

# **State of Florida, National Council of Negro Women, Incorporated Bylaws**

## **Article I – Name**

*Section 1.* The name of this organization shall be the State of Florida, National Council of Negro Women, Incorporated.

## **Article II – Purpose**

*Section 1.* To promote and support the national programs of the National Council of Negro Women.

*Section 2.* To carry out the purpose of NCNW in relation to the needs of the State of Florida with emphasis on women, children, families, and communities.

*Section 3.* To promote unity of action among all women in matters affecting educational, cultural, economic, social and civic life.

*Section 4.* To maximize NCNW's presence in the State of Florida.

*Section 5.* The State organization shall serve the geographic area encompassing all of Florida.

## **Article III – Membership**

*Section 1.* Members may be members of the State organization without regard to race, color, creed, national origin, sexual orientation or economic status.

*Section 2.* Members who join NCNW as a Direct Member through a national affiliated organization may also participate with the State organization.

*Section 3.* All Section Members must be financial with National and their respective Section. Should the member not be a member of a Section, the member must be financial with National and the State organization.

*Section 4.* Men who join NCNW as an Associate Member may participate in the State organization.

*Section 5.* Youth in middle or high school may participate in the State organization.

*Section 6.* Collegians who participate in the college section may participate with the State organization.

*Section 7.* Life, Legacy Life and Associate Life members may participate with the State organization.

#### **Article IV – Fees and Dues**

- Section 1.* The annual state assessment for the Sections shall be voted on and approved by the State membership.
- Section 2.* Sections may be assessed by the State as recommended by the Executive Board.
- Section 3.* Life, Legacy Life, Associate Life, annual, youth and Direct members shall be required to pay a fee in order to participate on the State level, if not a part of a Section.

#### **Article V – Officers**

- Section 1.* Elected officers shall be President, Vice-President, Recording Secretary, Treasurer and Financial Secretary.
- Section 2.* Appointed officers shall be Assistant Recording Secretary, Corresponding Secretary, Historian, Parliamentarian, Chaplain and Sergeant at Arms.

#### **Article VI– Duties of Officers**

- Section 1.* **The President** shall chair the Executive Board and the Executive Committee. She shall preside over the general body meetings of the State of Florida. She shall appoint the chairman for all Standing Committees, excluding the Nominating and Election Committee, as well as such other committees that are necessary for the implementation of the organization’s activities. She serves as ex-officio member of all committees, excluding the Nominating and Election Committees, she serves as the spokesperson for the State, the liaison between the National Office and the Sections, and oversees the development and implementation of the State of Florida policies. She co-signs with the treasurer on all checks, excluding those payable to the President. She shall perform such duties that usually pertain to this Office.
- Section 2.* **The Vice-President** shall supervise membership growth and development, State programs and shall serve as a liaison to the State collegiate Sections. She shall also perform duties as assigned by the President.
- Section 3.* **The Recording Secretary** shall record and maintain, in a permanent record, accurate minutes of the proceedings of all State and Executive Committee meetings as well as any special meetings of these bodies. She shall prepare all State minutes and associated documents for archiving by the historian.
- Section 4.* **The Assistant Recording Secretary** shall assist the Recording Secretary and assume the duties and responsibilities of the Recording Secretary in her absence.

- Section 5.* **The Corresponding Secretary** shall issue all calls or notices of meetings, send official correspondence and perform other relevant duties as requested by the President.
- Section 6.* **The Treasurer** shall chair the Budget and Finance Committee. She shall keep record of bank statements and reconcile them. She deposits State funds in the bank immediately upon receipt from the Financial Secretary. She is responsible for issuing checks for payment upon proper documentation and approval. The treasurer co-signs, with the State President, all checks issued by the State excluding those issued to the Treasurer. She maintains the State's financial payable records and prepares monthly reports. The Treasurer prepares the end of the fiscal year Internal Revenue Service's Annual State Report to be submitted when requested by the National Headquarters. She furnishes financial books, records, and all supporting documents for internal and external audit. She drafts the State budget for membership approval at the committee meeting. She safeguards and manages the State financial assets. She is responsible for all deposits and disbursements. She shall be bonded.
- Section 7.* **The Financial Secretary** serves on the Budget and Finance Committee. She shall set up books to record all cash receipts. She shall receive and accurately receipt ALL funds received by the State. The Financial Secretary shall maintain the State's financial receipt records and prepare monthly reports. She shall assist in preparing the end of the fiscal year Internal Revenue Service's Annual State Reporting. She shall furnish her financial books, records, and all supporting documents for internal and external audit. She accounts for and transfers all monies received to the Treasurer. She shall be bonded.
- Section 8.* **The Historian** shall chair the Archives Committee. She shall keep a complete history of NCNW, State of Florida. She shall collect photos, videos and media clippings of the State's activities and accomplishments in the community. The Historian shall be responsible for the preservation of all State documents and records, pictures, news articles, and other relevant materials using the best methods currently available.
- Section 9.* **The Parliamentarian** shall advise and interpret for the Presiding Officer and membership as requested at all meetings the rules governing the transaction of business for the state organization.
- Section 10.* **The Chaplain** shall chair the Spiritual Support Committee. She shall draw upon religious resources to enhance relationships and give meaning in the work of the State to the membership. She shall extend words to uplift and encourage State members and families during difficult times. The President may appoint the Spiritual Support Committee which is a special ad hoc committee to assist the Chaplain with her duties and responsibilities throughout the State.
- Section 11.* **The Sergeant at Arms** shall guard the doors and keep order during the meetings.

