

BY-LAWS

**NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

TABLE OF CONTENTS

	Page
ARTICLE I NAME	1
ARTICLE II PURPOSE	1
ARTICLE III MEMBERSHIP.....	1
Section 1. Eligibility	1
A. General Qualifications	1
B. New Members.....	2
Section 2. Classes of Membership.....	2
A. General Membership.....	2
B. Associate Membership.....	2
C. General Membership-at-Large.....	2
D. Honorary Membership.....	2
E. Emerita Membership.....	2
F. Voting Privileges	3
G. Proxies	3
H. Membership Responsibilities.....	3
Section 3. Transfers	3
Section 4. Discipline/Penalties	3
Section 5. Conflict of Interest	4
Section 6. Leave of Absence.....	4
Section 7. Resignation	4
Section 8. Appeal.....	4

TABLE OF CONTENTS

	Page
ARTICLE IV FINANCES	5
Section 1. Self Sustaining	5
Section 2. Fiscal Year	5
Section 3. Dues, Fees, and Assessments.....	5
A. Dues	5
B. Assessments	5
C. Payment	5
Section 4. Annual Budget	5
Section 5. Dishonored Checks	5
Section 6. Signatories	5
Section 7. Audits.....	5
ARTICLE V OFFICERS	6
Section 1. Elected Officers	6
Section 2. Appointed Officers	6
Section 3. Eligibility	6
Section 4. Term of Office	6
A. Elected Officers	6
B. Appointed Officers	7
Section 5. Vacancies	7
A. President.....	7
B. Other Officers	7
Section 6. Removal from Office	7
Section 7. Replacement by Membership	7
Section 8. Appeal.....	8

TABLE OF CONTENTS

	Page
ARTICLE VI NOMINATIONS AND ELECTIONS.....	8
Section 1. Nominating Committee.....	8
A. Eligibility	8
B. Term of Office	8
C. Quorum	8
D. Duties	8
E. Member of the Committee Nominated for Office	8
F. Notice of Nominations	8
G. Required Presence of Nominee.....	9
H. Independent Nominees	9
I. Vacancies	9
J. Removal from Office	9
Section 2. Elections.....	9
A. Officer Elections.....	9
B. Ballot Voting.....	9
C. Absentee Voting	10
Section 3. Elections Committee.....	10
A. Eligibility	10
B. Term of Office	10
Section 4. Tellers Committee.....	10
A. Eligibility	10
B. Term of Office	10

TABLE OF CONTENTS

	Page
ARTICLE VII DUTIES OF OFFICERS	11
Section 1. Duties of Elected Officers	11
A. President.....	11
B. First Vice President of Programs	11
C. Second Vice President of Finance and Fund Development.....	11
D. Third Vice President of Membership and Chapter Development.	12
E. Treasurer	12
F. Corresponding Secretary.....	13
G. Recording Secretary.....	13
H. Financial Secretary	14
Section 2. Appointed Officers	14
A. Parlimamentarian	14
B. Historian.....	14
C. Legal Counsel	15
D. Members-at-Large	15
Section 3. Eligibility	15
Section 4. Term of Office	15
A. Elected Officers	15
B. Appointed Officers	15
Section 5. Vacancies	15
A. President.....	15
B. Other Officers	15
Section 6. Removal from Office	15
Section 7. Replacement by Membership	16

TABLE OF CONTENTS

	Page
ARTICLE VIII MEETINGS	16
Section 1. General Meetings	16
A. Number of Meetings	16
B. Meeting Notice	16
Section 2. Annual Meeting	16
A. Time	16
B. Meeting Notice	16
Section 3. Special Meetings.....	16
A. Call Meeting	16
B. Special General Membership Meeting Notice.....	16
C. Special Board of Directors Meeting Notice.....	16
Section 4. Board and Executive Committee Meetings	17
A. Meeting Dates	17
B. Special Meeting Notice.....	17
Section 5. Quorum	17
Section 6. Committee and Program Committee Meetings	17
Section 7. Meeting Attendance.....	17
ARTICLE IX BOARD OF DIRECTORS	18
Section 1. Composition.....	18
A. Ex-Officio	18
B. National Board Member	18
Section 2. Quorum	18
Section 3. Voting Privileges	18
Section 4. Meetings.....	18
A. Regular Meetings.....	18

TABLE OF CONTENTS

	Page
B. Board Meetings.....	18
C. Special Board Meeting Notices	18
Section 5. Duties and Powers	19
A. Duties of the Board.....	19
B. Other Officers	19
Section 6. Vacancies	19
ARTICLE X EXECUTIVE COMMITTEE	19
Section 1. Composition.....	19
Section 2. Quorum	19
Section 3. Voting Privileges	20
Section 4. Meetings.....	20
Section 5. Duties and Powers	20
ARTICLE XI COMMITTEES	20
Section 1. Authority	20
Section 2. Standing Committees	20
A. Arts and Culture.....	20
B. Budget and Finances.....	20
C. Economic Development.....	20
D. Education	20
E. Fund Development.....	20
F. Health.....	21
G. Membership	21
H. Nominating	21
I. Programs	21
J. Public Policy.....	21

TABLE OF CONTENTS

	Page
K. Public Relations	21
L. Role Model	21
Section 3. Ad Hoc/Special Committees.....	21
A. Audit	22
B. Bylaws	22
C. Elections.....	22
D. Gala.....	22
E. Policies and Procedures	22
F. Scholarship.....	22
G. Tellers	22
Section 4. Meetings.....	23
ARTICLE XII PARLIAMENTARY AUTHORITY	23
ARTICLE XIII AMENDMENTS	23
ARTICLE XIV DISSOLUTION.....	23
ARTICLE XV INDEMNIFICATION	24

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

**ARTICLE I
NAME**

The name of this organization shall be **NATIONAL COALITION OF 100 BLACK WOMEN, INC., BERGEN/PASSAIC CHAPTER** (hereinafter referred to as the” **Chapter**”).

