



# BY-LAWS

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*NATIONAL CONGRESS OF BLACK WOMEN, INC.*

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**NATIONAL BYLAWS**

AS AMENDED BY THE NATIONAL BOARD OF DIRECTORS

NOVEMBER 3, 2025

(Amendments are in bolded text)

# **NATIONAL CONGRESS OF BLACK WOMEN, Inc. BYLAWS**

## **ARTICLE I - NAME**

### **SECTION 1. THE NAME OF THE ORGANIZATION**

The name of this organization shall be the *National Congress of Black Women, Inc. (NCBW)*. Subsidiary units of NCBW, established in accordance with these Bylaws, are to be referred to as **National Congress of Black Women, Inc. (NCBW) Chapters** or **National Congress of Black Women, Inc. (NCBW) Conferences**.

## **ARTICLE II - PURPOSE**

### **SECTION 1. PREAMBLE**

The purpose of the National Congress of Black Women, Inc. shall be to improve the educational, economic, social and political status of Black women and their families; to serve as a nonpartisan voice and instrument for the election, appointment and participation of Black women in the educational, economic, social and political arenas.

### **SECTION 2. SPECIFIC PURPOSES**

The specific purposes of NCBW are to:

- A. Identify and conduct leadership opportunities for members who are aspiring leaders.
- B. Encourage Black women to engage in non-partisan leadership activities within the educational, economic, social and political arenas.
- C. Provide training and internships at the national, state and local levels to enable members and young people to gain the knowledge required to understand, operate, and participate within the educational, economic, social and political arenas.
- D. Increase the number of Black women who participate in leadership positions in all areas of the community that impact their lives and the lives of their families.
- E. Engage Black women in voter registration, political education, forums and seminars to better project their concerns in the public arena.
- F. Develop and advocate public policy positions, which advance the educational, economic, social and political interests of Black women, their families and communities.
- G. Participate in the development of policies, platforms and strategies of political parties that address the needs and aspirations of the Black community; encourage the parity appointment of Black women at all levels of the party structure.
- H. Engage in research and fact-finding on critical issues uniquely affecting the quality of life of Black women.
- I. Sponsor youth leadership institutes to prepare young people to practice good citizenship and to assume leadership roles in public service.

## ARTICLE III - MEMBERSHIP AND DUES

### SECTION 1. MEMBERSHIP

Membership in NCBW shall be open to individuals who are committed to the purpose of the organization and who pay the membership fees as determined by the Board in accordance with the bylaws, **and who are determined by a majority of the national board of directors to meet the “in good standing” requirements of Attachment A. Attachment A shall be applied to eligibility as well as to determinations for new and ongoing NCBW membership.** Members are of one class, with equal rights, unless otherwise stated in the bylaws.

### SECTION 2. LEVELS OF MEMBERSHIP

Members shall join the Congress by submitting their membership fees in any of the following categories:

- A. Regular membership shall be those members paying annual National dues in an amount of \$50 or as decided by the National Board, in addition to the annual local dues established by any local NCBW Chapter to which they belong.
- B. Young Adult membership shall be those members up to 25 years of age paying annual National dues in an amount of \$25 or as decided by the National Board, in addition to the annual local dues established for young adult members by any local NCBW Chapters to which they belong.
- C. Patron membership shall be those members paying annual National dues in an amount of \$100.00 or as decided by the National Board, in addition to the annual local dues established by any local NCBW Chapter to which they belong.
- D. Sponsor membership shall be those members paying annual National dues in an amount of \$150.00 or as decided by the Board, in addition to the annual local dues established by any local NCBW Chapter to which they belong. For each Sponsor Member belonging to a local Chapter, \$30 of the annual \$150.00 received by the National Office shall be rebated to such Chapter.
- E. Life Membership shall be those members paying National dues in an amount of \$1,000.00 or as decided by the Board. Life members who belong to Chapters must continue to pay local dues established by the Chapter. For each Life Member belonging to a local Chapter, \$200 of the \$1,000 received by the National Office shall be rebated to such Chapter.

### **SECTION 3. MODES OF MEMBERSHIP**

At any level of membership (regular, young adult, patron, sponsor or lifetime), individuals may become NCBW members in one of the following modes, thus becoming entitled to the particular participatory rights associated with that mode of membership.

- A. Chapter-Based Members, in addition to their National membership and dues, belong to and pay dues to a chartered NCBW local Chapter. Chapter members in good standing are eligible to participate in the selection of the Chapter's delegates to the NCBW Convention, to serve as such a delegate, and, if so selected, to participate as a voting member of the Convention, and thus in the governing structure of NCBW.
- B. Members-at-Large, are those members who do not belong to a local NCBW Chapter, either because they reside in a state or subdivision where no such Chapter exists, or, if such Chapter does exist, because they have not joined or paid current dues to it. Members-at-Large are not eligible to participate as delegates to, or in the delegate-selection process for, the Convention. They may, however, attend the Convention as non-voting participants, and are encouraged to do so. Those wishing to participate as voting delegates are urged to join or, where necessary, to help form a local Chapter in their area.

