

**St. Petersburg Metropolitan Section, National Council of Negro Women, Incorporated
Bylaws Revised June 17, 2022**

Article I Name

Section 1. The name of this organization shall be St. Petersburg Metropolitan Section, National Council of Negro Women (NCNW), Incorporated

Article II Purposes

- Section 1. To promote and support the National program of NCNW.
- Section 2. To carry out the purpose of NCNW in relation to the needs of women of African descent, their 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. The St. Petersburg Metropolitan Section, hereinafter referred to as "the Section", shall serve the geographic area encompassing Pinellas County and the nineteen municipalities,

Article III Membership

- Section 1. Individuals may be members without regard to race, color, creed, sexual orientation, gender, gender expression, religion, veteran status, political/national origin, or economic status.
- Section 2. Membership Classification
- A. Member – Women join the Section by paying National and Local annual membership dues.
 - B. Associate Member- Men join the Section by paying National and Local annual membership dues. Associates are not voting members or officers of the Section.
 - C. **Youth Member** – Youth 12 years of age through the completion of high school who join by paying annual National and Section membership dues as outlined in the youth guidance document.

- D. **Direct member** – Women who join NCNW as a Direct Member through a national affiliated organization who choose to participate in the Section and pay the Sections annual dues.
- E. **Life Members and Legacy Life Members** - Members who pay the Life and/or Legacy Life fee and Local annual membership dues.

All Section members must be financial with the National Office.

Article IV Fees and Dues

- Section 1. Annual, Associate, and Youth members pay National and Local dues upon joining, which are renewable in October of each year. Local dues are determined by the Executive Committee of the Section. Dues and Assessment fees cannot be changed without the approval of the Executive Committee.
- Section 2. Life Members and Legacy Life Members shall be required to pay Section dues.
- Section 3. Excluding Life Members and Legacy Life Members, all Section members must pay National NCNW membership dues annually.
- Section 4. Members, excluding Associate and Youth, shall be required to pay the following assessments, as designated by the Executive Committee of the Section and any additional assessments levied, to further the efforts of the Section.
 - A. Wauretta Guilford, Verdya Dennard Robinson Youth Development: Due in October.
 - B. Founder's Day: Due in March. This does not include the cost of admission.
- Section 5. A member in good standing is one that has met all financial obligations of the section, inclusive of National and Local dues and assessments.

Article V Officers

- Section 1. Elected Officers shall be President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Treasurer, Financial Secretary, and Corresponding Secretary.
- Section 2. Appointed officers shall be Parliamentarian, Historian, Chaplain, Sergeant At-Arms, Assistant Recording Secretary and Youth Director.

Article VI Duties of Officers

Section 1. The President shall:

- A. Supervise the work of the Section and serve as the liaison between state, National Office, and the Section.
- B. Appoint Chairpersons of Standing Committees, except the Nominating and Elections Committee.
- C. Appoint non-elected officers and committee chairpersons, with the approval of the Executive Committee as necessary for the implementation of the Section's programs and activities.
- D. Serve as the official representative for the Section.
- E. Along with the Executive Committee ensure members adhere to National, State and Community-Based Bylaws, policies and procedures.
- F. Preside at all meetings of the Executive Committee and the General Membership.
- G. Serve as ex-officio member on all committees except the Nominating and Elections Committees.
- H. With the approval of the Executive Committee, fill by appointment, the vacancy of any elected office for the unexpired term.
- I. Prepare or supervise the preparation of the quarterly reports of the section's progress and submit them to the National Office upon request.
- J. Co-sign with the Treasurer or 1st Vice President checks issued on behalf of the Section.
- K. Issue notice of Special Call Meetings in accordance with Section's Bylaws.
- L. Supervise the development and implementation of the Section's programs and policies.
- M. Have access to the Section P.O. Box
- N. After her term ends, serve as a member of the executive committee.
- O. Be bonded.

Section 2. The First Vice President shall:

- A. Perform duties as assigned by the President.
- B. Supervise section programs and activities and serve as a consultant to the program Chairs as necessary.

- C. Perform duties the President in the absence of the President or if the President is unable to perform her duties.
- D. Co-sign with the Treasurer or President checks issued by the Section in the event the Treasurer or President is not available to sign checks.
- E. Be bonded.

Section 3. **The Second Vice President shall:**

- A. Serve as the chair of the membership committee.
- B. Supervise membership recruitment, retention, and reclamation activities. Inclusive of developing new members resources and orientation
- C. Work with the National Office to ensure membership enrollments and payments are promptly and properly processed.
- D. Reconcile Membership Reports monthly and provide updates to the Executive Committee and the Membership.
- E. Notify the National Office of changes in a member's status, address, transfer or death of a member.
- F. Keep a record of members meeting attendance.
- G. Provide an accurate copy of members' attendance record to the Recording Secretary.