**ARTICLE II
PURPOSE**

The National Coalition of 100 Black Women, Bergen Passaic Chapter is a 501(c)3 organization whose purpose is to promote the objectives and policies of the National Coalition of 100 Black Women, Inc., (hereinafter referred to as “**NCBW**” or the “**National Coalition**”) which are:

1. To foster principles of equal rights and opportunities;
2. To promote awareness of Black culture;
3. To develop the potential of the membership for effective leadership and participation in civic affairs;
4. To promote community involvement;
5. To take action on specific issues of national and international importance; and
6. To collaborate with other persons and organizations to achieve mutual goals.

**ARTICLE III
MEMBERSHIP**

Section 1. Eligibility.

- A. All members of the National Coalition of the 100 Black Women should:
 1. Demonstrate actual or potential leadership ability.
 2. Reflect in their occupational and/or leadership endeavors, the key sectors of the community:
 - a. Government agencies
 - b. Large corporate entities (Executive Board)
 - c. Labor organizations
 - d. Small business (represented by business type)
 - e. Lobby/special interest/political groups
 - f. Municipal, county, state, or federal legislative bodies
 - g. Municipal, state or federal courts
 - h. Health services
 - i. Elementary, secondary and college administrative/faculty
 - j. Appointed and elected commissions and board members
 - k. Civic Associations (e.g., NAACP, League of Women Voters)
 - l. Community service organizations (e.g., United Way, YWCA)
 3. Demonstrate available resources – time, constituencies, money, contacts, track records and expertise – for Chapter programs.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

B. New Members.

1. New members shall be considered upon recommendation by the Membership Committee to the Board of Directors (hereinafter referred to as the "Board"). The Board by a two-third (2/3) vote shall accept the Membership Committee's recommendations.

Additional and specific information related to new members may be found in the Chapter's Policies and Procedures.

Section 2. Classes of Membership. All classes of membership are subject to dues, fees and assessments except as noted below.

- A. General Membership. A General Member is one who has been recommended by the Membership Committee and approved by the Board. General Members shall pay dues as set by the Board. General members shall have voting privileges as defined by par. F. General Members are required to serve on at least one (1) standing committee.
- B. Associate Membership. An Associate Member has an opportunity to support the Chapter without participating as a voting member. The candidate for Associate Membership must be a woman and will be assessed an association fee determined by the Board in lieu of dues. Candidates for Associate membership must be approved by the Board.
- C. Lifetime Membership. A Lifetime Member is one who is appointed by the President with the approval of the Board. Such membership is awarded in recognition of significant community service contributions which reflect the goals and the aims of the Chapter. Lifetime Members shall be accorded the privileges of membership, with the exception of voting and paying dues and any financial assessments approved by the Board.
- D. Emerita Membership. An Emerita Member is one who has served in the Bergen/Passaic Chapter for twenty (20) years (excluding years of absence). Emeritus members may participate and support the organization but shall not have voting privileges and are not eligible.

A transfer member who is eligible to apply for Emerita status in the Bergen / Passaic chapter may do so if she meets the criteria for transfer in accordance with Sec. 3, and has served in the Bergen / Passaic Chapter for a minimum of three (3) years.

A member on leave is eligible for emerita status if she has served 20 years without absence and returns within three (3) years of her break in service.

Members applying for Emerita status are required to choose one of two levels:

- I. Emerita Gold Member- is a member who is not required to pay dues.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

She is excluded from all correspondence from the chapter and from National, but is invited to Chapter events.

- II. Emerita Platinum Member- are required to pay dues as determined by the Board. She is included in all correspondence from the Chapter and from National, and is invited to all Chapter events.
- E. Voting Privileges. All General and Associate Members are eligible to vote. A General Member must be financial for at least thirty (30) days before the election to be eligible to vote for the election of officers at the Annual Meeting. Any General Member who has not paid her dues, fees and assessment in compliance with Article IV, Sec. 3, par. C or obtained a leave of absence pursuant to Sec. 6 will be ineligible to vote on any issue or election for the remainder of the fiscal year.
- F. Proxies. There shall be NO voting by proxy.
- G. Membership Responsibilities.
1. Each General Member must participate on at least one (1) standing Committee.
 2. Members are responsible for meeting any financial assessments that have been approved by the Board, before the end of the Membership year.
 3. A member must attend general membership and committee meetings. All members are encouraged to attend Board Meetings. A member absent from the majority of General Membership and Committee meetings as outlined in Article VIII, sec. 7, shall have her membership reviewed by the Membership Committee.

Additional and specific information related to membership and responsibilities may be found in the Chapter's Policies and Procedures.

Section 3. Transfers. 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 relocates to another community in which there is a chapter of the National Coalition may become a financial (dues) member of the Chapter for the current fiscal year.

Section 4. Discipline/Penalties. A member of the Chapter may be disciplined or have her membership terminated for cause. Cause shall include but is not limited to: failure to attend the requisite general membership and committee meetings, financial non-compliance, or other reason or cause as alleged by the membership. The member in question may be disciplined or have her membership terminated by adoption of a motion to do so. The vote required for adoption of such a motion is a two-thirds (2/3) vote of the Board members present. A member who is subject to removal from the Chapter may be removed by the Board of Directors at a meeting called for that express purpose. The notice of meeting shall state:

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

1. that the purpose of the meeting is for the removal of the member;
2. the place, date, and time of the meeting; and
3. the charges or cause for removal.

Additional and specific information related to discipline, termination and appeals may be found in the Chapter's Policies and Procedures Manual.

Section 5. Conflict of Interest. Each member shall receive a copy of the Conflict of Interest Policy. A signed and dated copy of receipt shall remain on file in the Chapter's records.