*Local-only membership is not permitted.* Only those individuals who join the NCBW by submitting National membership dues are permitted to join local Chapters of NCBW. There is no category of membership consisting of individuals who belong to a local Chapter but not National NCBW.

### **SECTION 4. EFFECTIVE DATE OF MEMBERSHIP**

The effective date of National membership is the date membership payment is received by the National office, whether submitted directly by a Member-at-large or forwarded by a local Chapter. Local Chapters shall forward National membership dues collected by a local chapter to the National Office within 30 days of receipt.

## **ARTICLE IV - LOCAL CHAPTERS OF THE CONGRESS**

### **SECTION 1. CHAPTER ESTABLISHMENT**

Whenever there are twenty-five (25) or more National members from a specific county, city or other political subdivision, at the discretion of the National Board, a local Chapter may be established. *(With a minimum of ten (10) members, the group is called a "Chapter in Formation," and may begin to function as any full chapter—except, it functions in an organizing mode and is without a vote at the National level until twenty-five members are confirmed; all other rights and responsibilities apply.)* The Board of NCBW shall authorize and recognize a chapter through written application by the local organizers. Upon verification that all requirements have been met, and upon resolution duly entered into the minutes of the National Board, a Charter will be issued to such Chapter as evidence of such authorization and recognition.

## **SECTION 2. CHARTER RECEIPT**

To receive a Charter, and remain in good standing, as an NCBW Chapter, a local entity must:

- A. Have and maintain at least twenty-five (25) members in the city, county or political subdivision defined by the Chapter's name, who have paid current National and Chapter dues, and from whom or for whom such National dues have been received by the National office.
- B. Adopt the Chapter Bylaws established by the National Board, with the Chapter's name inserted where required, and with any additional local provisions as are adopted by the local Chapter being approved by the National Board.
- C. Petition the NCBW for a Chapter Charter, fulfilling the requirements and procedures set forth in Section 3 below.
- D. Elect Officers and Directors as provided in the Chapter Bylaws, which Officers and Directors shall carry out the duties prescribed for them therein upon receiving its Charter.
- E. Hold at least six (6) membership meetings each year, in addition to Board and committee meetings.
- F. Support the leadership, purposes and goals of the National Chapter both through consistent policy positions and through an active program of locally initiated activities.
- G. Participate in and support the annual Awards Brunch of the National NCBW, where at least one table each year shall be purchased by the Chapter or its members.
- H. Contribute an annual assessment in the amount of \$1,000 by 1 August, or as determined by the National Board, to the National office. This assessment is due on a date established by the National Board and is in addition to any National office. Funds for this assessment may be collected from the membership, obtained through fundraising activities or a combination thereof.
- I. Comply with all federal, state and local laws, as well as regulations concerning activities of organizations exempt from income tax under Section 501(c) (3) of the Internal Revenue Code, including, but not limited to, refraining from endorsing political parties or candidates for public office.
- J. Transmit timely and regular financial and program annual reports to the National Office by 31 December, including accounting for and all contributions, dues and assessments; membership lists setting forth the names of all current Chapter members and the date and amount of dues paid by each; and any other financial reports mandated by the National Office to ensure the NCBW's compliance as a non-profit organization with IRS regulations.
- K. Select delegates and alternates to the National Convention, provided that the National Office has received all reports, dues and assessments from the Chapter by the aforementioned deadline.
- L. Ensure that any funds received from contributions, grants, contracts, or any other source relying on NCBW's tax-exempt status are made payable to the NCBW and sent to the National Office, where they will be deposited by NCBW's Treasurer or Financial officer in an account established NCBW's name by resolution of the NCBW National Board, and where they will be maintained as restricted funds for the use of the Chapter that generated them, less administrative costs not to exceed ten (10) percent.

### **SECTION 3. CHAPTER FORMATION**

Formation of the Chapters shall proceed in the following manner:

- A. Whenever the number of present or potential members in a given location appears to warrant it, the Chair of NCBW shall invite such persons to form a local chapter and to hold an exploratory meeting for such purpose.
- B. Before or after an exploratory meeting has been held, and the level of interest evidenced thereafter appears to warrant it, the Chair of NCBW shall appoint for the Chapter in Formation an Interim Chair who shall officiate until the new Chapter is certified.
- C. Upon ascertaining that the required number of members has been attained and dues received, and upon approval of the Bylaws, the National Board shall issue a Charter to the new Chapter.
- D. Upon receiving its Charter, the new Chapter may commence its official existence and operations. Formal adoption of the Bylaws and election of Officers shall take place at its first official meeting.
- E. The new Chapter shall conduct a formal swearing-in ceremony to install its Officers, holding it in a public place, accompanied by a reception, luncheon, or other such functions, to which elected officials, members of the media, and other community leaders shall be invited. The installation ceremony shall take place within the first year of the new chapter receiving the charter. The installation ceremony shall serve to introduce the new Chapter and its Officers to the community. The Officers may then establish a bank account, adopt usage of official logo, print stationery, establish postal address, create an email address, purchase business cards, and establish a website, telephone number, social media presence and otherwise act in the name of NCBW within their area. Website and use of social media should be approved by the National office.

