

**DELAWARE CHAPTER
BYLAWS OF THE COALITION OF 100 BLACK WOMEN,
INCORPORATED**



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**Delaware Chapter
National Coalition of 100 Black Women, Incorporated
Community Services Building
100 W. 10th Street, Suite 1004
Wilmington, DE 19801
NATIONAL COALITION OF
100 BLACK WOMEN, INC.**

Delaware Chapter Bylaws

Name of Chapter -Delaware Chapter

Adopted: April 25, 2023

ARTICLE I: NAME

The name of this organization shall be the National Coalition of 100 Black Women, Inc., Delaware Chapter hereinafter referred to as “the Chapter.” The Chapter is organized and operated as a nonprofit corporation under the provisions of the State of Delaware Nonprofit Corporation Code. The Chapter is a designated non-profit 501 (c)(3) organization with the United States Internal Revenue Service.

ARTICLE II: PURPOSE

The National Coalition of 100 Black Women, Delaware Chapter is a 501 (c) (3) organization. The purpose of the Chapter shall be to promote the objectives and policies of the National Coalition of 100 Black Women, Inc., which are to:

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

ARTICLE III: MEMBERSHIP

Section 1. Minimum Number

A. The Chapter shall maintain a minimum of 25 members.

Section 2. Eligibility/Qualifications for Membership

A. Criteria for Chapter Membership

1. must be a woman of at least eighteen (18) years of age;
2. embrace the mission and purpose of National Coalition of 100 Black Women, Inc.;

3. should have an interest and/or demonstrated evidence of service or leadership in the community;
4. demonstrated available resources for Chapter programs such as: time, constituencies, money, contacts, track record, and expertise;
5. have a good reputation , and provide dependable, effective leadership, community, and advocacy service;
6. reflect in their occupational and/or leadership endeavors, the following key sectors of the community including, but not limited to:
 - i Government agencies
 - ii Large corporate entities
 - iii Small businesses
 - iv Lobby/special interest/political groups
 - v Municipal, county, state, or federal legislative bodies
 - vi Municipal, state, or federal courts
 - vii Health services
 - viii Elementary, secondary and college administrative/faculty
 - ix Appointed and elected commissions and boards members
 - x Civic associations
 - xi Community service organizations; and
7. must be sponsored by a current Chapter member in “good standing” (as referred to in the definition section of Article III, Section 4 and referenced in the Chapter’s Standard Operating Procedures Manual). “Good Standing” means twelve (12) months prior to the beginning of the recruitment period.
 - a. The term “sponsored” refers to a current member in good standing who recommends a prospective candidate for membership. The role of the sponsor is to motivate, educate and demonstrate on-going interest in the applicant’s participation in the Chapter for a minimum of one (1) year.

B. Membership Process

1. The Membership Committee shall report its recommendations to the Board of Directors for membership approval. A simple majority vote of the Board of Directors present shall approve applicants recommended for membership to be proposed to the general body.
2. The Board of Directors shall submit its recommendation to the General Body for vote and final membership approval.
3. Recruitment frequency shall be determined by recommendation of the Membership Committee, with approval of the Board of Directors and General Body.
4. The term of membership applies to the fiscal operating year of the Chapter

Section 3. New Members

- A. All applicants shall:
 1. meet the criteria as stated in Article III, Section 2A;
 2. complete the application process for membership;
 3. pay all dues and assessments as voted by the membership; and
 4. attend a new member orientation session.
- B. Additional and specific information related to member rights and responsibilities may be found in the Chapter's Standard Operating Procedures Manual.
- C. Each new member must join and serve on at least one (1) committee.
- D. Each year a signed and dated member acknowledgement of receipt shall remain on file in the Chapter's records.

Section 4. Member in Good Standing

- A. The term "member in good standing" shall mean one who:
 1. has met all financial obligations required by the Chapter;
 2. is actively involved in the Chapter;
 3. has not conducted illegal actions that can be attributed to the organization and/or facilitated the same through third parties i.e. vendors, business entities or relationships; and
 4. conducts themselves in a manner that is respectful to all members.

Section 5. Transfer

- A. To request a transfer of membership from the Chapter to another chapter, a member must:
 1. be a "in good standing" as described in Article III, Section 4;
 2. state intention in writing to the Chapter President and request a letter of recommendation to be forwarded to the transferring chapter President to which the member desires to affiliate; and
 3. receive written acceptance from the petitioned chapter with which the member desires to affiliate.
- B. To request a transfer of membership from another chapter to the Chapter, the prospective member must:
 1. be a "in good standing" as described in Article III, Section 4 of the Chapter Bylaws;
 2. state intention in writing to the Chapter President and provide a letter of recommendation from the transferring chapter President to support the written request to transfer; which the member desires to affiliate; and

3. receive written acceptance from the Chapter.
- C. Any member of the National Coalition of 100 Black Women, Inc., who assumes residence and/or employment in Delaware may become a member of the Chapter without paying Chapter dues for the current fiscal year. Only if dues have been paid to the sending chapter.
 - D. The member transferring into the Chapter shall attend the New Member Orientation Meeting and pay dues and assessments for the ensuing fiscal year.