Section 6. Leave of Absence. A leave of absence request may be made at any time during the fiscal year. Any request for an extension of a leave of absence must be in writing, and may be granted or denied at the discretion of the Board. A leave of absence may be granted for twelve (12) consecutive months from the date of approval. Where possible, the leave of absence must coincide with the Chapter's fiscal year (October 1 to September 30). Any request for an extension of a leave of absence must be in writing, and may be granted or denied at the discretion of the Board. All requests for leaves of absence should be submitted to the Third Vice President of Membership in writing, with a copy to the President. In order to maintain her leave of absence status, a member must pay her annual dues. Any member requesting a leave of absence after January 1 of each year shall be responsible for any assessment levied by the Board on the Chapter membership for the current fiscal year.

Members on a leave of absence are not eligible for any subsidies provided by the chapter.

Section 7. Resignation. Written notice of resignation shall be submitted by the resigning member at least thirty (30) days prior to the date the resignation is to become effective or as soon as possible in the case of unforeseen circumstances. Said written notice shall be given to the Third Vice President of Membership with a copy to the President and Committee Chair. Immediately after submitting notice of resignation, the resigning member shall return all Chapter materials in her possession and monies owed to the Chapter.

Section 8. Appeal. Any member of the Chapter may appeal a decision issued pursuant to Sec. 4 by submitting to the Membership Chair, with a copy to the Committee Chair a written statement outlining the issue regarding the disciplinary penalty imposed. The Membership Committee shall review the member's statement and make recommendations to the Board for a determination on the action requested. Members are not permitted to bring legal representation to any meeting regarding any appeal. However, a member shall have the right to have a member-advocate present at the appeal.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

A decision to terminate the membership of a member after the appeal process is Final. The terminated member shall be prohibited from assuming future membership in the Chapter.

**ARTICLE IV
FINANCES**

Section 1. This Chapter shall be self-sustaining.

Section 2. **Fiscal Year.** The fiscal year of this Chapter shall be from October 1- September 30.

Section 3. Dues, Fees and Assessments.

- A. **Dues.** Each member shall pay annual chapter dues, adopted by the Board, which shall include the amount due and payable to the National Coalition for the member's national dues. (National dues are not prorated).
- B. **Fees and Assessments.** Each member shall pay any fee and assessment adopted by the Board.
- C. **Payment.** Dues, fees, and/or assessment shall be payable on or before the date established by the Board. Members whose dues, fees and/or assessments are not paid in full within thirty (30) days of the established date shall be subject to disciplinary procedures described in Article III, Sec. 4.

Section 4. Annual Budget. Membership shall receive a written copy of the annual budget adopted by the Board and a yearly report of all income and disbursements no later than sixty (60) calendar days from the start of the fiscal year.

Section 5. Dishonored Checks. A member will be charged an amount equal to that charge to the Chapter by its financial institution for each check not honored by the financial institution upon which it was drawn.

Section 6. Signatories. All Chapter expenditures must be paid by check having two (2) authorized signatures one of which must be the Treasurer or Financial Secretary.

Section 7. Audits. The Chapter shall perform an annual audit no later than sixty (60) days from the start of the fiscal year. The Chapter shall perform an external audit for signatory accounts are changed within sixty (60) days from the date of the change.

Additional and specific information related to finances may be found in the Chapter's Policies and Procedures Manual.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

**ARTICLE V
OFFICERS**

The elected and appointed officers of the Chapter shall constitute the Board of Directors.

Section 1. Elected Officers. The Chapter shall have the following elected officers:

- President
- First Vice President of Programs
- Second Vice President of Finance and Fund Development
- Third Vice President of Membership and Chapter Development
- Corresponding Secretary
- Recording Secretary
- Treasurer
- Financial Secretary

Section 2. Appointed Officers. The appointed officers of the Chapter shall consist of the Chaplain, Parliamentarian, Historian and Legal Counsel, all of whom are appointed by the President and approved by the Board.

Section 3. Eligibility. To be eligible for any elected office in the Chapter, except for Recording Secretary and Corresponding Secretary, a member must have been a member in good standing for at least two (2) consecutive years prior to election and must have served on a standing committee. To be eligible for the elected offices of Recording Secretary and Corresponding Secretary, a member must have been a member in good standing for at least one (1) uninterrupted year prior to election and must have served on a standing committee.

To be eligible for an elected position, the candidate must attend National events as follows:

1. To be eligible for the position of President, a candidate must have served as an elected officer or a member of the Chapter's Board of Directors and must have attended at least (1) National Leadership retreat AND (1) Biennial Conference in the last 4 years immediately prior to her candidacy.
2. To be eligible for the position of First Vice President, a candidate must have served as an elected officer or a member of the Chapter's Board of Directors and must have attended at least (1) National Leadership retreat AND (1) Biennial Conference in the last 4 years immediately prior to her candidacy.
3. To be eligible for the position of Second or Third Vice President, a candidate must have served as an elected officer or a member of the Chapter's Board of Directors and must have attended at least (1) National Leadership retreat OR (1) Biennial Conference in the last 4 years immediately prior to her candidacy.

BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER

4. To be eligible for the position of Treasurer or Financial Secretary, a candidate must have served on a Chapter committee and possess the skills necessary to oversee the required responsibilities of the office and must have attended at least (1) National Leadership retreat OR (1) Biennial Conference in the last 4 years immediately prior to her candidacy.
5. To be eligible for the position of Recording or Corresponding Secretary, a candidate must have served on a Chapter committee and possess the skills necessary to oversee the required responsibilities of each office, and must have attended at least (1) National Leadership retreat OR (1) Biennial Conference in the last 4 years immediately prior to her candidacy.

Section 4. Term of Office.

- A. Elected Officers. The elected officers shall assume office on October 1st and shall serve a term of two (2) years (the “term”) or until their successors assume office. No officer may serve more than two (2) terms in the same office. All elected officers must be a member in good standing as provided in Article III.
- B. Appointed Officers. The appointed officers shall assume office subsequent to the appointment by the President and shall serve a term of two (2) years or until their successors assume office. No officer may serve more than two (2) terms in the same office. All appointed members must possess the necessary skills to perform the duties of the office.

Section 5. Vacancies.