## **ARTICLE V - STATE CONFERENCES**

### **SECTION 1. STATE CONFERENCE ESTABLISHMENT**

Where there are five (5) or more chapters within a state, geographically representative of the state's population, the Board of the Congress may authorize and recognize a state Conference.

**SECTION 2. STATE CONFERENCE PURPOSE** The purposes of the State Conference shall be to:

- A. Select delegates and alternates to the National Convention. Each state Conference is entitled to five (5) delegates, or such other number as is fixed by the National Board no less than sixty (60) days prior to the Convention.
- B. Conduct public meetings and other events and programs advancing NCBW objectives, and addressing the concerns of NCBW members, in regard to state- level issues, Officers, elections, etc.
- C. Support the leadership, purposes and goals of the National Chapter.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **SECTION 1. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- A. The Board of Directors shall: Manage, control and supervise the business and affairs of the Congress, except for such powers and authority as are mandatorily vested in the members, pursuant to law, articles of incorporation and the bylaws of NCBW. Select a President/Chief Executive Officer, who shall be responsible for the day to day operations of NCBW
- B. The National Chair shall partner with the President/CEO to achieve the mission of NCBW. She will provide the Board with leadership to set organizational policy and monitor financial planning. She will guide the Board's role in strategic planning. She shall undertake a primary role in fundraising efforts. She shall preside at all meetings of the Board and Executive Committee, upon development of the agenda with the President/CEO. Annually, she will formally evaluate the performance of the President/CEO and the performance of NCBW in realizing its mission.
- C. The First Vice Chair shall preside at meetings whenever the Chair is absent.
- D. The Second Vice Chair shall preside at meetings whenever the Chair and First Vice Chair are absent.
- E. The Third (Young Adult) Vice Chair, who shall be between 18 and 25 years old, shall preside in the absence of the highest Officers. The Young Adult Vice Chair shall be responsible, with the advice and approval of the National Board, for developing and encouraging the membership of young adults between the ages of 18 and 25 years in NCBW at the national, state and local Chapters; developing and coordinating the activities and programs for youth, including those under 18 years of age. The Young Adult Vice Chair shall submit an annual report to the National Chair and Board on young adult and youth participation and activities.
- F. The Treasurer shall be the keeper of the financial records for NCBW. Under the direction of the Board and working closely with the Chief financial Officer on the National Office staff, the Treasurer shall have the supervision and control of all monies and securities of NCBW in such financial institutions as the Board shall designate. The Treasurer shall cause accurate books of account to be kept at all times regarding the business of NCBW. She shall certify to the Chair the amount of dues collected; and shall make written and other reports to the Board regarding the financial business and the financial condition of NCBW. Unless otherwise directed by the Board, the Treasurer shall transmit to the Board a summary report of the finances of NCBW. The Treasurer, if so required by the Board, shall give bond for faithful performance of the Treasurer's duties, in such amount and with such securities as the Board shall require, and, shall perform such other additional duties as the Chair of the Board may require.
- G. The Recording Secretary shall record all proceedings and votes of the members and Officers at their respective meetings; shall keep such records, books, papers and all documents as required by law, and shall open such documents to the inspection of members as required by law.



- H. The Corresponding Secretary shall prepare and send notices of all membership meetings and Board meetings, as required by law and the bylaws of NCBW, and shall perform such other additional duties as the Chair and Officers may require.