## **Article VII– Voting and Elections**

- Section 1.* All officers shall be elected for a term of two (2) years and may be re-elected for an additional consecutive term of two (2) years in the same office.
- Section 2.* No officer shall serve in the same office for more than two (2) consecutive terms.
- Section 3.* Officers shall be elected at the annual meeting every two (2) years. The term of office will begin on September 1st.
- Section 4.* Election shall be by in-person ballot, mail or electronic means; a majority vote shall elect.
- Section 5.* Any member who is currently financial and meets the qualifications for office shall be eligible to hold office in the State. Members who are not a part of a Section must be current in the payment of the State fee to hold office.
- Section 6.* Qualifications for Office and Good Standing
- Candidates for office must possess relevant experience in the office they are seeking.
  - Must be in good financial standing twelve (12) months prior to nomination for office.
  - Must have attended one of the last two National NCNW Conferences or Affiliate Assemblies.
  - Must have attended a State leadership training or State meeting within the previous two years.
  - Demonstrate commitment to NCNW’s mission.
  - Understands and is committed to NCNW’s National goals and can take a broad view beyond their own community.
  - Is willing to give time, talent and financial support to advance NCNW’s mission and ongoing operations.
  - Is willing to take responsibility for the organization’ future direction and performance against established goals.
  - Accepts that she may have some travel at her own expense.
  - Possesses significant leadership skill experience in NCNW, a national affiliate or non-profit organization (e.g. officer, CEO, COO).
  - Has experience and a positive track record leading major change or transformation for an organization or institution.
  - Has a proven track record relative to soliciting or attracting resources (money, in kind gifts, etc.) on behalf on an organization or institution (college, non-profit, religious institution)
  - Possesses strong functional skills in a critical area (e.g. Finance, Fundraising, Marketing, Research and Leadership).
- Section 7.* In order to vote, a state section must be in good standing with the state organization and with the national office in order to have delegates. Each state collegiate and state community-based section in good standing may have three (3) delegates as its voting constituency.

## **Article VIII – Vacancies**

*Section 1* If any elected officer fails to serve an entire term, the Executive Board shall fill the vacancy, by appointment.

## **Article IX - Meetings**

*Section 1.* The State Meeting shall be held yearly in the month of August unless otherwise ordered by the Executive Board.

*Section 2.* Executive Board meetings shall be held quarterly at a time, date and location as designated by the Executive Board. No meetings are scheduled during the months of June and July.

*Section 3.* Executive Committee meetings shall be held at a minimum of two (2) times per year or more frequently as determined by the Executive Committee. Meetings shall be held at a time, date and location as designated by the Executive Committee. No meetings are held during the months of June and July.

*Section 4.* A majority of the registered financial members shall constitute a quorum at a regular State meeting.

*Section 5.* A majority of the Executive Committee members shall constitute a quorum at the Executive Committee meeting.

*Section 6.* A majority of the Executive Board members shall constitute a quorum at the Executive Board meeting.

## **Article X- Executive Board**

*Section 1.* The Executive Board is the administrative body of the State and shall consist of the elected officers of the State of Florida and the immediate Past President.

*Section 2.* The Executive Board shall act in the interim between State meetings, execute the affairs of the State, consider all violations of NCNW policy by members and take appropriate action thereon as requested and it shall approve special committees as appointed by the President.

## **Article XI – Committees**

*Section 1.* **The Standing Committees** shall be: Executive, Budget and Finance, Bylaws, Communications, Membership, Ways and Means, Program and Spiritual Support Committee (as needed).