- A. President. A vacancy in the office of President shall be filled by the First Vice President, and the office of the First Vice President shall become vacant.
- B. Other Officers. A vacancy in any other office, for any reason, shall be filled by the membership from among members nominated by the Board of Directors.

- Section 6. Removal from Office.** A member of the Board of Directors elected by the membership may be removed from office with cause. Cause shall include but is not limited to: failure to attend the requisite general membership meetings, failure to attend board meetings, financial noncompliance, misfeasance or malfeasance of duties of office, or other reason or case as alleged by the membership. The Board Member in question may be removed from office by adoption of a motion to do so. The vote required for adoption of such a motion is a two-third (2/3) vote by the Board members present. A Board Member who is subject to removal from the Board of Directors may be removed by the members at a meeting called for that express purpose. The notice of meeting shall state;
1. that the purpose of the meeting is for the removal of the Board Member;
 2. the place, date, and time of the meeting; and
 3. the charges or cause for removal.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

Section 8. Appeal. Any member of the Chapter may appeal a decision pursuant to Article III, Sec. 7.

Additional and specific information related to officers may be found in the Chapter's Policies and Procedures Manual.

**ARTICLE VI
NOMINATIONS AND ELECTIONS**

Section 1. Nominating Committee. A Nominating Committee shall be established and shall function continually. It shall be responsible for identifying candidates to fill the leadership needs of the organization before soliciting recommendations for nomination.

The Nominating Committee shall consist of seven (7) members elected by the membership at the annual meeting. The Chair of the committee shall be elected by the committee members.

- A. Eligibility. Members must be financial for at least one (1) membership year and in good standing prior to the Election.
- B. Term of Office. Members of the Nominating Committee shall serve a term of two (2) years. No member of the Nominating Committee shall serve more than two (2) terms.
- C. Quorum. A majority of the committee members present shall constitute a quorum.
- D. Duties. The Nominating Committee shall contact each person nominated in order to obtain her consent. The Final Report of the Nominating Committee shall be delivered to the President and Corresponding Secretary no later than forty-five (45) days prior to the election. Should one (1) of the nominees withdraw before the election, the Nominating Committee should immediately reconvene and agree upon another nomination, if there is time. Should the position of an elected officer be vacated, the Nominating Committee will reconvene to fill such vacancy.
- E. Member of the Committee Nominated for Office. Members of the Nominating Committee are not barred from becoming nominees for office themselves. A Nominating Committee member, who desires to run for an office, is nominated for office and meets the eligibility criteria to run, must relinquish her position on the Nominating Committee.
- F. Notice of Nominations. A list of the nominees shall be mailed to each Member of the Chapter, along with the Annual Meeting Notice as specified in Article VIII, Sec. 2, par. B of these Bylaws.

BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER

- G. Required Presence of Nominee. No candidate shall be voted for at the Annual Meeting unless she has been nominated as herein provided. This candidate must be present unless good cause is shown as determined by the Elections Committee.
- H. Independent Nominations. Independent nominations may be made by any financial Chapter member. Such nominations must be in writing and endorsed by at least twelve (12) financial members. They must be placed in the hands of the Corresponding Secretary at least fourteen (14) days before the date appointed by the Annual Meeting so that the Independent Nominees can be placed on the official ballot.
- I. Vacancies. A vacancy in the Nominating Committee shall be filled by a Special Election.
- J. Removal from the Committee. A member of the Nominations Committee elected by the membership may be removed from office with cause. Cause shall include but is not limited to: failure to attend the requisite committee meetings, failure to attend general membership meetings, financial noncompliance, dereliction of duty, gross misconduct, misfeasance or malfeasance of duties of office, or other reason or case as alleged by the membership. The member in question may be removed from office by adoption of a motion to do so. The vote required for adoption of such a motion by a two-third (2/3) vote of the Board members present.

Additional and specific information related to nominations may be found in the Chapter's Policies and Procedures Manual.

Section 2. Elections.

- A. Officer Election. Election of officers shall be held at the annual meeting during odd number years.
- B. Ballot Voting. Elections shall be by ballot. A majority vote shall be necessary for elections. Newly elected officers shall assume their offices on October 1 of the fiscal year following the election or immediately in the event of a special election.
- C. Absentee Voting. Absentee voting shall enable members to vote for the election of officers. The Chair shall accept absentee ballots pursuant to Robert's Rules of Order Newly Revised Edition.

Section 3. Elections Committee. There shall be an Elections Committee appointed at least sixty (60) days prior to the election by the Board to conduct the election of officers elected by the membership. The Election Committee shall prepare the ballot and establish procedures for voting by the membership.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

- A. Eligibility. Members financial for at least two (2) membership years and in good standing prior to the election shall be eligible to serve on the Elections Committee.
- B. Term of Office. Members of the Elections Committee shall only cease to serve on the committee upon the conclusion of the election. No member of the Elections Committee shall serve more than two (2) terms.

Additional and specific information related to Elections may be found in the Chapter's Policies and Procedures Manual.

Section 4. Tellers Committee. At least fourteen (14) days prior the Annual Meeting, the Board shall select the Tellers for the election. The Tellers Committee shall include five (5) Tellers, none of whom shall be candidates for the positions voted upon/elected. The Chair of the committee shall be elected by the committee members. The Tellers Committee shall be responsible for counting the number of votes for each position, validating each ballot, and reporting the count to the General Membership. No member of the Nominating Committee shall serve on the Tellers Committee.

- A. Eligibility. Members financial for at least one (1) membership year and in good standing prior to the election shall be eligible to serve on the Tellers Committee.
- B. Term of Office. The Tellers Committee shall expire upon the conclusion of the election. No member of the Tellers Committee shall serve more than two (2) terms.

Additional and specific information related to tellers may be found in the Chapter's Policies and Procedures Manual.

**ARTICLE VII
DUTIES OF OFFICERS**

Section 1. Duties of Officers.

