organization. A 2/3 vote of those present and voting shall be required to schedule the meeting in other than odd-numbered years and can only occur in case of an organizational emergency or other circumstances beyond the control of the leadership.
- (a) **Quorum.** At any meeting of the membership, a quorum shall consist of delegates representing at least one third (1/3) of the chapters in good standing. The vote of a majority of members present and voting shall be

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required for any action taken. Once the vote of a member is represented for any purpose at a meeting, that member shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. An adjourned meeting may be scheduled despite the absence of a quorum, and notice of any adjournment need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. When a quorum exists at any meeting, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, 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.

- (b) Such meetings shall be for the purpose of electing officers, receiving reports of officers and committees, and addressing other appropriate business designed to further the purpose of the National Coalition.
- (c) Notice of such meeting shall be given by mail to all chapters not less than 60 days before to the date of such meeting.
- (d) The time and place of such meetings shall be set two years in advance. The site shall be chosen by the board, with consideration given to regional rotation.
- (e) The President shall appoint a Conference Planning Committee and designate its chair at least one year before the biennial meeting. The program agenda for the biennial shall be presented to the board for approval upon recommendation of the Vice-President for Programs.

Section 2. Special meetings of the membership may be called upon 30 days prior written notice by the Board of Directors or by the President and Secretary upon the written request of 10 members of the board. The agenda of any such meeting shall be stipulated and business shall be restricted thereto. The agenda, including time, date, and place, shall be mailed to each chapter president not less than 10 days before the meeting.

Section 3. There shall be a Credentials Committee that works in conjunction with the conferencing structure and shall have responsibility for credentialing delegates at each meeting of the membership. The Credentials Committee shall establish procedures for credentialing delegates and shall provide reports as to the number of delegates registered and the number of chapters represented periodically throughout the meeting.

Section 4. **Voting Privileges.** At any membership meeting, each chapter in good standing shall be entitled to vote as provided in the following subsections:

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- (a) Each chapter shall be entitled to one (1) vote for the first fifteen (15) to one hundred (100) members and one (1) vote for each 100 members thereafter up to five (5) votes. Only accredited delegates, or alternates serving in place of delegates, may make motions and cast votes.
- (b) Each chapter shall designate its accredited voting delegate(s) and alternates in accordance with its own structure and operation and shall furnish to the Secretary the names of the delegates and alternates at least 30 days before each biennial meeting.
- (c) The votes of a chapter shall be cast by the delegate(s) from the chapter or an alternate delegate who may be duly seated in the place of the delegate.
- (d) Members at large and affiliate members shall be without vote at membership meetings.
- (e) There shall be no proxy voting.

ARTICLE VIII - NATIONAL BOARD OF DIRECTORS

Section 1. The Governing Body of the National Coalition shall be the national Board of Directors, with representation from each region of the country, which shall be north, south, east and west.

Section 2. The national Board of Directors shall consist of the following:

- (a) National Officers
- (b) NCBW Founder
- (c) Immediate Past President
- (d) Up to six (6) Directors appointed by the President,
- (e) Up to twenty-three (23) members elected by the membership, and
- (f) Chair of the Nominating Committee

Section 3. Term and composition of the national Board of Directors:

- (a) Each director, not an officer, elected by the membership shall serve a term of four (4) years or until her successor is elected. No director elected by membership shall be eligible for reelection to the board as a director until two years have elapsed following the termination of her current term. Any person who is elected by the board to fill an unexpired term shall serve as provided in Section 8(e) of this article.
- (b) Appointed directors shall serve only during the term of office of the appointing authority.

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- (c) Fifteen (15) members of the National Coalition shall be elected initially reflecting the distribution of chapters throughout the country. (No more than two (2) members from any one chapter may serve on the board at the same time.)

Section 4. The duties of the national board shall be:

- (a) To transact the necessary business of the National Coalition;
- (b) To determine eligibility criteria for election to the Board (directors and officers) and Nominating Committee of NCBW.
- (c) To create ad hoc committees; to approve the plans of said committees;
- (d) To review quarterly financial reports;
- (e) To appoint a CPA and Auditing Committee at least 60 days before the national Board's final meeting of the year to audit the Treasurer's accounts;
- (f) To prepare and approve a budget for each fiscal year;
- (g) To approve applications of organizing groups for membership.
- (h) To ratify presidential appointments;
- (i) To ratify a Parliamentarian, Legal Counsel and Historian;
- (j) Such other duties as provided in these bylaws.

Section 5. No member of the Board of Directors shall receive compensation for services.

Section 6. Directors may be reimbursed for approved expenses.

Section 7. In the event that any elected national officer or national board member shall be absent from two duly noticed Executive Committee or regularly scheduled national board meetings without a valid excuse, her office may be deemed vacant. Such vacancy for officers and appointed board members shall be filled as provided in Article VI, Sections 13, 14, and 15. Vacancies in elected director positions shall be filled as provided in Section 8(e) of this article.

Section 8. The national Board of Directors shall meet at least twice annually on dates and at times set by the Board of Directors and communicated to the membership.