Section 6. Classes of Membership

The Chapter shall have two (2) classes of membership, voting and non-voting. All members must:

- embrace the mission, purpose, values and philosophy of the Chapter;
- complete the membership process of the membership committee, and
- obtain the majority vote of the officers, Board and general members of the Chapter.

The class of membership is further defined below by specific category, related privileges and benefits.

- A. General Membership (\$200)
 1. A General member:
 - a. will be considered a member in good standing;
 - b. is eligible to vote at the Chapter level;
 - c. is eligible to participate on the national level in committees as an appointee or volunteer and must meet National requirements;
 - d. will receive all communications of Chapter activities; and
 - e. is eligible to sponsor and/or recommend other persons for membership.
- B. Emeritus Membership (\$0)
 1. Emeritus Membership is the status bestowed upon a regular member at the recommendation of the President and Membership Committee with the majority vote of the officers, Executive Board, and general members of the Chapter.
 2. A member with Emeritus status:
 - a. has retired from active membership in good standing with the Chapter;
 - b. is no longer subject to payment of dues or meeting other financial obligations of the local Chapter;
 - c. has been previously approved by the Board of Directors to become a General member of the Chapter;
 - d. has served as a Chartered, Officer, Board Member and/or a leader in the

- Chapter;
- e. has contributed to the advancement of the mission and purpose of the Chapter;
- f. may attend membership meetings, but is not required to do so;
- g. is a non-voting member of the Chapter;
- h. is ineligible to serve as an Officer, Board Member, or represent the Chapter on National Committees;
- i. will receive newsletters and announcements of major events;
- j. may be reinstated and restored as a general member by fulfilling all the requirements of the Membership Committee, including meeting all financial obligations, at the recommendation of the Membership Committee and with board approval; and
- k. shall be adopted and placed in the archives of the Chapter by official resolution.

C. Affiliate Membership (\$300)

1. An Affiliate member traditionally holds a professional position with extensive obligations that precludes regular participation in monthly meetings and activities of the Chapter.
2. A member with Affiliate status:
 - a. meets all financial obligations of the Chapter;
 - b. will receive all communications of the Chapter's activities;
 - c. is a non-voting member; and
 - d. is ineligible to serve as an officer, Board member, committee chair or represent the Chapter on national level committees.

D. Collegiate Membership (\$50)

1. A Collegiate Member will be:
 - a. a Delaware resident;
 - b. a student enrolled full-time at a recognized college or university;
 - c. a traditional or non-traditional student enrolled at a Delaware college or university;
 - d. a non-voting member;
 - e. eligible to participate on committees;
 - f. in attendance at and/or participate in at least three (3) general meetings and/or two (2) events per year; and
 - g. will receive communications of Chapter activities.
2. Dr. Teresa Drummond Scholarship recipients will receive priority consideration.

E. Posthumous Membership

1. Posthumous Membership status:
 - a. Is intended to honor women who, in life, embodied and actively practiced the mission, goals, and ideals of the Chapter;
 - b. may be bestowed upon at the recommendation of the President and Membership Committee with the majority vote of the Officers, Board of Directors, and general members of the Chapter.
 - c. shall include, but not be limited to members of the community who, preceding death, contributed significantly to the advancement of the mission and purpose of the Chapter (evidenced and verified); and
 - d. is distinctive only to the person named; is not transferable, nor can it be assigned to estates, heirs or relatives.
2. Process, services, memorials, etc., shall be further described in the Chapter Policies and Procedures Manual.
3. An official resolution will be adopted by the Chapter and placed in the archives of the Chapter.

Section 7. Obligations of General Membership

- A. All members of the Chapter must fulfill the following obligations of membership:
 1. Pay all dues and assessments by the specified due date.
 - a. Members may make a request for late payment to the 3rd Vice President of Membership for consideration by the Board no later than two (2) weeks prior to the national dues submission deadline.
 - b. Upon approval, the member in good standing must pay dues in full by the next General Membership Meeting.
 - c. Members seeking to have their dues subsidized by the Chapter must have previously met all previous financial and committee obligations. They may submit a request for subsidy to the 3rd Vice President of Membership for consideration by the Board of Directors no later than two (2) weeks prior to the national dues submission deadline.
 2. Attend regularly scheduled General Body Meetings and participate in committee meetings. Members must notify the Third Vice President of Membership prior to the scheduled meeting of any absence.

- a. If a member has missed fifty percent (50%) of the total number of General Body Meetings in a calendar year, disciplinary action may be warranted up to and including disaffiliation by majority vote of the Board of Directors and General Membership. Members must adhere to all provisions of these bylaws.
- 3. Participate in at least one (1) and no more than (2) committee(s).
 - a. It is the responsibility of a member to notify a Committee Chair of her inability to attend a committee meeting.
- 4. All Members shall meet the criteria as specified in the Chapter's Policies and Procedures regarding additional duties or responsibilities of members.