- A. President. The President shall:
 - 1. Preside at all meetings of the Chapter and the Board.
 - 2. Be, *ex officio*, a member of all committees without a vote, except the Nominating Committee or where otherwise noted.
 - 3. Appoint, with the approval of the Board, the Chair and members of all standing committees, except the Nominating Committee or where otherwise noted.
 - 4. Appoint, with the approval of the Board, the Chair and members of all ad hoc committees.
 - 5. Appoint members to represent the Chapter at non-chapter meetings and events.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

6. Appoint members to the appointed offices of Chaplain, Parliamentarian, Legal Counsel, Historian and two (2) Board Members-at-Large.
7. Sign checks along with the Treasurer.
8. Subject to Board approval, sign all contracts on behalf of the Chapter.
9. Approve all correspondence, press releases and reports.
10. Exercise general executive authority on behalf of the Chapter during meetings of the Executive Committee.
11. Shall not be a member of the Nominating Committee.
12. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

B. Vice President of Programs. The First Vice President of Programs shall:

1. Preside in the absence of the President, and shall perform the duties and exercise the powers of the President in the President's absence.
2. As Chair of the Programs Committee, Research, design and recommend various programs.
3. Coordinate or collaborate proposed dates with Committee Chairs, collect and forward monies to the Chapter Financial Secretary.
4. Undertake special programming efforts that are requested by the President or the Board.
5. Perform any other duties as may be assigned by the President and/or the Board.
6. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

C. Vice President of Finance and Fund Development. The Second Vice President of Finance and Fund Development shall:

1. Define and create a long term strategic finance plan to include proposed fund-raising projects.
2. Establish standards for selecting and engaging vendors.
3. Be a member of the Budget and Finance Committee.
4. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

D. Vice President of Membership and Chapter Development. The Third Vice President of Membership and Chapter Development shall:

1. Chair and establish the Membership Committee and encourages membership participation in the recruitment, retention and reclaiming of members.
2. Oversee all membership and professional development committee activities related to member recruitment and member relations.
3. Develop a comprehensive membership recruitment strategy for soliciting mature and emerging leaders within Bergen and Passaic Counties.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

4. Collect members' dues, turn over any monies to the Financial Secretary and provide the membership with an updated membership roster.
5. Be the Custodian of the Membership Records and issue reports to the Board and General Body.
6. Work with the national office to identify leadership opportunities for members within and the National Coalition.
7. Perform any other duties as may be assigned by the President and/or the Board.
8. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

E. Treasurer. The Treasurer shall:

1. Serve as Chair of the Budget and Finance Committee and ensure quarterly meetings.
2. Prepare an annual budget (projected income and expenses) with the Finance Committee to be presented to the Board for approval no later than sixty (60) days before the start of the fiscal year.
3. Assist in the preparation of committees budgets (projected income and expenses) for presentation to the Board for approval.
4. Establish and oversee sound, generally accepted accounting procedures.
5. Have custody of all records of funds and securities of the Chapter.
6. 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 Board.
7. Present a financial statement at every Board and General Meeting of the Chapter, and at any other time when requested by the Board.
8. Be responsible for the maintenance of the Book of Accounts and records in conformity with the requirement of the Bylaws.
9. Shall not solely negotiate any contracts, agreements or otherwise bind the Chapter without express Board approval.
10. Receive all funds from the Financial Secretary and make timely bank deposits.
11. Provide fiscal reports within sixty (60) days of the end of the fiscal year.
12. Write and be one of the four (4) signatories (President, Second Vice President of Fund Development and Financial Secretary) on checks for approved Chapter expenditures.
13. Ensure the proper accounting, reporting, filing of required tax and other documents.
14. Serve as an *ex-officio* member of the Audit Committee.
15. Perform any other duties as may be assigned by the President and/or the Board.
16. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

F. Corresponding Secretary. The Corresponding Secretary shall:

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

1. Conduct the general correspondence of the Chapter.
2. Work closely with the President to send correspondence to special guests, corporate sponsors, etc., and maintain a file of all correspondence.
3. Distribute correspondence from the National Coalition to the Board of Directors and, as appropriate, to the membership.
4. Check chapter voice mail on a weekly basis, retrieve and forward messages to the appropriate officer(s).
5. Perform such other duties as may be assigned by the President and/or the Board.
6. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

G. Recording Secretary. The Recording Secretary shall:

1. Give notice of all general membership and Board meetings.
2. Record and prepare minutes of all Board, General, and/or Annual meetings.
3. Obtain copies of all necessary documents (e.g. meeting minutes, program announcements, reports, etc.) from the officers and committee chairs for the Chapter records.
4. Have available the minutes of the previous Board/General and/or Annual Meeting at the next Board/General and/or Annual Meeting.
5. Be in charge of the records of the Chapter, except for the financial records kept by the Financial Secretary and Treasurer.
6. Perform such other duties as may be assigned by the President and/or Board.
7. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

H. Financial Secretary. The Financial Secretary shall:

1. Be a member of the Audit, Budget and Finance Committee.
2. Be a signatory on the Chapter's bank account
3. Receive dues, fees, and assessments from members and keep a record of same.
4. Receive all funds remitted to the Chapter from any source.
5. Remit all monies to the Treasurer no more than seven (7) days of recoup and receive a receipt of same.
6. Prepare and issue a monthly financial report to the Board of Directors.
7. Have on-line access to the all bank accounts, review bank statements and transmit same to the Treasurer.
8. Perform any other duties as may be assigned by the President and/or the Board.
9. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

Section 2. Appointed Officers.