## **SECTION 2. COMPOSITION OF THE BOARD OF DIRECTORS:**

- A. The Board of Directors shall be composed of:
1. Officers elected, in addition to filling their respective offices, serve as voting members of the Board.
  2. No more than fifteen (15) additional Directors may be elected. No more than two such Directors shall be from the same state unless no other candidates are available.
  3. Five (5) additional Directors may be appointed by the Chair.
- B. Officers of NCBW shall be Chair, First Vice Chair, Second Vice Chair, Third (Young Adult between the ages of 18 and 25) Vice Chair, Recording Secretary, Corresponding Secretary, and Treasurer.
- C. Eligibility for election as Officers or Directors:
1. Any member in good standing **in accordance with Attachment A of the national bylaws**, for one year prior to the election and who has served as a Director on the Board, shall be eligible for nomination as an Officer.
  2. Any member in good standing **in accordance with Attachment A of the national bylaws** for ninety (90) days prior to the Convention shall be eligible for nomination as a Director.
  3. Officers and Directors shall be members in good standing at all times **in accordance with Attachment A of the national bylaws** during their tenure in office.
  4. Officers shall serve a two (2) year term. Tenure in office shall be limited to two (2) consecutive terms in the same position. **The term of a board officer whose service is disrupted and/or halted by a governmental authority may be tolled and made retroactive to the date of disruption and/or halting of board service upon resolution of the matter by the same or other governmental authority – if the member is deemed to be “in good standing” by a majority of the national board of directors in accordance with Attachment A of the NCBW National Bylaws.**
  5. Directors shall serve a two (2) year term. Tenure in office shall be limited to three (3) consecutive terms. **The term of a board director whose service is disrupted and/or halted by a governmental authority may be tolled and made retroactive to the date of disruption and/or halting of board service upon resolution of the matter by the same or other governmental authority – if the member is deemed to be “in good standing” by a majority of the national board of directors in accordance with Attachment A of the NCBW National Bylaws.**

- D. Election Process. Members in good standing **in accordance with Attachment A** must submit a letter of intent to the Nominations Committee thirty (30) days prior to the election, which shall occur in odd-numbered years. Voting shall be by secret ballot. Election shall be by a simple majority.
- E. Geographic Diversity. The Nominating Committee shall devise procedures to maximize geographic diversity and representation of active Chapters on the Board and among the Officers. In the case of the election of non-officer members of the Board, candidates receiving the highest number of votes shall be seated in order of votes received until all positions are filled, except that no more than one candidate from the same Chapter or Conference, and no more than two candidates from the same state, shall be seated until the candidate receiving the highest number of votes from each otherwise unrepresented state has been seated.
- F. **Attachment A shall be applied to eligibility requirements for both candidates and voters in the upcoming NCBW national board elections to be held on December 29, 2025, and to future board elections at both the national and local levels, as well as to determinations for new and ongoing NCBW membership.**

### SECTION 3. MEETINGS OF THE BOARD OF DIRECTORS

- A. The Board shall meet quarterly on the following dates: 3<sup>rd</sup> Tuesday of January, April, July and October. The dates are subject to change for good cause at the request of the National Chair or President/CEO.
- B. A quorum shall consist of a simple majority of the body, provided that less than a quorum may make reasonable adjournments of such meetings until a quorum is obtained. An affirmative vote of not less than fifty-one percent (51%) of the members present is required to take or authorize action on any matters, which may properly come before the meeting.
- C. Thirty (30) days' notice of the quarterly meetings and any special meeting of the Board shall be forwarded to each member entitled to vote at said meeting, by written or printed notification, to such address as may last appear on the record books of NCBW or electronically. There shall be no proxy voting.

### SECTION 4. EXECUTIVE COMMITTEE

- A. There shall be an Executive Committee of the Board, consisting of the Officers, along with any other persons whom the Chair may appoint.
- B. The Executive Committee shall make recommendations to the Board and to Committees. It shall assist the President/CEO in implementing Board decisions and may act on behalf of the Board between Board meetings.
- C. The Board may authorize the Executive Committee, between meetings of the Board, to exercise any powers and take any actions otherwise within the power of the full Board, except such actions as are specifically reserved to the full Board by law, NCBW's Articles of Incorporation and Bylaws.

## **ARTICLE VII - POWERS AND DUTIES OF OFFICERS**

### **SECTION 1. THE POWERS AND DUTIES OF OFFICERS SHALL BE AS FOLLOWS:**

The President/CEO of NCBW shall be salaried and an *ex officio* member of the Board. She shall be the Official Spokesperson of the Congress. She shall serve as the chief executive and financial officer of NCBW. She shall submit to the Board at the annual meeting, as the Board may require, current reports of the operations of NCBW. She shall appoint all Committee Chairs and shall hire personnel to conduct the affairs of NCBW. She may appoint Special Committee Chairs; ad hoc task groups, or Commissions to carry out the mission of NCBW, and shall do and perform such other or additional acts and duties as may be directed by the Board.

### **SECTION 2. REGULATIONS REGARDING OFFICERS AND DIRECTORS:**

- A. The Board shall receive no compensation other than reasonable expenses.
- B. NCBW is to reimburse individuals for approved, reasonable, proper and necessary travel expenses incurred in conjunction with approved NCBW initiatives.
- C. Officers shall be compensated for any expenses, as outlined in the budget, or incurred in the performance of official duties as from time to time determined by the Board.
- D. Officers or Directors of NCBW or any company in which such Officer or Director may have an ownership interest, upon approval of the Board, absent the interested Officer or Director, may enter into, negotiate, consummate and perform any contract or agreement or any name or nature with NCBW. Interested Directors are required to abstain from voting on these matters.