- Section 2.* **Special Committees** may be appointed by the President with the approval of the Executive Board, except for the selection of the Nominating Committee and Elections Committee which are selected pursuant to Section 6 & 7 of this Article.
- Section 3.* **The Executive Committee** is chaired by the State President. The Committee shall consist of the elected and appointed officers of the State of Florida, the Chairs of the State committees and the Florida Section Presidents. It shall recommend and review programs, services and activities to all members. It shall consider the recommendations of the Program committee in establishing and implementing programs, services and activities to the membership. It shall consider all grievances. It shall have the power to make expedient decisions between regular meetings of the State.
- Section 4.* **The Budget and Finance Committee** shall not exceed five members and shall consist of the Treasurer, the Financial Secretary and such other members as appointed by the President. The Treasurer shall serve as the Chair of the committee. It shall be the responsibility of the committee to submit a yearly budget during the second quarter of the year for approval by State membership. It shall collaborate with the Ways and Means Committee to identify opportunities to meet the budget, and it shall understand the financial operations of the State in order to ensure the most beneficial returns for expenditures.
- Section 5.* **The Bylaws Committee** shall consist of five (5) persons appointed by the President and shall be chaired by the Parliamentarian. The Committee shall receive and consider all proposed amendments to the State bylaws and shall be responsible for sending notice of such proposed amendments to the membership. It shall report on the proposed amendments to the Executive Committee. The committee is also responsible for keeping the State informed of changes to NCNW Bylaws and preparing a presentation for the membership on any changes or updates. It shall ensure updated bylaws are forwarded to the National Bylaws Committee Chair for approval. The committee shall provide the required ballots to be used for voting amendments.
- Section 6.* **The Nominating Committee** shall consist of seven (7) members, which shall include one (1) collegiate member. There shall be one (1) alternate member who shall serve only in the event that a member is unable or unwilling to serve. State officers shall not serve as members of this committee. All potential members shall submit an application by June 1st and shall be elected electronically by a majority of the duly noticed State body. A call for the nomination of the Nominating Committee members shall be made at the State meeting. A committee member may serve no more than two (2) consecutive terms. A Chairperson shall be elected by the committee members from its membership. The role of the Nominating Committee shall be to secure nominations for open officer positions and ensure all candidates for elected offices meet the requirements of the position as determined by the State By-laws and Standing Rules. The committee shall submit a slate of proposed officers consisting of at least one name for each available officer position.

*Section 7.* **The Elections Committee** shall be comprised of seven (7) elected members, which shall include one (1) collegiate member. There shall be (1) alternate member who shall serve only in the event that a member is unable or unwilling to serve. State officers shall not serve as members of this committee. All potential members shall submit an application by June 1st and shall be elected by a majority of the members present at the State meeting. This committee shall develop the process by which elections are to be held according to the bylaws, prepare ballots for voting, supervise the election process, and prepare a report for publication of election results. This Committee shall elect a Chairperson from its membership.

*Section 8.* **The Program Committee** shall recommend to the Executive Committee programs and services within Florida that accomplish the mission and goals of NCNW. It shall study, analyze and evaluate on a continuous basis the programs of the State to insure maximum effectiveness with respect to NCNW's purpose. The Vice-President shall serve as Chair of this Committee.

*Section 9.* **The Ways and Means Committee** shall identify, plan, and implement State fundraising activities and events for the State programs and projects. It shall collaborate with the Budget and Finance Committee to identify opportunities to meet the budget.

*Section 10.* **The Communications Committee** shall review and identify opportunities to improve and implement public relations, marketing, social media engagement, correspondence and communications with the Sections. Shall collaborate with other State committees on public relations, marketing, social media engagement, correspondence and communication within the State.

*Section 11* **The Membership Committee** shall consist of five (5) members appointed by the President. They shall work with the Executive Committee to develop initiatives to recruit, retain and reclaim members at all levels.

#### **Article XII – Parliamentary Authority**

*Section 1.* The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the State in all cases to which they are applicable and in which they are not inconsistent with State or National Bylaws and any special rules of order NCNW State or National may adopt. The parliamentary authority of the National Council of Negro Women shall prevail.

#### **Article XIII – Amendment of Bylaws**

*Section 1.* These Bylaws may be amended annually at the annual meeting by two-thirds (2/3) vote of the members present and voting, providing notice has been sent with the call to the meeting.

#### **Article XIV- Dissolution**

- Section 1.* The National office shall approve the dissolution of the State organization prior to any vote by the State members or other actions.
- Section 2.* The State of Florida National Council of Negro Women, Incorporated operates under the Internal Revenue Service (IRS) code governing 501(c) (3) entities, therefore a resolution to dissolve the State shall be approved by the State's Executive Board and forwarded to the National office for approval.
- Section 3.* The Resolution to dissolve the State organization and official notice of the meeting at which the vote is to occur shall be sent to all members who are eligible to vote at least forty-five (45) days prior to the vote.
- Section 4.* The Resolution to Dissolve the State organization shall be approved by two-thirds (2/3) vote of members present who are entitled to vote.
- Section 5.* The State organization shall be dissolved in accordance with all applicable local, state and/or federal regulations.
- Section 6.* All State organization debts or liabilities shall be retired prior to dissolution.
- Section 7.* Upon receipt of the official legal Notice of Dissolution, all State organization property, historical records and/or remaining cash balances shall be surrendered to the National Council of Negro Women, Incorporated.

#### **Article XV – Fiscal Year**

- Section 1.* The Fiscal Year for State of Florida of the National Council of Negro Women, Incorporated shall begin on October 1<sup>st</sup> and end on September 30<sup>th</sup>.

State Coordinator: Tempress Solomon, Tampa Metropolitan Section  
State Bylaws Committee: Tamara Felton-Howard, Esq., Chair, St. Petersburg Metropolitan Section  
Kruzshander Scott, Central Florida Section  
Audrey Miller, Tampa Metropolitan Section  
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**Approved by Peola H. McCaskill, PRPR -National Parliamentarian, NCNW on the 17<sup>th</sup> day of January 2020.**

**Adopted by the State membership at the Virtual Florida State Organizing Meeting on the 8<sup>th</sup> day of August 2020.**