

Bylaws
of
North Carolina Women United

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Article I. Name

The name of this organization shall be NORTH CAROLINA WOMEN UNITED, hereafter referred to as NCWU.

Article II. Purposes

The purposes of NCWU shall be:

1. To increase the capacity of North Carolina women to:
 - A. Recognize and acknowledge discrimination.
 - B. Envision and achieve life free from discrimination.
 - C. Lead, inspire and organize our own constituencies at the grassroots and across the state around programs to enhance our own lives.
 - D. Envision and achieve genuine empowerment for women as individuals and as a united constituency with common goals.
 - E. Build cooperative alliances among organized and unorganized women and with other organized citizens to build a society which enhances life.
 - F. Participate fully and effectively in all levels of political activity.
2. To provide safe forums in which the diversity of interests of North Carolina women is respected and validated to:
 - A. Study, discuss and rank issues affecting women.
 - B. Exchange information about different constituencies of organized and unorganized women. Create an environment that works to eradicate all forms of discrimination.
3. To educate the public and policy makers about issues of importance to women and about policy options that might address the needs and goals of women.

Article III. Membership

Section 3.01 Member Organizations.

The membership of NCWU shall consist of organizations that agree with the purposes of NCWU and that have paid established annual dues by a date designated by the Board of Directors. Organizations not eligible for membership include those of a partisan nature, including political committees or 527 organizations.

Section 3.02 Voting.

Each member organization shall be entitled to one vote at any meeting of the membership.

Section 3.03 Member Representatives.

Each member organization shall designate a primary representative to cast the organization's vote and may designate an alternate representative who may vote when the primary representative is absent. No person may vote for more than one organization at any given meeting. Hereinafter, references to the action of a "member" shall mean the action of a designated member representative.

Article IV. Board of Directors

Section 4.01 General Powers.

The Board shall conduct all the business and affairs of NCWU and shall exercise all of the powers of NCWU except such as are by law or by NCWU's articles of incorporation or bylaws conferred upon or reserved to the members.

Section 4.02 Members of the Board.

- (a) Five (5) Officers: a President, a First Vice-President, a Second Vice-President, a Treasurer, and a Secretary.
- (b) Four (4) Directors for Policy.
- (c) Six (6) Directors at Large.
- (d) The Past-President for one year after leaving the office of President.

Section 4.03 Terms of Office.

- (a) The members of NCWU shall elect the members of the Board of Directors at the annual meeting on the following schedule:
 - Odd years: President, First VP, Treasurer, Directors at Large
 - Even years: Second VP, Secretary, Directors for Policy
- (b) Members of the Board will serve two-year terms beginning the July 1 following their election.
- (c) No individual shall serve more than seven consecutive years on the board. No individual shall serve more than two consecutive terms as Director for Policy or Director at Large. The fulfillment of a partial term is not included in the two consecutive term limit.

Section 4.04 Vacancies.

If the office of President becomes vacant, it shall be filled by the First Vice President. Any other vacancy on the Board shall be filled by an election by the Board to fill the unexpired term.

Section 4.05 Removal of Directors by Members.

Any member may bring one or more charge(s) for cause against any one or more Director(s) and may request the removal of such Director(s) by reason thereof by filing with the Secretary such charges(s) in writing together with a motion for removal. The motion shall be considered at the next regular meeting of the membership.

Section 4.06 Director Removal for Lack of Attendance.

Any Director who fails to attend two consecutive duly noticed meetings of the Board or three such meetings during a calendar year shall be automatically removed from the Board of Directors, provided, however, that for good cause shown the President may excuse an absence from the operation of this section.

Section 4.07 Indemnification.

Subject to North Carolina law, NCWU may indemnify present and former Directors, Officers, and the Executive Director and other employees against liability to the extent needed. NCWU may purchase insurance to cover such indemnification.