### **SECTION 3. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Board may indemnify and reimburse each Director, Officer or employee of NCBW for expenses incurred in connection with NCBW, with the defense or reasonable settlement of any action, suit or proceeding in which such Officer, Director or employee of NCBW is made a party by reason of such person being a Director, Officer or employee of NCBW, except in relation to matters as to which the Director, Officer or employee shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties of such Director, Officer or employee. The foregoing right to indemnification shall not affect any right to which such Director, Officer or employee is entitled. However, such Director, Officer or employee must notify the Board at the earliest possible time, in order that a sufficient legal defense can be prepared, or such person loses her right to indemnification by NCBW.

**SECTION 4. POSITIONS AND DUTIES OF OTHER NCBW FUNCTIONARIES ARE AS FOLLOWS:**

- A. The immediate past Chair shall serve as an advisor to the Chair and the Board of Directors.
- B. The President/CEO may designate or appoint a State or Regional Director with specific responsibilities and obligations as determined by the President/CEO and approval by the Board.
- C. The Chair may appoint, as needed, a Parliamentarian who shall keep order at all meetings and advise Officers and members of the rules contained in the current bylaws, special rules, and current edition of *Roberts Rules of Order, Newly Revised*, that govern NCBW in all cases. *Roberts Rules of Order, Newly Revised*, is the official parliamentary authority for meetings unless contrary rules are contained in the bylaws or special rules of NCBW.

**ARTICLE VIII - FUNCTIONS OF NCBW'S MEMBERSHIP**

**SECTION 1. MEETINGS OF NCBW**

- A. General membership meetings will be held annually on the Sunday morning following the Congressional Black Caucus Foundation's Annual Legislative Weekend.
- B. Leadership conferences of local and national leaders will be held annually on the last Saturday of June.
- C. A special meeting of NCBW members for any purpose may be called at any time by the Chair, by a majority of the Board, or upon written request by at least fifty-one percent (51%) of all chapters, provided that such request is signed by representatives of each chapter and states the purpose for the meeting. The Corresponding Secretary of NCBW shall provide notification in accordance with Article VI or electronically. Where no e-mail address is available, notice for all local members shall be sent via the chapter chair.

**SECTION 2. NATIONAL CONVENTION**

- A. Each local chapter shall be entitled to ten (10) delegates for its first twenty-five (25) members and an additional five (5) delegates for each additional fifteen (15) members thereafter.
- B. Officers and Directors shall also be voting delegates.
- C. Delegates must be members in good standing, with National dues paid and received by the National Office at least forty-five (45) days prior to the Convention. Delegates must be duly registered and in attendance in order to be eligible to vote.
- D. Notices of the Convention shall be given by mail (USPS or electronically) to each chapter at least one hundred and twenty (120) days before the Convention.
- E. Immediately after the Convention, there shall be a meeting of the Board.
- F. Any chapter may submit a bid for holding the convention for Board approval.

### **SECTION 3. ANNUAL AWARDS BRUNCH**

The Annual Awards Brunch shall be held in Washington, DC during the Congressional Black Caucus Foundation's Annual Legislative Weekend.

## **ARTICLE IX - STANDING AND SPECIAL COMMITTEES OF THE BOARD**

### **SECTION 1. STANDING COMMITTEES**

There shall be at least the following standing committees:

1. Annual Awards Brunch
2. Budget
3. Education and Training
4. Fundraising
5. Legal
6. Legislation
7. Membership
8. Nominations/Elections
9. Program Development
10. Public Relations/Publicity
11. Youth Development

### **SECTION 2. COMMISSIONS, AD HOC COMMITTEES AND TASK FORCES**

- A. The Chair may establish special committees on an ad hoc basis to carry out the work of NCBW. All commissions, ad hoc committees and other task forces are appointed by the Chair and under the responsibility of the Chair.
  1. Ad hoc committees and task forces are of an informal and often short-term nature, formed to organize events, respond to policy developments, and carry out other immediate tasks, and are usually made up of NCBW members.
  2. Commissions are of longer duration, with membership extending outside the membership of NCBW, formed to carry on specific activities which are focused on high-profile issues.
- B. National Commissions/Ad Hoc Committees/Task Forces include the following:
  1. College for Kids
  2. College for Teens
  3. Commission for the Presidential Appointment of Black Women
  4. Commission on Entertainment
  5. Culture of People with Disabilities
  6. Domestic Violence
  7. Eradication of Slavery and Human Trafficking
  8. Health
  9. Immigration Reform

10. International Commission on Women of African Descent
11. Leadership Training
12. Mentorship
13. Voter Education/Registration
14. Women's Entrepreneurship
15. Young Ambassadors