NOTE: Membership revocation may be applied to all membership categories except posthumous designations as outlined in Article III, Section 6.

Section 8. 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:

- 1. failure to attend the requisite general membership and committee meetings;
 - 2. financial noncompliance;
 - 3. failure to actively participate in chapter programs;
 - 4. indictment or charges of a felony according to the applicable state laws;
 - 5. any other reason or cause as alleged by the membership;
 - 6. such reasons and causes must be substantive and not nefarious or punitive for minor infractions.
 - 7. such reasons and causes must be documented and proven;
- A. All members of the Chapter shall maintain good standing with the Chapter throughout their membership.
 - B. A member who is not in good standing shall be notified in writing with specific and documented evidence of instance(s) of offense. A member not in good standing for nonpayment of dues shall be notified in writing that she will be automatically terminated if dues are not paid by the requested deadline.
 - C. When a member is considered not in good standing for gross misconduct, the Board of Directors shall schedule a meeting with that member to address the

situation and the potential for termination from membership. Following that meeting, the Board of Directors may, by majority vote, present to the membership a proposal for suspension or termination.

- D. A member whose termination has been proposed by the Board of Directors shall have the right to present her case to the membership body which will determine whether the termination shall be approved. A two-thirds (2/3) vote shall be required to approve the termination or rescission of the termination. The Board recommendation must be approved by the membership at a meeting called for that express purpose with proper notice to all members. The notice of the meeting shall state:
1. The purpose of the meeting is for the discipline or removal of the member.
 2. The place, date, and time of the meeting.
 3. The description of the charges or cause for discipline or removal.

The actions described above, (if not resolved) may be applicable to non-acceptance of members for cause during membership renewal at the beginning of each fiscal year.

- E. A member terminated from membership for reasons other than gross misconduct may apply for reinstatement of membership status after one (1) successive membership year.
- F. Members terminated for gross misconduct shall not be eligible for reinstatement. Gross misconduct consists of, but is not limited to, the following:
1. Illegal actions that compromise the Chapter.
 2. Misuse or misappropriation of Chapter funds.
 3. Misuse of the Chapter's property and/or information (i.e., logo, website, printed materials, email, etc.).
 4. Misconduct that presents a disruption in the Chapter's operations or reputation (i.e., disruptive behavior at meetings, negative messages about the Chapter to members or to the public, intentionally carrying out activities that negatively affect the Chapter, etc.)
 5. Willfully commit an evidenced and direct offense towards another member, physically, or in the instance of defamation of character.
 6. Direct violation of the Chapter's Conflict of Interest Policy.

Section 9. Appeal Process and Procedure for Membership Termination – Any member of the Chapter may appeal a decision

issued pursuant to Article III, Section 8 by submitting to the Vice President of Membership, with a copy to the President , a written statement outlining the issue regarding the disciplinary penalty imposed.

1. The Vice President of Membership and the Membership Committee shall review the member's statement and make recommendations to the Board for a determination on the action requested.
2. The Board shall schedule a meeting to confer with the member regarding all matters related to the appeal.
3. Members are not permitted to bring legal representation to any meeting regarding any appeal as such matters are internal. However, a member shall have the right to have a member – advocate present at the appeal.

Section 10. Leave of Absence

- A. A request for a leave of absence must be submitted to the President in writing. The President shall present the request to the Board of Directors for action at the next Board Meeting.
- B. The Board shall consider the conditions of any request for a leave of absence on an individual basis. A member's annual assessment responsibilities will also be determined at that time.
- C. Conditions categorizing a formal request for a leave of absence shall be identified in the Chapter's Operating Policies and Procedures Manual.
- D. Requests for a leave of absence shall be granted only two (2) times per the lifetime of a member. Members may consider other categories of membership as an alternative if necessary.

Section 11. Reinstatement of Membership

- A. A member who has not affiliated with the Chapter for a period of one (1) year or more, is eligible to apply for reinstatement by submitting a written request to the President of the Chapter, and must satisfy all local and national financial obligations.

- B. Upon acceptance, the member must pay a reinstatement fee of fifty dollars (\$50.00) to the Chapter, plus any dues and assessments that were due at the time of the resignation.

Section 12. Prohibition on use of National Coalition 100 Black Women, Inc., and/or Chapter Logo and Name

Members are prohibited from using the National Coalition of 100 Black Women, Inc. and/or Chapter logo and name for personal use on websites, email addresses, printed material, and written correspondence as such use may be grounds for termination.

Section 13 Social Media Guidelines – Members of NCBW shall not post pictures, language, or any other materials on individual or chapter Social Media accounts that diminishes the stature, reputations, credibility, or community standing of members, chapters, or the National organization, in any manner. This includes sharing and/or re-using information from other sites.