Section 4. **The Third Vice President shall:**

- A. Be 39 years of age or under.
- B. Encourage, recruit and focus on the participation of young women thirty-nine (39) years of age or under, who share in the mission of NCNW.
- C. Plan and coordinate activities and inform the Executive Committee and general membership.

Section 5. **The Recording Secretary shall:**

- A. Maintain accurate minutes of the proceedings of all Section Meetings (Executive Committee Meetings, General Membership Meetings, and Special Call Meetings) in a permanent record.
- B. Maintain and safeguard the current official records and documents of the Section.
- C. Make available minutes of all General Membership and Special meetings to Section Members within two weeks after each meeting. Minutes of the Executive Committee meetings shall also be made available to Executive Committee members in the same manner. Minutes shall include a record of meeting attendees.
- D.

Section 6. **The Treasurer shall:**

- A. Chair the Budget and Finance committee.
- B. Deposit of Section's funds in the bank within 48-72 hours upon receipt from the Financial Secretary.
- C. Keep an accurate record of all funds received and disbursed on behalf of the Section.
- D. Co-sign checks with the President or First Vice President, issued on behalf of the Section.
- E. Provide a monthly financial report of income and expenditures to the Executive Committee and General Membership.
- F. Ensure timely issuance of payments on behalf of the Section upon receipt of proper documentation and approval.
- G. Produce or cause to be produced financial documents for internal and/or external audits.
- H. Produce or cause to be produced financial documents for Annual Tax Statements.
- I. Ensure State and Federal fees, licenses, statements, and reports are current and filed by the appropriate deadline.
- J. Ensure the Section's National fair share payments and State Assessments are made in a timely manner.
- K. Safeguard the Section's financial documents. All hard copies of the Section's records shall be secured at the Fannye Ayer Ponder Council House. Electronic document shall be stored in a central repository identified by the Section.
- L. Be bonded.

Section 7. **The Financial Secretary shall:**

- A. Receive and properly receipt funds received by the Section and remit funds to the Treasurer within 48-72 hours.
- B. Perform the duties of the Treasurer in the Treasurer's absence.
- C. Coordinate with the Treasurer to provide financial reports and maintain the Section's financial documents.
- D. Provide financial documents for internal and/or external audits.
- E. Coordinate with the Treasurer to provide financial documents for Annual Tax Statements.
- F. Serve on the Budget and Finance committee.
- G. Be bonded.

Section 8. **The Corresponding Secretary shall:**

- A. Perform the duties of the Recording Secretary in her absence.
- B. Provide notice of all meetings to members.
- C. Respond to all correspondence as directed by the President or Executive Committee.
- D. Retrieve log and distribute to the appropriate officer Section mail at least weekly,.
- E. Distribute information from members, upon approval of the President.

Section 9. **The Assistant Recording Secretary shall:**

Assist the Recording Secretary and assume the duties and responsibilities of the Recording Secretary in her absence.

Section 10. **The Historian shall:**

- A. Compile and preserve by the best method currently available a history of the Section with pictures and other regalia of the Section's work and accomplishments.
- B. Present a summary of the Section's activities at least annually.

Section 11. **The Parliamentarian shall:**

- A. Advises the President and membership when requested
- B. Ensure the Section business is conducted according to the NCNW and Section governing documents.
- C. Chair the bylaws committee.

Section 12. **The Chaplain shall:**

- A. Draw upon spiritual resources to enhance relationships and give meaning to the Section's work.
- B. She shall provide appropriate meditation during public meetings and programs as requested by the President.

Section 13. **Sergeant at Arms**

Sergeant at Arms shall make sure no uninvited guests are admitted into Section meetings and keep order at meetings.

Article VII Voting and Elections

Section 1. **Voting**

- A. In order to vote, a Section member must be in good standing. financial with the National Office and the Section.
- B. Voting Election shall be by ballot, in-person, mail -in or electronic as determined by the Executive Committee or National Office. A majority vote shall elect.
- C. No absentee or proxy votes will be accepted.

Section 2. Election

- A. All officers shall be elected for a term of two years and may be reelected one consecutive term of two years in the same office.
- B. No officer shall serve in the same office for more than two consecutive terms, or a total of four years.

- C. Officers shall be elected in May every two years. The term of office will begin on September 1st of that calendar year.
- D. Election shall be by ballot. A majority vote shall elect.
- D. Any member, excluding Associate members, who is currently financial and in good standing and meets the qualifications for office and shall be eligible to hold office in the Section.

Section 3. **Requirements for Candidacy Office and Good Standing: (Qualifications for Election)**

- A. Must be in good standing pursuant to Article VII, a minimum of six (6) months prior to nomination for all offices, except for President, Vice President, Treasurer, and Financial Secretary, which will require 12 months prior to nomination.
- B. Must have attended a State Leadership Training or State Business Meeting within the last two years.
- C. Must have served on a Committee and/or community project within the last two years.