### **SECTION 3. ROLE AND FUNCTION**

- A. All standing committees, ad hoc committees, commissions and task forces, whatever their designation and function, shall be and operate as subsidiary action arms of the NCBW and its Board.
- B. The chairs of all such bodies shall be appointed by, and report to, the President/CEO. All chairs shall be members of NCBW. Members of such groups are encouraged to become NCBW members if they are not already.
- C. No Committee, Commission or other such subsidiary body of the NCBW shall attempt to function in an independent capacity inconsistent with its status as an arm of the NCBW, such as incorporating as a legal entity, hiring independent staff or raising and disbursing funds autonomously.
  1. All funds raised from whatever source, including grants, contracts, event income, member assessments or any other such body shall be received in the name of NCBW, and deposited by NCBW's Treasurer or Financial Officer in an account established in NCBW's name by resolution of the NCBW National Board. Such funds shall be maintained as restricted and applied to the approved budget of the operating entity that originally generated them. Administrative costs, not to exceed ten (10) percent, shall be assessed.
  2. Any contracts or expenditures by any Committee, Commission or other subsidiary bodies shall be carried out by the authority and with the approval of the National office, subject to its established authorization and disbursement procedures and fiscal controls.
  3. Program activities and priorities of all such subsidiary bodies shall be subject at all times to the directions and decisions of the President/CEO.
- D. For purposes of expediting its internal task management and meeting management, subsidiary bodies may establish rules of procedure, chains of administrative command, operating guidelines, etc., and may elect or appoint individuals from within their ranks to take on particular responsibilities. However, all such documents, procedures, guidelines, elections or appointments shall be subject to the ultimate responsibility of the President/CEO, either of which may, if the good of NCBW warrants it, supersede, revise, reverse or vacate policy, program and personnel decisions made by a subsidiary body.

## **ARTICLE X - REMEDIAL POWERS AND PROCEDURES**

### **SECTION 1. PURPOSE OF THE ARTICLE**

- A. The procedures in this Article are established in order to ensure that the policies and practices of NCBW are followed.
  - 1. The good order and smooth functioning of NCBW can be restored in a timely manner by correcting or removing the source of the potential harm.
  - 2. Any individuals alleged to be a source of potential harm to NCBW by virtue of non-performance of duties, pursuit of non-conforming goals and priorities, or behavior amounting to misconduct will be treated with fairness and given an opportunity to present their side.

### **SECTION 2. ABSENCES, VACANCIES AND RESIGNATIONS**

- A. In the case of any temporary absence or non-action of the National Chair, the First Vice-Chair (followed by the Second and Third Vice-Chairs if the preceding is unable to serve) shall assume her duties. In the case of any temporary absence or non-action by any other National Officer or Director, the National Chair, or the First Vice-Chair in her absence, may appoint a person to perform the duties of such office during such absence. The Chair and Vice-Chairs of a local Chapter shall have the corresponding rights and responsibilities in the event of temporary absences or non-action on the part of local Officers or Directors. An absence constitutes a period of less than three (3) months, after which time such office shall be considered vacant.
- B. Any Officer or Director, whether at the National, State or Chapter level, may resign by filing a written resignation. Such resignation must be delivered by hand, or mailed to the Chair or Secretary of the respective Board, and shall take effect when received or as specified therein.
- C. Any Director or Officer of the Congress, at any level, who shall be absent from three (3) consecutive Board meetings without an explanation or extenuating circumstances as determined by the respective Chair, shall automatically relinquished her position.
- D. In the event that a chapter chair shall become vacant prior to the next election, the Chapter's First Vice-Chair (or, should she decline the position, the Second Vice-Chair or Third Vice-Chair in that order) shall become Acting Chair until the next election. In the event that any other office shall become vacant, for any reason, prior to the next election, at the National, local or state levels, such vacancy may be filled by the National Chair or the Chair of the state or local body, respectively. Each successor may hold office for the remainder of the term of the person who held such office until a successor is elected. Special elections to fill vacancies among Officers or Directors between Conventions may be held by the Board at any regular or special meeting thereof.

### **SECTION 3. REMOVABLES AND SUSPENSIONS**

- A. Any National Officer or local Chapter Chair who, in the determination of the National Chair and President/CEO, fails to perform her duties as outlined in the Bylaws, may be removed by the National Chair and President/CEO and replaced in accordance with Section 2, Paragraph D above. Any other Chapter Officer who, in the determination of the local Chapter Chair, fails to perform her duties as outlined in the Bylaws, may be removed by the local Chapter Chair and replaced in accordance with Section 2, Paragraph D above.
- B. Apart from the above removal of non-performing Officers at the discretion of the Chair, any Officer or Director, whether at the National level of the Chapter or state Conference level, may be removed for cause, including any conduct which, in the judgment of the Board, is improper, prejudicial or detrimental to NCBW.
- C. Removals for cause may occur only after notice and an opportunity for a hearing, by an affirmative vote of not less than two-thirds (2/3) of the entire Board herein authorized to conduct such removal. A National Officer or Director may be so removed by the National Board; a Chapter Officer or Director may be so removed by the Chapter Board or by the National Board; in each case requiring a two thirds vote of the entire Board.
- D. Any member in good standing may sign and submit in writing charges of misconduct on the part of a Chapter Director or Officer to the Chapter Board and request a hearing. If the local Board fails to respond to the charges of misconduct, or after all administrative procedures at the Chapter level have been exhausted, charges of misconduct at the Chapter level may be referred to the National Board. Any decision issued by the local Chapter Board may be appealed to the National Board, whose decision shall be final.
- E. In any investigation of, or hearing on, charges of misconduct, held by either the National Board or any Chapter Board, whether at the Board's own initiative or in response to the request of an NCBW member, the Board shall follow the procedures set forth in Section 5 below.