Section 14 Personal Conduct – Members of NCBW are expected to conduct themselves, at all times, in a manner that does not diminish the stature, reputation, credibility, or community standing of members, chapters, or the National organization.

ARTICLE IV: FINANCES

Section 1. Sustainability

The Chapter shall be financially self-sustaining. All members shall follow the Chapter's Fiscal Protocols.

Section 2. The Fiscal Year

The fiscal year of this Chapter shall be the same as that of the National Coalition of 100 Black Women, Inc.

Section 3: Dues and Assessments

- A. Each member shall pay annual dues.
1. Dues consist of an annual Chapter assessment and a per-member fee that is based on the total membership in the Chapter.
 2. Dues and/or assessments shall be payable on or before the date established by the Chapter.

- B. Each member shall pay any assessment adopted by the Chapter.
- C. Members whose dues and/or assessments are not paid within 20 days of the established date shall be subject to disciplinary action or penalties as described in Article III, Section 8.
- D. A member will be charged an amount equal to that charged to the Chapter by its financial institution for each check not honored by the financial institution upon which it was drawn.
- E. Members shall receive a written copy of the annual budget adopted by the Chapter and a yearly report of all income and disbursements.

Section 2. All Chapter Expenditures/Authorized Signatures

- 1. All Chapter expenditures must be paid by check having two (2) authorized signatures. Online payments must be reviewed and approved by the President or her designee if she is unavailable, before any online payments are made.

Section 3. Audits

The Chapter may determine whether there is a need for both an internal and external audit./independent financial review.

The Chapter MUST have an external audit/review when signatories on accounts are changed.

Section 4. Chapters Standard Operating Procedures Manual

Detailed procedures for managing the finances of the Chapter may be found in the most recent copy of the Chapter's Standing Operating Procedures Manual.

ARTICLE V: OFFICERS

Immediately prior to her Nomination, candidates for the offices of President and First Vice President must have:

- a. been a member in good standing for at least two (2) years;
- b. served as an officer;
- c. attended at least two (2) of the last three (3) National Biennial Conferences; and
- d. attended at least two (2) of the last three (3) National Leadership Conferences.
- (e) Lead a Chapter Committee in the planning of at least one (1) chapter event;

(f) Attended Retreat, if applicable

1. Immediately prior to Nomination, candidates for the offices of Second and Third Vice President must have:

- a. been a member in good standing for at least two (2) years;
- b. served as an officer;
- c. attended at least one (1) of the last two (2) National Biennials;
- d. attended at least one (1) of the last two (2) National Leadership Conferences.

2. Immediately prior to Nomination, candidates for the offices of Treasurer, Financial Secretary, Recording Secretary, and Correspondence Secretary must have:

- a. been a member in good standing for at least one (1) year;
- b. attended at least one (1) of the last two (2) National Biennials; or
- c. attended at least one (1) of the last two (2) National Leadership Conferences.

3. Immediately prior to Nomination, candidates for Nominating Committee Chair must have:

- a. been a member in good standing for at least one (1) year;
- b. attended at least one (1) of the last two (2) National Biennials; or
- c. attended at least one (1) of the last two (2) National Leadership Conferences.

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, Treasurer, Financial Secretary, Corresponding Secretary, and Recording Secretary.

A. No officer shall be elected or appointed that conflicts with National Bylaws.

Section 2. Appointments

The appointed officers of the Chapter shall be recommended by the President with the approval of the Board of Directors and ratified by the General Membership and may include a Parliamentarian, Legal Counsel, Sergeant-of-Arms, Committee Chairs, and an Historian. Each appointed officer shall have the following list of duties.

A. The Chapter's Parliamentarian shall:

1. assist the President in conducting the meeting by advising in matters of procedure in accordance with the duly adopted Bylaws and where absent with most current Robert's Rules of Order;
2. be a non-voting member of the Board of Directors;
3. have general body membership voting privileges (but if a non-member, be without voting privileges); and
4. serve as Chair of the Bylaws Committee.

B. The Chapter's Historian shall:

1. maintain archival documents which may include Membership Directory, Committee Reports, Meeting Minutes, scrap books, photo albums, etc.;
2. retain legal documents in accordance the Chapter's Standard Operating Procedures Manual including, but not limited to, the Chapter's Charter, 501(C) (3) status, determination letter as well as fiscal documents;

C. The Chapter's Legal Counsel shall:

1. ensure that the Chapter conducts its business and activities in a manner that is not in conflict with the laws governing non-profit organizations;
2. review contracts and ther binding documents before they are executed by the Chapter's officers to ensure the accuracy and legality for the protection of the Chapter;
3. be a non-voting member of the Board of Directors; and
4. have general body membership voting privileges (but if a non-member, be without voting privileges).

Section 3. Eligibility and Term of Office

To be eligible for any elected office in the Chapter, a member must have been in good standing in accordance with Article III, Section 4 for at least two (2) consecutive years prior to the election.