Article VIII Vacancies

- Section 1. The President shall, with the approval of the Executive Committee, fill by appointment the vacancy of any elected office for the unexpired term.

Article IX Meetings

- Section 1. There shall be monthly meetings of the executive committee and general membership each year, held between the months of September and June. Exceptions may be made by the President, with the approval of the Executive committee.

- Section 2. Special meetings of the executive committee may be called by the President. These meetings may be held electronically, at the discretion of the President. Only the business specified for the purpose of the meeting may be discussed.

- Section 3. Regular meetings of the Section shall be held the third Saturday of each month unless otherwise noticed.

- Section 4. Executive Committee Meetings shall be held the first Thursday of each month unless otherwise noticed.

Section 5. (15) Fifteen members of the Section's Financial Membership, shall constitute a quorum at a regular Section Meeting or Special Call Meeting.

Section 6. (7) Seven of the Members shall constitute a quorum at the Executive Committee Meeting.

Article X Committees

Section 1. The Standing Committees shall be: Executive, Audit, Budget and Finance, Bylaws, Elections, Nominating, Programs, Way and Means, Hospitality, Membership, Benevolence, Technology and Social Media, House and Grounds

Section 2. Special Committees may be appointed by the President with the approval of the Executive Committee. Examples of Special Committees are: Civic Engagement and Health & Wellness.

The Executive Committee shall:

- Section 3.
- A. Consist of the elected and appointed officers of the Section. Chairs of all Standing Committees and Special Committees are invited to attend and present, as designated by the President.
 - B. Act in the interim between Section Meetings to execute the affairs of the Section.
 - C. They shall be responsible for interpreting, approving, and implementing St. Petersburg Metropolitan Section's Bylaws as adopted by the section.
 - D. They shall administer and hold in trust the real property of the St. Petersburg Metropolitan Section together with its fixtures, appurtenances, and furnishings. The executive committee is responsible for the financial stewardship of the property. The payment is drawn from the section's general funds, the payment of monthly expenses and sale transfer of said property, as governed by National Bylaws.
 - E. Appoint a sub-committee to consider and report to the full committee on all grievances.
 - F. Consider all violations of NCNW policy by members and take appropriate action thereon.
 - G. Members of the Executive Committee who fail to attend at least 3 of the 10 meetings of the Executive Committee during the fiscal year, shall automatically forfeit such office.

- H. Members of the executive committee who fail to attend meetings without notification to the President, are subject to review.

Section 4. **The duties of the Audit Committee:**

- A. Shall consist of five members.
- B. The Treasurer and Financial Secretary cannot serve on the audit committee.
- C. Shall conduct an annual internal audit of the Sections financial documents and submit to the executive committee; this information shall be communicated to the general membership.
- D. Devise an action plan and provide guidance to correct any violations and mitigate risk discovered during the audit.

Section 5. **The duties of the Budget and Finance Committee shall:**

- A. Include the Treasurer serving as chairman.
- B. Consist of the President, Financial Secretary, and two members from the General Membership, appointed by the President.
- C. Submit a balanced yearly budget by the first quarter of the fiscal year to the Executive Committee and General Membership for approval.
- D. Collaborate with the Ways and Means Committee to identify opportunities to meet the budget.
- E. Understand the financial operations of the Section in order to ensure the most beneficial return for expenditures.
- F. Recommend amendments to the budget, which shall be adopted/approved by a majority of the membership present and voting.
- G. Review the budget quarterly and determine if expenditures and income are on track.

Section 6. **The duties of the Bylaws Committee shall:**

- A. Include the Parliamentarian serving as chairman.
- B. Consist of a total of five members, with at least two members from the general membership.
- C. Receive and consider all proposed amendments to the Section's Bylaws and shall be responsible for sending notice of such proposed amendments to the membership at least 30 days prior to the meeting to adopt the proposed amendments.
- D. Provide the proposed Amendment for vote. Amend Section's Bylaws with a two-thirds vote of the financial membership present and voting.
- E. Promptly forward adopted Bylaws to the State Bylaws Committee for approval.
- F. Review or update Section bylaws every two years or as requested by the executive committee.

Section 7. **The duties of the Nominating Committee:**

- A. Shall consist of five members elected by ballot during the General Membership Meeting in May prior to the election year, being eligible to serve no more than two consecutive election years.
- B. Members desiring to be considered for election to this committee will submit their name to the Recording Secretary or designee by the designated time.
- C. The Committee shall elect a Chairperson from the five members elected by the membership.
- D. Shall develop an application for the open officer positions.
- E. Notify members of the open officer positions, the requirements, and the deadline to apply.
- F. Upon receipt of the completed application and all required documentation, ensure all candidates meet the minimum qualifications for office as described in the Bylaws.
- G. Provide a written report to the membership of all the candidates who meet the qualifications for each office and qualify to be placed on the election ballot.
- H. Additional nominations may be made from the floor during the designated Business Meeting. No name shall be nominated without the written consent of the nominee. Nominees made from the floor must provide the completed application and all required

documentation to the Chairperson at the time of nomination. The designated business meeting for nominations will be duly noticed.