A. Chaplain. The Chaplain shall:

1. Be responsible for all opening prayers at all General Membership, Board and Executive Committee meetings, and Chapter events.
2. Perform any other duties as may be assigned by the President and/or Board.
3. Be without a vote.
4. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

B. Parliamentarian. The Parliamentarian shall:

1. Assist the President in conducting the meeting by advising on matters of procedure.
2. Serve as Chair of the Bylaws Committee.
3. Perform any other duties as may be assigned by the President and/or the Board.
4. Be without a vote.
5. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

C. Historian. The Historian shall:

1. Receive all permanent documents of the Chapter, i.e., minutes, committee reports, programs and photos which will comprise the Chapter archives. Such archives shall be maintained by the Historian.
2. Perform any other duties as may be assigned by the President and/or the Board.
3. Be without a vote.
4. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

D. Legal Counsel. Legal Counsel shall:

1. Ensure that the Chapter conducts its business and activities in a manner that is not in conflict with the local, state and federal laws governing non-profits organizations.
2. Review contracts and other binding documents before they are signed by the Officers of the Chapter to ensure the accuracy and legality for the protection of the Chapter.
3. Be without a vote.
4. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

E. Board Members-at-Large. Board Members-at-Large shall:

1. Perform such other duties as set forth herein or outlined in ROBERT'S RULES OF ORDER NEWLY REVISED EDITION.

Section 3. Eligibility. To be eligible for any elected office in the Chapter, a member must

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

have been a member in good standing for at least two (2) consecutive years prior to election and must have actively participated in a standing committee. President and Vice Presidents are required to have chaired a committee. All Officers must remain financial during their term in office.

Section 4. Term of Office.

- A. Elected Officers. The elected officers shall assume office on October 1st and shall serve a term of two (2) years (the “term”) or until their successor assumes office. No officer may serve more than two (2) terms in the same office.
- B. Appointed Officers. The appointed officers as set out in Sec. 2 shall assume office subsequent to the appointment by the President and shall serve a term of two (2) years or until their successor assumes office. No officer may serve more than two (2) terms in the same office.

Section 5. Vacancies.

- A. President. A vacancy in the office of President shall be filled by the First Vice President, and the office of the First Vice President shall become vacant.
- B. Other Officers. A vacancy in any other office, for any reason, shall be filled by the memberships from among members nominated by the Board of Directors.

Section 6. Removal from Office. Any officer may be removed from office in accordance with Article V, Sec. 6.

Section 7. Replacement by Membership. Any officer may be replaced in accordance with Article V, Sec. 5 or 7.

Additional and specific information related to the duties of officers may be found in the Chapter’s Policies and Procedures Manual.

**ARTICLE VIII
MEETINGS**

Section 1. General Meetings.

- A. The Chapter shall hold no fewer than four (4) General Meetings annually. The June General Meeting will be the Annual Meeting.
- B. General Membership Meeting Notices: Notice of meeting shall include the date, time and location of the meeting. Notice of membership meetings shall be transmitted electronically and/or first-class mailing by the Corresponding Secretary at least ten (10) days before the date of said Membership Meeting, and/or in the event that the Regular Meeting Date,

BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER

time or place shall change.

Section 2. Annual Meetings.

- A. Annual meetings will be held in June.
- B. Annual Membership Meeting Notices: Notice of this meeting shall be mailed by the Corresponding Secretary to the last recorded address of each member at least thirty (30) days before the appointed date of said Annual Meeting. Notice of the meeting at which officers are to be elected shall be transmitted electronically and/or by first-class mailing at least thirty (30) days in advance of such date, accompanied by a report of the Nominating Committee, naming candidates for each office. The Chair of the Nominating Committee must submit her report to the Corresponding Secretary at least forty-five (45) days prior to the Annual Meeting so that notices can be received by the membership as stated above.

Section 3. Special Meetings.

- A. Special meetings may be called by the President or one-third (1/3) of the financial members.
- B. Special General Membership Meeting Notices: Notice of Special Membership Meetings shall be sent transmitted electronically and/or first-class mail seven (7) days before the date of said meeting. Notice of this meeting shall also state the matter(s) to be considered. The business of the special meeting shall be limited to the purpose(s) as stated in the notice.
- C. Special Board of Directors Meeting Notices: Notice of Special Board of Directors' meetings shall be received by the members of the Board five (5) days, either electronically and/or by first-class mailing, before the date of the meeting when possible. Said notice shall state the purpose, location, and time for said meeting. The business of the special meeting shall be limited to the purpose(s) as stated in the notice. In emergency situations, the President or two (2) Executive Officers may call a special meeting for the purpose of dealing with the crisis at hand.

Section 4. Board and Executive Committee Meetings.

- A. The Board shall meet regularly each month at such time and place as it may determine, except during the months of JULY and AUGUST.
- B. Special Meetings of the Board of Directors/Executive Board shall be called by the President and/or one-third (1/3) of the Board Members.

Section 5. Quorum. At any meeting of the membership, a quorum shall consist of a majority of the members that are in good standing. The vote of the majority of members present and voting shall be 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

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

adjournment of that meeting. An adjournment may be rescheduled despite the absence of a quorum, and notice of any adjournment need not be given of 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 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.

Section 6. Committee and Programs Committee Meetings. All Committee Chairs and/or Vice Chairs shall attend the regularly scheduled meetings convened by the First Vice President of Programs. All committees shall have an appointed/selected Vice Chair, and she shall perform the duties and exercise the powers of the Chair in the Chair's absence. The First Vice President of Programs must be notified if a committee chair cannot be represented at this meeting. The regularly scheduled Programs Committee meetings are open to the General Membership.

Section 7. Meeting Attendance. To remain in good standing, Members must attend:

1. At least 51% of General membership meetings;
2. At least 3 chapter events, not including the Annual Gala or Luncheon; and
3. At least 51% of Committee meetings.

**ARTICLE IX
BOARD OF DIRECTORS**

Section 1. Composition. The Board shall consist of no less than thirteen (13) members and no more than twenty five (25) members, including the elected Officers of the Chapter, Legal Counsel, Parliamentarian, Historian, Chaplain, two (2) Board Members-at-large, National Board Member(s), *Ex-Officio*, and all Standing Committee Chairs.

- A. Ex-Officio. The term of the Immediate Past President (*Ex-Officio*) on the Board shall run concurrently with the term of her successor. The Immediate Past President serves in an Ex-Officio capacity and shall be a voting member of the Board.
- B. National Board Member. A National Board Member shall be a member in good standing; serve as a liaison between the Bergen/Passaic Chapter and the National Board of Directors; participate and attend all National Board Meetings, as required; express local chapter's concerns to the National Board of Directors; and prepare and issue a report to the Chapter's Board at its scheduled Board meetings. Financial support for a National Board member shall be considered on a yearly basis.