- A. The same aforementioned eligibility requirements apply for re-election including but not limited to the term limit clause.

Section 4. Length of Term

- A. The elected officers shall assume office on the first day of the Chapter's fiscal year and shall serve a term of two (2) years (hereinafter referred as "the term") or until their successors assume office.
- B. No officer may serve more than two (2) consecutive terms in the same office. Succession planning is to be developed to ensure new leadership is the Chapter's priority.

Section 5. Eligibility for Reelection

Re-election is open to any member in good standing as defined in Article III, Section 4. A member serving on the Nominating Committee is eligible to run for office during her term on the Committee. (Please refer to the Chapter's Policies and Procedures Manual for protocol.)

Section 6. How Vacancies are Handled

- A. A vacancy in the office of President shall be filled by the First Vice-President (Programs), and the office of the First Vice-President shall become vacant.
- B. A vacancy in any other office, for any reason shall be appointed by the President and approved by the Board of Directors on an interim basis until a special election has been held. The proposed appointee must meet the standards set forth in Article V, Section 3.
- C. Thereafter, a special election shall be held in accordance with Chapter policies and procedures. All eligibility, nominating, voting provisions shall be adhered to as outlined in Articles V and VI of the Bylaws.
- D. Vacancies for appointed positions shall be filled by the President with approval of the Board of Directors and ratified by the General Membership.

Section 7. Removal from Office

- A. Any elected officer may be removed from office for failure to perform the duties of her office or for gross misconduct as defined in Article III, Section 8, G.
- B. The Board of Directors, by majority vote, may recommend to the Chapter that an elected officer be recalled for dereliction of duty or for gross misconduct. The vote shall be by ballot. Upon presentation of the recommendation at a Chapter meeting, a date shall be set at which the recommendation will be considered. Actionable misconduct shall include but not be limited to the following areas:
 - Fiscal Malfeasance

- Misuses of the National Coalition, Inc., Brand, Logo, Personal/Confidential Data and/or Intellectual Property as well as any action that constitutes a criminal offense,
 - Deliberate acts of moral turpitude against any member, and/or acts of deliberate dishonor, disparagement, defamation of another member.
- C. At any regular meeting of the Chapter, a member may recommend that an elected officer be removed from office for dereliction of duty or gross misconduct. On adoption of such a motion by a majority vote by ballot, a date shall be set at which the recommendation will be considered.
- D. The officer in question shall have the opportunity to present her case to the membership at the membership meeting at which the recommendation is considered.
- E. A majority vote by ballot shall be required to remove the officer from her position.

Section 8. Resignations of Officers, Appointed Persons and Committee Chairs

- A. Resignations should be submitted in writing to the Third Vice President of Membership by the resigning member at least 30 days prior to the date the resignation is to become effective or as soon as possible in the case of unforeseen circumstances.
- B. Immediately after submitting notice of resignation, the resigning member shall return any and all Chapter materials in her possession to the Chapter office and, if any be outstanding, funds to the Chapter Financial Secretary.

Section 9. Replacement by the Membership

Any vacancy created by the removal of an officer shall be filled in accordance with the provisions of Articles V and VI of the By-Laws.

ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee and Eligibility to Serve

The Nominating Committee shall consist of members elected by the regular membership. A Nominating Committee shall be established to manage the Chapter's nominations process and shall function continually to fill vacancies as required. The

President is not an ex-officio member of the Nominating Committee. The Nominating Committee shall consist of five (5) members elected by the membership at the Annual Meeting. The Chair of the Committee shall be elected by the committee members. The Chair shall serve as a voting member of the Board. Any member in good standing as defined in Article III., Section 4 is eligible to serve. To be eligible to Chair, national requirements must be met.

Section 2. Term of Office

Length of term – Two (2) year. No member may serve more than two (2) consecutive terms. Membership on the committee is based on a staggered basis – some in odd years and others in even years.

- A. The Nominating Chair must contact the committee members within thirty (30) days following their election to discuss the Committee's duties.
- B. The Nominating Committee shall begin the process of identifying eligible members and soliciting nominations for all open positions at least sixty (60) days prior to the election.
- C. A majority of the Committee members present shall constitute a quorum at any meeting.
- D. 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 must relinquish her position on the Nominating Committee, prior to reviewing nomination documents from members.
- E. The Chapter President is not an Ex Officio member of the Nominating Committee. The Nominating Committee Chair shall keep the President apprised of all committee plans.
- F. The Chapter President shall appoint chapter members to manage the Election and Teller functions including conducting the election and counting ballots.
- G. Any additional requirements for the Nominating Committee and the nominations process shall be included in the Chapter's Policies and Procedures.

Section 3. Vacancies

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

Section 4. Removal from the Committee

Members can be considered for removal from the Nominating Committee as defined in Article III, Section 8.

Additional and specific information related to nominations and elections may be found in the most recent copy of the Chapter's Standard Operating Procedures Manual.