### **SECTION 4. DECERTIFICATION OF LOCAL CHAPTERS AND STATE CONFERENCES.**

- A. The resolution authorizing and recognizing a state Conference or local Chapter may be suspended or revoked by the National Board, whenever the Board shall deem it in the best interest of NCBW after finding the Chapter to be acting in contravention of NCBW policy or otherwise not in compliance with the requirements of its Chapter, provided the National Board convenes a full hearing of persons of its choice, and the applicable persons will be given an opportunity to be heard. Withdrawal, revocation or suspension of the state Conference or local Chapter shall require a three fourths (3/4) vote of the National Board, and shall be effective immediately.



- B. Suspension or revocation of a Chapter's Charter shall not invalidate an individual's right to be a National member-at-large.
- C. The process of suspending or revoking a chapter's charter shall be conducted in accordance with the procedures set forth in Section 5 below.
- D. Notice of the findings and action of the Board shall be sent, via registered mail, to the Chair of the local Chapter or the state Director of the state Conference. Upon receipt of the notice of suspension or revocation, the state Conference or local Chapter shall cease to function and its Officers shall forward all records, property and monies belonging to the state Conference or local Chapter to the National Chapter. Failure to forward the property or monies to the National Chapter within thirty (30) days of the written notice may result in the institution of legal action against any and all responsible Officers of the Chapter or Conference.

#### **SECTION 5. PROCEDURAL POLICIES AND RIGHTS IN REMEDIAL ACTIONS**

The following procedures shall be followed by the National Board and by the Board of any local Chapter or state Conference in conducting actions on the removal of Officers or Directors or on the revocation of Chapter or Conference charters.

- A. Remedial actions leading to the removal of Officers or Directors or the revocation or suspension of charters may be instituted in response to charges of misconduct submitted in writing by a member, or at the initiative of one or more Directors of the Board so authorized.
- B. If the Board decides to take removal actions, the affected Officer or Director shall be notified in writing of the charges, the right to a hearing and the right to representation, at the expense of the Officer or Director. In a charter suspension or revocation action, the Chair or Corresponding Secretary of the affected chapter or conference shall receive such notification, and the local chapter Chair or state Conference Director may select the person or persons to represent it at any hearing. At any such hearings, the persons representing Officers or Directors charged with misconduct, or representing chapters charged with actions in contravention of NCBW policy, shall have the right to be heard.
- C. The affected Officer or Director, or the affected Chapter or Conference in the case of charter actions, shall have fifteen (15) days upon certified receipt of notification to request a hearing. The hearing must be requested in writing and submitted with a written statement in response to the charges. Failure to request a hearing will represent acceptance of the decision of the Board.
- D. If a hearing is requested, the Board shall have fifteen (15) days to inform the affected Officer or Director, or the Chair or Director of an affected Chapter or Conference in the case of charter actions, or the date, time and place of the hearing, which may be during the next Board meeting. An affected Officer or Director shall personally appear at the hearing and may be accompanied by a representative. A record of the proceedings shall be available to the Officer or Director, or Chapter or Conference, upon request and payment of any reasonable cost associated with the preparation of the record.

- E. The Board may conduct the hearing or it may authorize the Chair to appoint a Hearing Committee consisting of Directors and Officers. The Committee shall submit its findings to the Board for action. The Board shall render its decision within sixty (60) days of any hearing and forward a certified copy thereof to the Officer or Director.
- F. Any decision rendered by the local Chapter or Conference may be appealed to the National Board. The decision of the National Board shall be final.

## **ARTICLE XI – FISCAL MATTERS**

### **SECTION 1. FISCAL YEAR**

The fiscal year of the Congress shall be a period of twelve (12) months coinciding with the calendar year.

### **SECTION 2. AUDIT AND INSPECTION OF BOOKS**

NCBW shall audit the books in odd-numbered years. The audit shall be acceptable to and approved by the Board. The Board shall maintain the right to inspect the books, records and receipts of NCBW and all local chapters and state conferences at any time pursuant to the laws of the District of Columbia.