Section 2. Quorum. A quorum for the Board meetings shall be governed by Article VIII, Section 5.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

Section 3. Voting Privileges. All Board members may vote with the exception of Chaplain, Historian, Parliamentarian and Legal Counsel. All Board members must be financial in accordance with Article IV. Board members shall not vote by proxy.

Section 4. Meetings

- A. Regular Meetings. Board Members are expected to attend all general meetings, and shall notify the Recording Secretary of any excused absences from meetings. A Board Member absent from three (3) consecutive meetings, without good cause shall be subject to discipline or penalties. Illness, business, personal or professional conflicts shall constitute good cause.

- B. Board Meetings. Board members are expected to attend all meetings of the Board, and shall notify the Recording Secretary of any excused absences from meetings. A Board Member absent from three (3) consecutive meetings, without good cause shall be subject to discipline or penalties. Illness, business, personal or professional conflicts shall constitute good cause.

- C. Special Meetings. Board members are expected to attend all special meetings of the Board, and shall notify the Recording Secretary of any excused absences from meetings. A Board Member absent from three (3) consecutive special meetings, without good cause shall be subject to discipline or penalties. Illness, business, personal or professional conflicts shall constitute good cause.

Section 5. Duties and Powers

- A. The duties of the Board of Directors shall be:
 - 1. To transact the necessary business of the Chapter.
 - 2. To review and approve any appointments by the President on Ad Hoc Committees, and to approve plans and programs of said Committees after the approval by the Program Committee.
 - 3. To review quarterly financial reports.
 - 4. To approve an Audit Committee at least sixty (60) days before the Board's final meeting of the fiscal year to audit the Treasurer's account.
 - 5. To ensure that an annual external audit is conducted by a C.P.A. firm.
 - 6. To approve a budget for each fiscal year no later than September 30.
 - 7. To approve applications for membership.
 - 8. To ratify Presidential appointments.

Section 6. Vacancies. A vacancy in any office shall be filled in accordance with Article V, Sec. 6.

Additional and specific information related to the board of directors may be found in the Chapter's Policies and Procedures Manual.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

**ARTICLE X
EXECUTIVE COMMITTEE**

Section 1. **The Executive Committee** shall consist of the following officers:

- President
- First Vice President of Programs
- Second Vice President of Finance and Fund Development
- Third Vice President of Membership and Chapter Development
- Corresponding Secretary
- Recording Secretary
- Treasurer
- Financial Secretary
- Chaplain
- Parliamentarian
- Historian
- Legal Counsel

Section 2. **Quorum.** A quorum for the Executive Committee meetings shall be governed by Article VIII, Sec. 5 and Article IX, Sec. 2.

Section 3. **Voting Privileges.** The members of the Executive Committee shall have the voting privileges as set forth in Article III, Sec. 2 and Article X, Sec. 3.

Section 4. **Meetings.** The members of the Executive Committee are expected to attend meetings in accordance with Article VIII.

Section 5. **Duties and Powers.** The duties and powers of the Executive Committee are set forth in Article V and Article VII.

**ARTICLE XI
COMMITTEES**

Section 1. The Chapter may establish such Standing and Ad Hoc committees as it deems appropriate. The appointment of said committees shall be as provided in Article VII, Sec. 1, par. A. A Committee Chair is limited to serving as chair of only one (1) committee at a time.

Section 2. **Standing Committees.** The Standing Committees of this Chapter shall be:

- A. **Budget and Finance.** The Budget and Finance Committee shall consist of the Treasurer, Fund Development, Financial Secretary and two (2) Board Members who are appointed by the President and ratified by the Board. The Budget and Finance Committee shall meet quarterly. The committee shall prepare the budget for the ensuing fiscal year and submit it to the Board for approval no later than September of the preceding year. The Treasurer shall Chair this committee.

BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER

- B. Economic Empowerment. The Economic Empowerment Committee shall engage the membership to become knowledgeable of the magnitude of the African-American woman's role in the economy and to understand that the financial status of the black woman is an indicator of the overall status of the black economy. The Economic Empowerment Committee shall educate the community on ways to compete in the workforce from a position of economic strength and to convert opportunities that improve the quality of life. The committee shall conduct workshops and forums to focus on economic empowerment, home lending, personal finance, and method of transition back to work.
- C. Fund Development. The Fund Development Committee shall develop, coordinate, and present fundraising opportunities to the Chapter for implementation. The committee shall also pursue grants from corporations and government agencies.
- D. Membership. The Membership Committee shall manage the recruitment of new members by reviewing and processing all applications, corresponding with persons interested in the organization, and organizing the induction ceremony and close-out meeting. The committee shall encourage reclamation and retention of members. The committee shall also provide an updated directory to all current members.
- E. Nominating. The Nominating Committee, in consultation with the Membership Committee, shall ensure that members in good standing are nominated for election in the Chapter.
- F. Program. The Program Committee shall, in consultation with Chapter officers and Standing Committee Chairs, establish short and long term program goals, and with proposed budgets to meet those goals. The Program Committee shall develop signature program projects that reflect the program goals of the local and national organizations, and are in collaboration with the Standing Committee's goals and their budget appropriations. The First Vice President shall chair this Committee.
- Health. The Health Committee shall educate and advocate for issues related to maintaining wellness, illness prevention, the recognition of health disparities, and the awareness of health related careers. The committee organizes and participates in high visibility awareness programs and workshops that engage discussions on pertinent health issues.
 - Education. The Education committee shall develop and implement programs that will enhance and encourage leadership skills in young girls. The committee shall be familiar with educational systems to advocate for quality education. The committee shall conduct workshops and forums that provide valuable resources, advocacy strategies and support, and assist with communicating effectively with school personnel.
 - Arts & Culture. The Arts and Culture Committee shall ensure that African American creative expression is recognized and encouraged by the Chapter and the community at large by sponsoring theater functions, visits to the museum, exhibit productions and developing an audience for the arts.
 - Role Model. The Role Model Committee shall encourage, assist, motivate, educate, and inspire young girls during their developmental stages. The committee shall focus on leadership skills, public speaking, personal

BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER

development, college preparation, cultural awareness, health and wellness,
and community service projects.