Section 5. When Elections are Held

- A. Election of officers shall be held every two (2) years at the Chapter's May meeting.

Section 6. How Elections are Conducted

Elections shall be by ballot except when there is only one (1) nominee for an office. The vote for that office may be voice.

- A. A majority vote shall be necessary for election.
- B. Officers will be installed at the Chapter's September meeting.

ARTICLE VII: DUTIES OF OFFICERS

Section 1. President

The President of the Chapter shall:

1. serve as the Executive Officer of the Chapter;
2. exercise general executive authority on behalf of the Chapter (and perform such other duties as set forth herein);
3. preside over all meetings of the Chapter, the Board of Directors, and Executive Committee;
4. serve as, an *ex officio*, member of all committees except the Nominating Committee;
5. appoint, with the approval of the Board of Directors, all committee chairs except the chair of the Nominating Committee.
6. appoint members to represent the Chapter at non-Chapter meetings and events.
7. appoint members to serve the Chapter as Parliamentarian, Legal Counsel, and Historian;
8. sign all contracts and important documents that represent the Chapter's commitments (per the approval of the Board of Directors);
9. sign all checks with the Treasurer, Vice President (Programs), or other authorized signatory; and
10. approve all correspondence, press releases and reports submitted on behalf of the Chapter.
11. attend National meetings as required.

Section 2. First Vice President of Programs

The First Vice-President of the Chapter shall:

1. preside over all meetings of the Chapter, the Board of Directors, and Executive Committee in the absence of the President;
2. be a signatory on the Chapter's back account(s).
3. determine program content in collaboration with the Board of Directors and the chairs of the Standing Committees, as referenced in Article XI;
4. schedule and arrange programs consistent with National programs;
5. produce a calendar of Chapter and Coalition programs and events;
6. undertake special programming efforts that are requested by the President and/or the Board of Directors; and
7. perform any other duties as may be assigned by the President and/or Board of Directors.
8. attend National meetings as required.

Section 3. Second Vice President of Fund Development and Finance

The Second Vice President of the Chapter shall:

1. define and create a finance plan to include proposed fund-raising projects;
2. prepare an annual budget (projected income and expenses) to be presented to the Board of Directors for approval;
3. explore grant writing, contributions, financial planning and endowment gifts;
4. assist committees in preparing budgets (projected income and expenses) for presentation to the Board of Directors for approval;
5. establish and oversee sound, generally accepted accounting procedures;
6. assist in cutting costs by establishing sound financial planning procedures;
7. establish standards for selecting and engaging vendors;
8. be a member of the Budget and Finance committee; and
9. perform any other duties as may be assigned by the President and/or Board of Directors and ratified by the membership.
10. attend National meetings as required.

Section 4. Third Vice President of Membership and Leadership Development

Third Vice-President of the Chapter shall:

1. maintain all records of membership activities;
2. determine the strategic plan of the Chapter in collaboration with the Board of Directors and the Chairs of the Standing Committees, as referenced in Article IX, Section 5;
3. schedule and arrange leadership and personal development programs focusing on WIIFM (value proposition of membership);

4. produce a calendar of Chapter and National Coalition of 100 Black Women, Inc., leadership programs, events and Board opportunities; and
5. undertake special programming efforts that are requested by the President and/or the Board of Directors as well as perform any other duties as may be assigned by the President and/or Board of Directors.
6. attend National meetings as required.

Section 5. Recording Secretary

The Recording Secretary of the Chapter shall:

1. record the minutes of all meetings of the general membership, the Board of Directors and Executive Committee;
2. obtain and maintain copies of all necessary documents (such as meeting minutes, program announcements, reports, etc.) from the officers and committee chairs for the Chapter records; and
3. document the Chapter's accomplishments and provide a quarterly report of these accomplishments.
4. attend National meetings as required.

Section 6. Corresponding Secretary

The Corresponding Secretary of the Chapter shall:

1. receive the general correspondence of the Chapter;
2. work closely with the President to send letters to special guests, corporate sponsors, etc., and maintain a file of all correspondence;
3. give notice of general membership meetings to the membership and notice of the Board of Directors meetings to members of the Board of Directors;
4. distribute correspondence from National Coalition 100 Black Women, Inc., to the Board of Directors and, as appropriate, to the membership;
5. check the Chapter's voice mail on a weekly basis and retrieve and forward messages to the appropriate officer(s);
6. make timely announcements of programs, events, and resources that may be of interest to Chapter members;
7. work with the President to respond to inquiries from National Coalition 100 Black Women, Inc.;
8. be responsible for electronic messages to Chapter members; and
9. perform such other duties as may be assigned by the President and/or Board of Directors.
10. attend National meetings as required.

Section 7. Financial Secretary

The Financial Secretary of the Chapter shall:

1. receive all funds remitted to the Chapter from any source;
2. remit all funds received to the Treasurer within five (5) business days and receive receipt for same;
3. present a written report of all funds collected at each meeting of the membership and of the Board of Directors; and
4. follow all other procedures as stated in the Chapter's Standard Operating Procedures.
5. attend National meetings as required.