- (a) Forty percent of the members of the board shall constitute a quorum. Once the vote of a member is represented for any purpose at a meeting, that member shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting. An adjourned meeting may be scheduled despite the absence of a quorum, and notice of any adjournment need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. When a quorum exists at any meeting, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, 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.

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- (b) Special meetings of the national board may be called by the President and shall be upon written request of 10 members of the board. The call to each special meeting shall include the date, time, place, and agenda for the meeting and shall be mailed to each member of the board no less than five (5) days prior to the meeting.
- (c) Any one or more members of the Board of Directors, or of any committee thereof, may participate in a meeting of the board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting, and persons participating in this manner shall be counted in determining the presence of a quorum.
- (d) All members shall be provided written notice of the date, time and location of all board meetings at least 15 days before the meeting date.
- (e) A vacancy or vacancies on the national Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director or if the authorized number of directors increased; if the members fail, at any annual or special meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting; or if a director shall fail to be a member of a chapter in good standing for a period of 60 days. The board shall declare vacant the office of a director if she is declared of unsound mind by an order of court, or finally convicted of a felony, or if after notice of her election she does not accept the office either in writing or by attending a meeting of the board.

Vacancies on the national board shall be filled by majority vote of the remaining directors even if only one director remains. Any director elected to complete the term of a director elected by the membership shall complete that term. If her tenure in that term is more than half the term (more than 2 years), she shall not be eligible for reelection as director until two (2) years have elapsed following the end of the term.

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the board accepts the resignation of a director tendered to take effect at a future time, the board shall have the power to elect a successor to take office when the resignation is to become effective. If these bylaws are amended to reduce the total number of directors, such reduction of the authorized number of directors shall not have the effect of removing any director before the expiration of her term of office.

- (f) Whenever the directors are required or permitted to take any action at a meeting of the Board of Directors, such action may be taken without a

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meeting. If a majority of directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director in one or more counterparts indicating each signing director's vote or abstention on the action. Such consent(s) shall be included in the minutes or filed with the corporate records reflecting the action taken. The action is effective when the last director signs the consent, unless the consent specifies a different effective date.

- Section 9. After the end of each fiscal year, the Board of Directors shall cause an annual report to be provided to the chapters that shall include the financial report of the Treasurer as certified in accordance with Article V, Section 7 of these bylaws and a written report of all activities of each committee established by these bylaws. The written annual report shall be provided to each financial chapter no later than January 1 following the end of the previous fiscal year.
- Section 10. The Board of Directors shall cause a report of the recommendations and actions taken at all meetings of the board, the Executive Committee, and the membership to be provided to each financial chapter within 60 days following said meeting.

ARTICLE IX - NATIONAL EXECUTIVE COMMITTEE

- Section 1. Between meetings of the national board, the business of the National Coalition shall be directed by the Executive Committee.
- Section 2. The Executive Committee shall consist of the national officers and four (4) national board members elected by the board.
- Section 3. The Executive Committee shall have such authority as the national board may delegate to it except that it may not reverse a previous vote of the national Board. The Executive Committee shall approve routine bills within limits of the budget.
- Section 4. The Executive Committee shall meet at the call of the President or at the written request of five (5) members of the Executive Committee.
- Section 5. A majority of the Executive Committee shall constitute a quorum.

ARTICLE X - COMMITTEES

- Section 1. Except as provided in these bylaws, the board may establish such standing and ad hoc committees as it deems appropriate and shall specify in writing the duties of all committees, which shall operate under its general supervision and serve at

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its pleasure. No such committee shall exercise any power that could not be exercised by the Executive Committee.

- Section 2. Standing committees shall be the Auditing Committee, the Chapter Development Committee, the Finance Committee, the Fund Development Committee, the Leadership Committee, the Membership Committee, the Nominating Committee, the Policies & Procedures Committee, the Program Committee, and the Public Policy Committee. The members of all standing committees except the Nominating Committee shall be appointed by the President and ratified by the Board. The membership of the Nominating Committee shall be as provided in Section 4 of this article.
- Section 3. The President shall, with approval of the board, appoint the chairs of all standing and ad hoc committees, except the chair of the Nominating Committee.
- Section 4. The Nominating Committee shall consist of seven (7) members, four (4) of whom shall be elected and three (3) appointed by the Board of Directors. No more than one member of any NCBW chapter, elected or appointed, shall serve on the Nominating Committee during the same term of office.
- Section 5. The Auditing Committee shall be responsible for conducting annual audits of the organization and at such other times as deemed appropriate by the Board or the committee. A copy of the annual audit report and other audit reports shall be submitted to all chapters within 60 days of completion.
- Section 6. The Chapter Development Committee shall:
- (a) Be responsible for chapter growth and stability.
 - (b) Receive applications, with copies of bylaws for review; recommend interest groups for admission; and review Disaffiliation and Probation Agreements.
 - (c) Receive and examine reports of the chapters; determine whether the requirements as set forth in Articles II and III and Article IV, Section 1(d), of these bylaws have been met; and make proper recommendations.
 - (d) Be responsible for the development and implementation of communication with chapters.
- Section 7. The Finance Committee shall develop a budget annually based on requests by standing and ad hoc committees for approval by the board. It shall be responsible for overseeing the auditing process as specified in Article V, Section 7 of these bylaws. The Finance Committee shall submit a proposed budget for the upcoming year to the Board of Directors for approval at least three (3) months before the beginning of the fiscal year and shall mail to the membership a copy of the annual budget after final approval by the board.