Article V. Board Meetings**Section 5.01 Regular Meetings.**

A regular meeting of the Board of Directors shall be held at least quarterly at such times and places as determined by the Board. The President with the approval of the Executive Committee may change the date, time or place of a regular meeting upon at least fourteen (14) days notice to each Director.

Section 5.02 Special Meetings.

Special meetings of the Board of the Directors may be called by the President or by any three Directors upon fourteen (14) days notice to each Director.

Section 5.03 Quorum for Board Meetings.

A quorum for meetings of the Board of Directors shall be a majority of the Directors in office.

Article VI. Executive Committee**Section 6.01 Composition.**

The Officers of NCWU, the President, the First Vice-President, the Second Vice-President, the Treasurer, and the Secretary, shall form the Executive Committee.

Section 6.02 Duties.

- (a) The Executive Committee shall transact the business of NCWU between the meetings of the Board of Directors.
- (b) Specific duties shall include oversight of both NCWU finances and the work of NCWU committees.
- (c) The Executive Committee shall maintain appropriate minutes of its actions and forward those to the Board.

Section 6.03 Meetings.

Meetings of the Executive Committee shall be held at least monthly and may be held at the call of the President or by a majority of the Executive Committee. Meetings may be in person, by conference call, or by other teleconference as appropriate. Outside of meetings, votes may be taken by mail or e-mail.

Section 6.04 Quorum.

A quorum of the Executive Committee shall be a majority of its members.

Article VII. Policy Council**Section 7.01 Composition.**

NCWU shall be advised by a Policy Council consisting of the President and the four Directors for Policy. It shall elect its own chair.

Section 7.02 Duties.

- (a) Before the membership is asked to vote to endorse any issue of public policy or before any document is released in the name of NCWU, the Policy Council shall do a review and make recommendations.
- (b) The Policy Council is responsible for drafting any procedures necessary to implement this review and to clarify the meaning of NCWU's endorsement. These procedures are to be approved by the Board.
- (c) The Policy Council shall maintain appropriate minutes of its deliberations and report on its actions to the membership.

Section 7.03 Meetings.

The Policy Council will meet as needed at the call of any of its members. Meetings may be in person, by conference call, or by other teleconference as appropriate. Outside of meetings, votes may be taken by mail or e-mail.

Section 7.04 Quorum.

A quorum of the Policy Council shall be 80% of its members.

Article VIII. Duties of Officers

Section 8.01 President.

The President shall supervise all the affairs of NCWU in accordance with the policies and goals established by the Board of Directors. The President shall also serve as a member of the Policy Council.

Section 8.02 First Vice-President.

The First Vice-President shall perform such duties as may be assigned by the President and, in the absence of the President, shall take the place of the President.

Section 8.03 Second Vice-President.

The Second Vice-President shall perform such duties as may be assigned by the President and, in the absence of the President and First Vice-President, shall take the place of the President.

Section 8.04 Secretary.

The Secretary shall oversee the keeping of records of all meetings of the Board and the members and such other records as are requested by the Board. The Secretary is responsible for notices to the Board and members of all meetings and for the minutes of the Executive Committee, the Board, and Membership meetings. The Secretary shall perform other such duties as may be assigned by the President.

Section 8.05 Treasurer.

The Treasurer shall keep financial records, have custody of all funds, and report to the Board of Directors at regular intervals and to the members at the annual meeting. The Treasurer shall chair the Finance/Development Committee.

Section 8.06 Committee Oversight.

Officers are individually and collectively responsible for oversight of the committees as described in these Bylaws in Article X.

Section 8.07 Reports.

At each Board meeting and at the annual meeting of the members, the Officers shall submit written reports concerning the activities of the previous period.

Article IX. Membership Meetings

Section 9.01 Annual Meeting.