Section 8. Treasurer

The Treasurer of the Chapter shall:

1. have custody of all records of funds and securities of the Chapter and be a member of the Budget and Finance Committee;
2. keep a full and accurate account of all receipts and expenditures;
3. make disbursements in accordance with the approved budget and as authorized by the Board of Directors or the membership, which shall include the signature(s) of the President, Vice President (Programs) and /or Chairperson requesting funds;
4. accept all monies from the Financial Secretary deposit such monies and provide fiscal reports at the end of the year;
5. present a written report at each meeting of the membership and of the Board of Directors;
6. file necessary documentation with the Internal Revenue Service (IRS).
7. be bonded at the Chapter's expense;
8. present all financial records to the Auditing Committee at least 60 days before the Board of Directors' final meeting of the year;
9. be a signatory on the Chapter's bank accounts(s);
10. have experience and the skills in financial matters; and
11. attend National meetings as required.

ARTICLE VIII: MEETINGS

Section 1. Regular Meetings

The Chapter shall meet monthly on the fourth Tuesday of the month and/or no fewer than four (4) times per year. The Chapter reserves the right to convene additional meetings as needed to conduct Chapter business.

Section 2. Annual Meeting

The Chapter's Annual Meeting shall be held on the 4th Tuesday in September.

Section 3. Special Meetings

- A. Special meetings shall be called by the President as needed in non-urgent matters by written notification, stating purpose of the meeting, within seven (7) days. Notice shall include date, time, and location of the meeting and indicate whether attendance via electronic media is acceptable.
- B. In the case of urgent matters, members shall be notified in writing and via calling post, stating the purpose of the meeting, within three (3) days. Notice shall include date, time, and location of the meeting and indicate whether attendance via electronic media is acceptable.

Section 4. Quorum

A quorum for all business meetings shall be one-third (1/3) of the members in good standing. Once a quorum is established, it remains effective for the duration of the meeting.

Virtual Meetings- provision to allow under particular circumstances.

ARTICLE IX: BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall comprise of the elected Officers, Appointed Officers (the Chairpersons of each Standing Committee), and elected/appointed members of the Board of Directors.

Section 2. Quorum

The Board of Directors' quorum shall consist of majority of its members.

Section 3. Voting Privileges

Each member of the Board of Directors shall have the same voting privileges.

Section 4. Meetings

- A. Regular meetings shall be held each month at least one (1) week prior to the regularly scheduled general body meeting.
- B. Special meetings shall be convened as needed.

Section 5. Duties and Powers

The Board of Directors is the governing body of the Chapter. The duties shall be to:

- A. transact the business of the Chapter of NC100BW.

- B. review and approve the Chapter's annual budget.
- C. Create and implement a strategic plan for the Chapter in collaboration with the First Vice President and the Chairs of the Standing Committees, per Article VII, Section 2.

Section 6. Removal of Board of Directors

- A. Removal of Directors shall be consistent with the guidelines identified in Article V, Section 7 of the herein By-Laws.
- B. Procedures for Removal of Directors shall be consistent with the guidelines identified in Article V, Section 7 of the herein By-Laws.

ARTICLE X: EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of elected Officers, Legal Counsel and the Parliamentarian.

Section 2. Quorum

The Board of Directors' quorum shall consist of 25% of its members.

Section 3. Voting Privileges Each member of the Board of Directors shall have the same voting privileges.

Section 4. Meetings

The Executive Committee shall meet at the call of the President or at the written request of five (5) of members of the Executive Committee.

Section 5. Duties and Powers

- A. The duties of the Executive Committee shall be to transact "special", emergency business of the Chapter.
- B. The Executive Committee may not reverse a previous vote of the Board of Directors.

ARTICLE XI: COMMITTEES

Section 1. Standing Committees

The Chapter may establish such Standing and Ad Hoc committees as it deems appropriate. At a minimum, the committees identified in these bylaws shall be established. The appointment of said committees, members, and chairpersons shall be provided in Article XI. The Standing Committees of the Chapter shall consist of the Budget and Finance, Fund Development, Membership, Public Policy, Program, and Nominating. The Bylaws, Ethics and Protocol Committees may be standing or Ad Hoc.

Section 2. Responsibilities of Standing Committees

A. Budget and Finance Committee

The Budget and Finance Committee shall consist of Third Vice President of Fund Development and Finance, the Treasurer, Financial Secretary, and two (2) appointed members by the President and ratified by the Board of Directors.

1. It shall act in an advisory capacity to the President on the fiscal management of the Chapter.
2. At least quarterly, the Committee will prepare financial reports for the Board of Directors to review.
3. At least 45 days prior to the next fiscal year, it shall present an annual budget to the Board of Directors for feedback, review, and approval.
4. After Board approval, the budget shall be presented to the general membership for final ratification.