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- Section 8. The Fund Development Committee shall be responsible for defining and securing the full range of financial resources required to sustain and/or grow national office operations, national programs, and national programs to be replicated by local chapters.
- Section 9. 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.
- Section 10. The Membership Committee shall be responsible for developing and implementing strategies to sustain membership levels.
- Section 11. The Policies and Procedures Committee shall be responsible for the periodic review of the organization's operating policies and procedures, with duty to ensure consistency with the national bylaws, as applicable, and preparation of proposed changes consistent with the organizational needs. Such changes shall be presented to the Board of Directors for approval and adoption.
- Section 12. The Program Committee shall be responsible for the development and coordination of national programs and projects.
- Section 13. The Public Policy Committee shall have duty to research current or proposed public policy that will work for or against NCBW's agenda to empower black women in the areas of health, education, and/or economic development, and to develop "plans" to mobilize local chapters to action. The Public Policy Committee shall be tasked with the planning and implementation of a national *legislative day(s)* to be held annually in Washington, D.C. to ensure the NCBW force and presence are sustained on Capitol Hill and recognized as a source of information on issues affecting our work-life balance.
- Section 14. Each committee chair is responsible for holding meetings as appropriate and submitting a program plan and a budget to the Finance Committee when appropriate.

ARTICLE XI - EXECUTIVE DIRECTOR

- Section 1. The conduct of the business in the headquarters of NCBW shall be under the direction of an executive director who shall be selected by, and report to, the Board of Directors. The executive director shall consult with, and be responsible to, the President between meetings of the board.

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Section 2. The Executive Director shall:

- (a) Be responsible for the employment of such personnel as required to carry out the duties of the headquarters provided that such employment falls within the constraints established by the NCBW budget;
- (b) Perform such other duties as stated in the NCBW bylaws, standing rules, the personnel policies of headquarters and as directed by the Board of Directors and the membership of NCBW; and
- (c) Be authorized to sign checks as directed by the Board of Directors.

ARTICLE XII - AFFILIATED ORGANIZATIONS

Section 1. NCBW may authorize affiliate or ancillary organizations that support the goals and objectives of the organization. All such organizations must be approved by the national board, must be established to facilitate and support the activities of NCBW, and must adhere to the goals and purposes of NCBW. No existing or newly established affiliate or ancillary organization that does not have representation from the NCBW board shall be approved by the board. Except as provided herein, such representatives shall include the President, Vice-President for Programs, Treasurer and such other members of chapters of NCBW appointed by the NCBW board. In addition, the board may require majority representation on the affiliate board.

Section 2. Each such organization shall present at each meeting of the NCBW board a report of its finances, membership and such activities as may impact NCBW. Each such organization shall maintain written minutes of all meetings that shall be available for review by any member of the board or the membership of NCBW upon reasonable request. No funds from members of NCBW or funds contributed for the benefit of NCBW may be forwarded to any such organization that does not comply with the requirements of this article.

Section 3. There shall be established a national collegiate affiliate of NCBW. For the first year of its existence, the Founder shall appoint three representatives from the membership of NCBW to serve on the national board of the collegiate affiliate.

ARTICLE XIII- PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the National Coalition in all cases in which they are applicable and in which they are not inconsistent with the Articles of Incorporation of the National Coalition of 100 Black Women, with these bylaws, or with any special rules of order that the National Coalition may adopt.

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ARTICLE XIV - AMENDMENTS

Any proposed amendment of these bylaws shall be compatible with the Articles of Incorporation of the National Coalition of 100 Black Women and shall be circulated to all chapters at least 60 days before the general membership meeting. Any proposed amendments shall be reviewed by the Board of Directors before action by the membership. Amendment or repeal shall require a two-thirds vote of the delegates at the membership meeting present and voting.

ARTICLE XV-FISCAL YEAR

The fiscal year of the National Coalition shall be October 1–September 30.

ADOPTED: Saturday, May 21, 1983
Tuskegee, Alabama

REVISED:
Thursday, June 17, 1987
Rye Brook, New York

REVISED:
Saturday, October 15, 1994
New York, New York

REVISED:
Saturday, October 11, 1997
Cleveland, Ohio

AMENDED:
Thursday, October 4, 2001
Philadelphia, PA
Proviso: Directors elected to the Board in 1999 shall serve without the necessity to stand for reelection in 2001. They shall not be eligible for reelection as directors in 2003.

AMENDED:
Saturday, October 11, 2003
Bal Harbour, FL

AMENDED:
Tuesday, October 18, 2005
Via Delegates' Teleconference

AMENDED:
Saturday, June 10, 2006
Houston, TX