- (a) For the purposes of electing Directors and Officers, hearing and passing upon reports covering the previous fiscal year, and transacting any other business as may properly come before the members, the annual meeting of the members shall be held in the spring of each year.
- (b) The Board of Directors shall approve the date, time and location of the annual meeting. A written notice of the annual meeting shall be posted first class mail to the primary representative of each member organization and e-mailed to the Board and to the primary and alternate representatives of each member organization at least 60 days in advance of the meeting. The notice shall include the date, time, location and purpose of the meeting.

Section 9.02 Monthly Meetings.

- (a) Monthly meetings shall be held to foster communication among organizations, vote to determine NCWU positions on policy issues, and transact any other business as may properly come before the members.

- (b) When there is a need to change the regularly scheduled date, time or location of the monthly meeting, the change must be approved by the Board and shall be e-mailed to the Board and to the primary and alternate representatives of each member organization at least seven days in advance of any change.

Section 9.03 Responsibility for Notice of Member Meetings.

- (a) The calendar listing the dates, times and locations of the annual and monthly meetings shall be maintained by the Secretary. The Secretary shall be responsible for all notices related to the member meetings.
- (b) The dates, times and locations of the annual and monthly meetings shall also be posted on the web site.

Section 9.04 Non-member Attendance at Member Meetings.

Non-member organizations and individuals interested in furthering the goals of NCWU may attend meetings and participate in discussion, but may not vote.

Section 9.05 Quorum for Member Meetings.

A quorum for member meetings shall be one quarter of the membership.

Article X. Committees

Section 10.01 Program Committee.

- (a) Responsibilities. The Program Committee shall be responsible for the production of NCWU documents and coordination of NCWU sponsored state-wide events. It shall work with the local coordinators of NCWU sponsored local events.
- (b) Oversight. The President with the approval of the Executive Committee shall appoint a Board member to chair the committee and an officer to be the liaison between the committee and the Executive Committee. One person may fill both of these roles.
- (c) Composition. Committee members shall be appointed by the chair but must be affiliated with NCWU member organizations or have otherwise demonstrated support of NCWU goals.

Section 10.02 Membership Committee.

- (a) Responsibilities. The Membership Committee shall be responsible for recruitment and retention of NCWU member organizations and outreach to individual supporters.
- (b) Oversight. The President with the approval of the Executive Committee shall appoint a Board member to chair the committee and an officer to be the liaison between the committee and the Executive Committee. One person may fill both of these roles.
- (c) Composition. Committee members shall be appointed by the chair but must be affiliated with NCWU member organizations or have otherwise demonstrated support of NCWU goals.

Section 10.03 Communications Committee.

- (a) Responsibilities. The Communications Committee shall be responsible for the web site, the newsletter and any other strategies to communicate NCWU information to the members and the public.
- (b) Oversight. The President with the approval of the Executive Committee shall appoint a Board member to chair the committee and an officer to be the liaison between the committee and the Executive Committee. One person may fill both of these roles.

- (c) **Composition.** Committee members shall be appointed by the chair but must be affiliated with NCWU member organizations or have otherwise demonstrated support of NCWU goals.

Section 10.04 Finance/Development Committee.

- (a) **Responsibilities.** The Finance/Development Committee shall be responsible for drafting the budget for the approval of the Board and planning appropriate methods to generate sufficient funds to carry out the programs of NCWU.
- (b) **Oversight.** The committee shall be chaired by the Treasurer who shall act as the committee's liaison to the Executive Committee.
- (c) **Composition.** Members of the committee shall be appointed by the Treasurer and approved by the Executive Committee.

Section 10.05 Governance Committee.

- (a) **Responsibilities.** The Governance Committee shall be responsible for nominating slates of Officers, Directors and the next Governance Committee as well as enhancing the quality and future viability of the Board of Directors. It shall take the lead in succession planning, taking steps to recruit and prepare for future Board leadership.
- (b) **Oversight.** The members of the committee shall be elected by the membership at the annual meeting to one-year terms beginning on July 1 following the election. It shall elect its own chair. It shall provide a report at each Board meeting, and shall report on its activities at the request of the Executive Committee.
- (c) **Composition.** The Committee shall have five members. At least two must be members of the Board, and at least two must be affiliated with member organizations who are not also members of the Board.
- (d) **Term Limit.** No individual shall serve more than three consecutive years on the Governance Committee.