- G. Public Policy. The Public Policy Committee shall be responsible for the research of current or proposed issues that will work for or against NCBW's agenda to empower black women in the areas of health, education, and economic development, and to develop "plans" to mobilize local chapters to action. The Public Policy Committee shall focus on local, state and national political areas through voter education, registration, and research. The committee shall also encourage general membership to become actively involved in the political process on every level. In conjunction with the Program Committee, the committee shall develop and present workshops and presentations to the community.
- H. Audit. The Audit Committee shall review the Chapter finances to ensure compliance with the National Coalition's bylaws, Chapter bylaws and general accounting principles. The committee shall present written report within sixty (60) days after the review. The Board shall review the audit and present the audit to the General Membership.
- I. Policies and Procedures. The Policies and Procedures Committee shall be responsible for the periodic review of the organization's operating policies and procedures to ensure consistency with the Chapter and National Coalition bylaws, as applicable, and the preparation of proposed changes consistent with the organizational needs. Such changes shall be presented to the Board for approval and adoption.

Section 3. Ad Hoc/Special Committees. Ad Hoc/Special committees may be appointed by the President as the need arises, to accomplish a specific purpose; and cease to exist when that purpose is accomplished. No such committee shall exercise any power that could not be exercised by the Executive Committee. The Ad Hoc/Special committees of this Chapter shall be:

- A. Bylaws. The Bylaws Committee shall review Chapter bylaws to ensure compliance with the National Coalition's bylaws. The committee shall present proposed amendments to the existing bylaws to the Board for review. The Board shall submit the revised bylaws, with suggested amendments clearly indicated, to the General Membership to be voted upon at the general membership meeting. The committee shall stimulate interest, educate members and encourage all members to become familiar with the Chapter bylaws.
- B. Election. The Elections Committee shall be responsible for all elections for officers and committees for the Chapter in compliance with the Chapter bylaws.
- C. Gala. The Gala Committee shall plan and implement the Gala. The Committee Chair is responsible for recruiting committee members to assist with planning the event. The Committee Chair shall not be a financial officer of the Chapter. The

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

Gala Committee's responsibilities include developing the event budget, identifying site locations, finalizing all arrangements, working with Public Relations, and promoting sponsorship opportunities. The Gala Chair shall not provide a written report to the Board within sixty (60) days after the gala. After all event details are gathered, the Committee Chair(s) shall receive Board and general membership approval prior to committing to the event.

- D. Scholarship. The Scholarship Committee shall plan and implement all endeavors related to academic scholarship. The Committee Chair is responsible for recruiting committee members to assist with planning the event and selection of scholarship recipients. The committee's responsibilities also includes the development of an event budget, identifying site locations, finalizing all arrangements, working with Public Relations, and promoting sponsorship opportunities. After all event details are gathered, the Committee Chair shall receive Board and General Membership approval prior to committing to the event.
- E. Teller. The Tellers Committee shall be responsible for the counting the ballots cast for all elected officers to ensure compliance with the Chapter bylaws.
- F. Public Relations. The Public Relations Committee shall plan and implement a comprehensive media program to provide public awareness of the Chapter initiatives. The committee shall design and produce public relations materials and publish Chapter newsletters. The Chair of the Public Relations committee is appointed by the President, and is a Board Position with Voting rights.

Section 4. Meetings. Each committee chair is responsible for holding committee meetings as appropriate and submitting a program plan and a budget to the Budget and Finance Committee by the date established.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order that the Chapter may adopt, or in the National Coalition's bylaws.

**ARTICLE XIII
AMENDMENTS**

Section 1. Notice and Voting. These bylaws may be amended by a two-thirds (2/3) vote at any meeting of the Chapter provided notice of the proposed amendments has been provided to the membership at the previous meeting, or mailed or delivered electronically to each member in good standing at least thirty (30) prior to the meeting at which the amendment(s) will be considered.

**BYLAWS
NATIONAL COALITION OF 100 BLACK WOMEN, INC.
BERGEN/PASSAIC CHAPTER**

Section 2. Conflict with National Coalition Bylaws. No article or section of these bylaws shall conflict with the bylaws of the National Coalition of 100 Black Women, Inc.

Section 3. Automatic Amendment. If any amendment to the National Coalition’s bylaws requires a corresponding amendment to these local chapter bylaws or causes these bylaws to be in conflict with those of the National Coalition bylaws, these bylaws shall be amended automatically to conform to the national bylaws. The bylaws of the National Coalition shall supersede all local bylaws.

**ARTICLE XIV
DISSOLUTION**

In the event of the dissolution of this National Coalition’s or disaffiliation by the National Coalition, all monies and other assets remaining after payment of legitimate debts and in accordance with State law shall be remitted to the National Coalition of 100 Black Women, Inc. No member of the Chapter shall receive any funds or property of the Chapter except on presentation of proper receipts for personal funds expended on behalf of the Chapter, and such payment may not be made unless the expenditure of personal funds had been authorized by the Chapter in advance.

**ARTICLE XV
INDEMNIFICATION**

The Chapter agrees to defend, indemnify, and hold harmless, any person, or the heirs, administrators, executors of such persons made, and each and every one of them against and from all liabilities, judgments, threatened, pending or completed civil, criminal or administrative actions, suits, demands, for damages or costs of every kind and description actually and reasonably incurred (including attorneys’ fees and costs and court costs) (collectively “Liabilities”) by reason of being a director, officer of the Chapter or by reason of serving in any other organization at the request of the Chapter.

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AMENDED: March 15, 2008
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REVISED: November, 16, 2013
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REVISED: April 2018
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