Section 8. **The duties of the Elections Committee:**

- A. Shall consist of five members elected by ballot during the General Membership Meeting in May prior to the election year, being eligible to serve no more than two consecutive election years.
- B. Members desiring to be considered for election to this committee will submit their name to the Recording Secretary or designee by the designated time.
- C. The Committee shall elect a Chairperson from the five members elected by the membership.
- D. No candidate for office shall be eligible to serve on the Elections Committee.
- E. Shall set the date, time and place for voting.
- F. Shall prepare the ballots, supervise the election, count the ballots, and report the results to the membership.
- G. Election shall be by ballot in-person, mail, or electronic methods.
- H. A majority vote shall elect.
- I. In the event there is one nominee for any office, the vote for that office may be taken by a voice vote.
- J. The Chair will assign additional tellers if deemed necessary.

Section 9. **The duties of the Program Committee**

- A. Shall be Chaired by the 1st Vice President.
- B. Shall study, analyze and evaluate on a continuous basis programs to accomplish the mission and goals of the Section.
- C. Shall make recommendations to the Section.

Section 10. **The duties of the Ways and Means Committee shall:**

- A. Identify, plan and implement fundraising activities and events for the Section's program and events.
- B. Collaborate with the Budget and Finance Committee to identify opportunities to meet the budget.

Section 11. **Membership Committee shall:**

- A. Be chaired by the 2nd Vice President.
- B. Consist of five (5) members.

C. Assist the 2nd Vice President in her duties as deemed necessary.

Section 12. **Hospitality Committee:** The hospitality committee is responsible for refreshments at designated meetings. They will serve on occasion, as determined by the President.

Section 13. **Benevolent Committee:** The benevolent committee shall keep the membership informed of the welfare of its members as it lends support in varied situations of need. They shall be governed by the rules and procedures set forth in their guidelines.

Section 14. **Technology and Social Media Committee (TSMC)**
The Technology and Social media committee shall provide guidance for the Section's online presence.

Section 15. Special Committees:

A. **Civic Engagement Committee:** The Civic Engagement Committee, shall ensure that the Section is informed on local, state, and national affairs and shall recommend and organize participation in projects as deemed appropriate.

B. **Health and Wellness Committee:** The Health & Wellness Committee, shall ensure that the Section is informed on local, state, and national affairs and shall recommend and organize participation in projects as deemed appropriate.

Article XII Parliamentary Authority

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

Article XIII Amendment of Bylaws

Section 1. The Section's Bylaws may be amended at any duly noticed regular or special meeting by a two-thirds (2/3) vote of the members present and voting, provided the proposed amendments have been provided with the call to meeting.

Article XIV Fiscal Policy

Section 1. The Section's Fiscal Year begins on October 1st, and ends on September 30th of the following year.

Article XV Dissolution

Section 1. The National Office shall approve the dissolution of the Section prior to Any vote by the Section members or any other actions.

Section 2. The St. Petersburg Metropolitan Section, National Council of Negro Women, Incorporated operates under the Internal Revenue Service (IRS) Code governing 501© (3) entities, therefore a Resolution to Dissolve the Section shall be approved by the Section's Executive Committee.

Section 3. The Resolution to Dissolve the Section 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 Section shall be by two-thirds (2/3) vote of members present who are entitled to vote.

Section 5. The Section shall be dissolved in accordance with all applicable local, State and/or Federal regulations.

Section 6. All Section debts and liabilities shall be retired prior to dissolution.

Section 7. The official legal Notice of Dissolution, all Section property, historical records, and/or remaining cash balances shall be surrendered to the National Council of Negro Women, Inc.

Section 8. Upon termination or dissolution of St. Petersburg Metropolitan Section (SPMS), any assets lawfully available for distribution by National shall be distributed to one (1) or more qualifying organizations described in Section 501© (3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which at least generally, includes a purpose like the terminating or dissolving corporation. The organization to receive the assets of SPMS hereunder shall be selected in the discretion of the majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to Alternative Dispute Resolution either by binding arbitration, mediation, or the National Council of Negro Women, Inc.

Approved By: _____
Section President

Date: _____

Approved By: _____
Section Bylaws Chairperson

Date: _____

Approved By: _____
National Parliamentarian

Date: _____

Approved By: _____
National Parliamentarian Emerita

Date: _____

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