B. Fund Development Committee

The Fund Development Committee shall:

1. lead fundraising efforts for the Chapter by submitting grant proposals, soliciting corporations and foundations; and
2. plan other appropriate fundraising activities.

C. Membership Committee The membership Committee shall:

1. recruit and provide orientation for new members;
2. plan activities to retain existing members;
3. maintain a current membership directory;
4. encourage networking among members;
5. organize membership-related activities; and
6. make membership recommendations to the Board of Directors.

D. Public Policy /Advocacy Committee The Public Policy/Advocacy Committee shall:

1. review, research, and share relevant legislative issues of local, state, and national interest to the membership;
2. draft resolutions and position papers for internal and public presentation;

3. provide materials for policy consideration by the general membership;
4. develop, in concert with the Program Committee, workshops, seminars, and other presentations for the Chapter and/or the community at-large.

E. Program Committee

The Program Committee shall:

1. assist the 1st Vice President of Programs in planning and executing the Chapter's Programming priorities each year;
2. identify venues, speakers, and potential program partners as well as create program format and content; and
3. track metrics for programs which may include soliciting feedback from program attendees via surveys, evaluations;
4. assist in the registration process to obtain relevant information for post program follow-up.

F. Nominating Committee

The Nominating Committee shall:

1. be comprised of five (5) elected members;
2. determine its chair;
3. have no more than one (1) member of the Board of Directors on the Committee;
4. be comprised of members in good standing currently and at least the preceding year;
5. verify the eligibility of all members interested in elected office;
6. present the slate of candidates for all offices during the election period;
7. assist in educating, encouraging, the membership, as needed;
8. plan succession plan activities and training to develop a full slate of candidates for the next election cycle.

Section 3. Ad-Hoc/Special Committees

Ad-Hoc/Special Committees and chairpersons may be appointed by the President as the need arises, to accomplish a specific purpose. All such committees and chairs shall be approved by the Board of Directors. The Chapter has the following Ad-Hoc/Special Committees:

A. Economic Development Committee

The Economic Development Committee shall plan programs/activities to support the collective effort of the Chapter to improve financial stability, by encouraging Black women and their families to secure and maintain suitable housing and to start and maintain a regular savings plan.

B. Education Committee

The Education Committee shall inform and improve the knowledge base of the Chapter's target population in the areas such as economic empowerment, education, and health.

C. Health Committee

The Health Committee shall raise awareness through education forums and outreach efforts to support the health agenda of the Chapter which includes HIV/AIDS, obesity, mental illness, chronic disease, teenage and unplanned pregnancy.

D. Public Relations/Marketing Committee

The Public Relations /Marketing Committee shall assist the Chapter and the individual committees by developing a consistent, comprehensive, and compelling message and image to publicize and inform the community at-large of the Chapter's activities and events using various methods of communication.

E. Scholarship Committee

The Scholarship Committee shall develop and implement the process to award the Dr. Teresa D. Drummond Scholarship to secure post-secondary training, college, and graduate studies for traditional and non-traditional students.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised Version shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with the Chapter's Bylaws, any special rules of order that the Chapter may adopt, and/or the Bylaws of the National Coalition of 100 Black Women, Inc.

ARTICLE XIII: AMENDMENTS

Section 1. How to Amend the Bylaws

Bylaws may be amended by a two-thirds (2/3 vote) of the membership at any meeting of the Chapter provided notice of the proposed amendment(s) has been provided to the membership at the previous meeting, or mailed to each member in good standing at least 30 days prior to the meeting at which the amendment(s) will be considered.

Section 2. Bylaws in Compliance

No article or section of these Bylaws shall conflict with the Bylaws of the National Coalition of 100 Black Women, Inc. When the National Board of Directors determines, on the advice of the Bylaws Committee, that a Chapter's Bylaws conflict with these Bylaws the Chapter shall be directed by the Board of Directors to remedy such conflict. No article or section of these Bylaws shall conflict with the Bylaws of the National Coalition of 100 Black Women, Inc.

Section 3.

If the National Coalition of 100 Black Women, Inc., require an amendment to these Bylaws, to ensure compliance, the Chapter's Bylaws shall be amended automatically. Moreover, a vote of approval by the membership shall not be required.

ARTICLE XIV: DISSOLUTION

In the event of the dissolution of this Chapter or its disaffiliation by the National Coalition of 100 Black Women, Inc., all monies and other assets remaining after payment of legitimate debts and in accordance with Delaware 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: CONFLICT OF INTEREST

Each member shall receive a copy of the Chapter's Conflict of Interest Policy. Copies shall be provided at the time of initial membership for new members and as soon as possible for current members. Each year a signed and dated copy shall be secured for Chapter records.

ARTICLE XVI: CODE OF ETHICAL STANDARDS

All members must adhere to the Chapter's Code of Ethical Standards. A copy shall be provided to each member.