## **ARTICLE XII - AMENDMENTS**

### **SECTION 1. ALTERATIONS**

These bylaws shall be subject to alterations, amendment or repeal at any regular meeting or special meeting of the Board at which a quorum is present, by a two-thirds (2/3) vote of all Directors present, or, in the absence of a meeting, by a two-thirds vote of the entire Board, after notification has been given of the proposed change thirty (30) days in advance to all members of the Board.

### **SECTION 2. EFFECTIVE DATE**

All amendments to the bylaws shall take effect prospectively unless otherwise specifically designated.

### **SECTION 3. LOCAL CHAPTERS**

Whenever these National bylaws are amended in such way as to require changes in the bylaws, offices or operating practices of local chapters or state conferences, the Board of each such chapter or conference shall act immediately to conform, but in all cases completing such changes within sixty (60) days. The National Office shall prepare Chapter bylaws or amendments for the use of local Chapters and state Conferences, and otherwise offer any needed assistance to achieve full conformity throughout all levels of NCBW as quickly as possible.

## **ARTICLE XIII - MISCELLANEOUS PROVISIONS**

### **SECTION 1. SEAL**

The seal of NCBW may be in such form and bear such inscription as the Board shall determine.

### **SECTION 2. DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from this corporation and upon dissolution of this corporation, all of its assets remaining after payments of all expenses of such dissolution shall be distributed to a non-profit organization with a similar purpose which itself is tax-exempt under provisions of Section 501 (c)(3) of the Internal Revenue Code.

# **NATIONAL BYLAWS OF THE NATIONAL CONGRESS OF BLACK WOMEN, INC.**

## **ATTACHMENT A**

**THE BYLAWS OF THE NATIONAL CONGRESS OF BLACK WOMEN, INC. ARE AMENDED TO INCLUDE THIS DOCUMENT. ATTACHMENT A MUST BE ATTACHED TO THE NCBW BYLAWS AT ALL TIMES WHETHER IN ELECTRONIC OR PRINTED FORM**

All members of the National Congress of Black Women, Inc. are required to be members “in good standing.” The “in good standing” requirement is an integral part of National Congress of Black Women, Inc. (NCBW) membership as well as an integral part of election to and holding positions on NCBW National Board of Directors and Local Chapter Boards. Because holders of these positions bear both a governance and fiduciary responsibility to NCBW, we herein clarify that to meet the “in good standing” requirement of the NCBW, a member must do more than just pay dues in a timely manner and be regular in attendance at meetings. As members of a non-profit entity, we are also responsible for adhering to NCBW bylaws as well as the laws and regulations governing nonprofits. The clarifications provided herein make abundantly clear that NCBW members cannot just pay dues and attend meetings, without also bearing responsibility for and the consequences of their actions which pose potential or actual harm to our beloved nonprofit organization.

The preservation and sustaining of the National Congress of Black Women, Inc. is set forth in the requirements of Section 1 of Article X, Remedial Powers and Procedures which states:

*The procedures in this Article are established in order to ensure that the policies and practices of NCBW are followed.*

- 1. The good order and smooth functioning of NCBW can be restored in a timely manner by correcting or removing the source of the potential harm.*
- 2. Any individuals alleged to be a source of potential harm to NCBW by virtue of non-performance of duties, pursuit of non-conforming goals and priorities, or behavior amounting to misconduct will be treated with fairness and given an opportunity to present their side.*

To ensure the preservation, sustainability, viability and good health of NCBW, considerations in determining if a member is in good standing not only include timely payment of dues and regular attendance at meetings, but also include and is not limited to whether a member has done and continues to do the following throughout NCBW membership:

- Complies with court rulings issued to NCBW
- Complies with federal, state and local laws
- Commits to full fiscal transparency and supports a forensic audit of NCBW financial records, as recommended through legal advisory
- Adheres to NCBW bylaws and leadership structure
- Acknowledges and complies with governance by the NCBW national board of directors
- Does not cause disruptions to NCBW operations through misrepresentations made to members, the public and/or government officials
- Does not seek or gain unauthorized access to NCBW membership and/or property through unauthorized actions such as hacking into NCBW membership and communications systems, bank accounts or any other NCBW property.
- Refrains from doing any public or private harm to NCBW through public notoriety or private actions that may cause embarrassment to NCBW and/or adversely impact NCBW's reputation and ability to raise funds from public entities and private donors. Examples of actions adversely impacting NCBW include but are not limited to indictments/convictions for crimes, false representations of NCBW (publicly or private), unflattering references to NCBW in social media posts, newspaper articles, podcasts and other social media coverage.
- Refrains from discourteous conduct through display of boisterous, rude, or obstreperous conduct during NCBW meetings or in public settings.
- Executes governance duties with a commitment to actions and decision-making in the best interest of NCBW, rather than a focus on personal gain or friendships.