Section 10.06 Elections Committee.

At least ten (10) days before the annual member meeting, the President, with the approval of the Executive Committee, shall appoint an Elections Committee of at least three members. The committee shall elect its own chair and secretary before the member meeting. It shall be the responsibility of the committee to establish the manner of validating member representatives, registering members at the meeting and conducting any ballot or other voting. The committee shall count all the ballots, rule on the effect of irregularly marked ballots, rule upon all questions that may arise relating to member voting and the election of Directors.

Section 10.07 Other Committees.

The Board may create any committees or task forces necessary for implementing NCWU's goals and purposes. Those committees or task forces shall be supervised by the Board of Directors, although they may be composed of individuals who are not Directors. Any member may recommend to the Board formation of a particular committee or task force. Members of these committees will be appointed by the President and approved by the Executive Committee.

Article XI. Elections

Section 11.01 Nominations.

Prior to the annual member meeting, the Governance Committee shall nominate a slate to fill the open positions of Officers and Directors and the next Governance Committee.

Section 11.02 Nominating Process.

- (a) The Governance Committee may nominate as many nominees for any office to be filled as it deems desirable. The Committee shall communicate its slate to the Executive Committee at least thirty (30) days before the annual meeting of the membership. The Secretary shall communicate the slate to the members, identifying the nominees by name, address and member organization affiliation, at least twenty-five (25) days before the annual meeting.
- (b) Additional nominations may be made from the floor, provided written consent of the person has been previously obtained. Nominees from the floor will be asked to provide the same information submitted to the membership by the Governance Committee on behalf of its nominees.

Section 11.03 Elections.

Elections shall be held at the annual meeting with a process coordinated by the Elections Committee. Election shall be by ballot except that it may be by voice vote when there is only one nominee for an office or when the number of nominees for Policy Director, Director at Large, or Governance Committee is no larger than the number of positions to be filled.

Article XII. Finances**Section 12.01 Fiscal year.**

The fiscal year shall be January 1 to December 31.

Section 12.02 Budget.

- (a) The Finance/Development Committee is responsible for preparing a budget and a schedule of dues for the following fiscal year for approval by the Board at its last meeting of the year.
- (b) The budget may be revised at any Board meeting. The Executive Committee is responsible for ensuring that all committee chairs have a copy of the current budget.

Section 12.03 Compensation and reimbursement

- (a) Officers and Directors will not be compensated for their services as such. Officers and Directors shall not be paid by NCWU to perform professional services or other extraordinary services for which they may be professionally or personally suited.
- (b) Officers and Directors may be reimbursed for their travel, phone and similar direct costs of participation in NCWU, subject to guidelines developed by the Finance/Development Committee and approved by the Board.

Section 12.04 Accounting Systems and Reports

The Executive Committee shall provide for such audit and control of funds as are necessary to assure their safekeeping and accounting and shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting procedures and principles and federal, state and local laws.

Article XIII. Distribution of Assets upon Dissolution

Upon NCWU's dissolution, any assets remaining after all liabilities and obligations have been satisfied and discharged, shall be distributed to a North Carolina nonprofit corporation selected by the Board that as nearly as possible strives to achieve the same goals as set by NCWU.

Article XIV. Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order, Newly Revised shall govern NCWU in all instances in which they are applicable and in which they are not inconsistent with these Bylaws

Article XV. Amendments to the Bylaws

These Bylaws may be altered, amended or repealed by an affirmative vote of two-thirds of the directors present, at any regular or special Board meeting, provided written notice of a copy of the proposed alteration, amendment or repeal, or an accurate summary explanation thereof shall have been sent to each Board member at least fourteen (14) days prior to the meeting.