

# Sonoma County Chapter Bylaws and Operating Rules

## Sonoma County Chapter Bylaws National Organization for Women

Adopted July 31, 2022

### ARTICLE I. NAME

The name of the organization shall be the Sonoma County Chapter of NOW ("Chapter").

### ARTICLE II. PURPOSE

NOW's purpose is to take action to bring women into full participation in the mainstream of American society now, exercising all privileges and responsibilities thereof in truly equal partnership with men. This purpose includes, but is not limited to, equal rights and responsibilities in all aspects of citizenship, public service, employment, education, and family life, and it includes freedom from discrimination because of race, ethnic origin, age, marital status, sexual preference/orientation, or parenthood.

- (a). Affirmative Action - The Chapter is committed to the inclusion of diverse voices and experiences, and to that end commits to affirmatively act to achieve a diverse membership and leadership. Specific goals and affirmative measures shall be outlined in the Chapter's operating rules.

### ARTICLE III. MEMBERSHIP

Any person who subscribes to its purpose and who is a member of National NOW may, upon payment of National NOW dues, be a member of the Sonoma County Chapter of NOW. A new member may join National NOW and the Chapter simultaneously upon payment of dues.

### ARTICLE IV. POLICY

The Chapter shall be bound by the National NOW bylaws and policy. The Chapter may pass policy governing Chapter structure and activities. An officer will be responsible for keeping a file of Chapter policies as outlined in the Chapter's operating rules.

### ARTICLE V. MEETINGS

The Chapter shall hold at least eight (8) membership meetings each year. One of these meetings, designated the annual meeting, shall be the meeting at which election of officers shall take place. All members must receive at least thirty (30) days' notice of the annual meeting at which elections will be held. Additional rules regarding the number and types of meetings, and notice for those meetings, shall be contained in the operating rules of the Chapter.

### ARTICLE VI. DUES

#### Section 1

Dues and specifics relating thereto shall be set forth in the operating rules of the Chapter.

#### Section 2

The fiscal year shall be January 1 to December 31.

### ARTICLE VII. OFFICERS/BOARD

#### Section 1

The officers shall be a President and a Treasurer and such other offices as may be determined by the operating rules. The composition and duties of the Board of Directors, if any, shall be specified in the operating rules of the Chapter.

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## Section 2

The officers and Board shall be elected annually at the annual meeting. The time and date of the annual meeting shall be set forth in the operating rules of the Chapter.

## ARTICLE VIII. COMMITTEES

Type of committees, their purpose, leadership, and membership shall be determined by the operating rules of the Chapter. Committee chairs are appointed by the president of the Chapter, with the advice and consent of the Board of directors, for a one-year term.

## ARTICLE IX. NOMINATIONS

The nominating procedure shall be determined by the operating rules of the Chapter.

## ARTICLE X. ELECTIONS

Officers and Board members must be elected by a majority vote or a majority of preferences counted in the final tally, if preferential voting is used. All members of the Chapter who have been a member for more than thirty (30) days are eligible to vote and all members must be notified at least thirty (30) days prior to the election by the procedure prescribed in the operating rules of the Chapter. Other specific provisions relative to elections are detailed in the operating rules of the Chapter.

## ARTICLE XI. DELEGATES TO NATIONAL CONFERENCES

Delegates and alternatives to the national conferences shall be elected in the number, manner, and timing determined by the national bylaws and National Credentials Committee. All Chapter members must be notified at least thirty (30) days in advance of this election. Further procedures for the election of delegates and alternates shall be detailed in the operating rules of the Chapter.

## ARTICLE XII. GRIEVANCE PROCEDURE

There must be a grievance procedure specified in the operating rules of the Chapter.

## ARTICLE XIII. OPERATING RULES OF THE CHAPTER

There shall be a set of operating rules for the Chapter which must detail the items referred to in these bylaws and may contain any other operating rules the Chapter wishes. The operating rules must be accepted by a 3/5 vote of the Chapter members present and voting must provide a method for amending the rules to give the membership written notice of an intended change and require a 3/5 vote of the membership present and voting.

## ARTICLE XIV. AMENDMENTS

These bylaws may be amended by a 2/3 vote at any meeting of the Chapter providing:

- (a.) Proposed amendment has been submitted to the president sixty (60) days in advance of the meeting.
- (b.) The proposed amendment has been mailed to the members thirty (30) days in advance of the meeting or published in an every-member publication thirty (30) days in advance of the meeting.

## ARTICLE XV. DISSOLUTION

The Chapter may be dissolved upon a 2/3 vote of its members present and voting, after advance notice of no less than sixty (60) days to every member that dissolution of the Chapter will be considered at that meeting. Upon dissolution of the Chapter, the Board and officers shall, after paying or making provisions for payment of all liabilities of the Chapter, remit all remaining assets to the state NOW organization, National NOW, or any local Chapter of NOW.

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## Sonoma County Chapter Operating Rules National Organization of Women

### Article I. Meetings

- A. Chapter meetings shall be held at least eight (8) times a year, at such dates, times, and places as determined by the Chapter Board. One of these shall be designated the "Annual Meeting" at which new officers shall be elected and annual reports from officers and standing committees shall be given. Any number present shall constitute a quorum, except for the annual meeting at which a quorum shall consist of at least 10% of the actual Chapter membership. All meeting places shall be accessible, per the American Disabilities Act, and may be held online, via Zoom or another platform.
- B. Special Meetings. An emergency meeting of the Chapter members may be called by the Board, by not less than ten (10) percent of Chapter members, or by California NOW. The group calling the special meeting shall, at least twenty-one (21) days in advance, inform the President of the date, time, purpose, and place of the special meeting. The President shall relay said information to all Chapter members either by electronic means, telephone, or mail fourteen (14) days prior to the date set for the special meeting. Business at the special meeting shall be confined to the subject mentioned in the notice.

### Article II. Dues

New members' dues shall be \$40 or as changed by the state organization. Reduced dues are available on a sliding scale beginning at \$15.00. Renewing members' dues shall be determined by National NOW.

### Article III. Officers and Board.

- A. The officers and their duties shall be:
  - 1. The President, who shall be the principal spokesperson and administrator of the Chapter and manage the day-to-day affairs of the Chapter between Board and Chapter meetings. The President shall preside at all Board and Chapter meetings.
  - 2. The Secretary, who shall take and keep the minutes of both Board and Chapter meetings and attend to general Chapter correspondence.
  - 3. The Treasurer, who shall receive all funds of the Chapter and shall deposit them in such bank as may be designated by the Board, and who shall disburse the funds by check in accordance with the budget or vote of the membership, and who shall make written reports to the Board and membership.

The officers of the Chapter may redistribute various tasks assigned to them, but not the responsibility for seeing that they are completed.

- B. These officers shall constitute the Board. The Board shall meet at least eight (8) times a year. The president or a majority of the Board may call Board meetings.
- C. Vacancies. In the event of a vacancy in the office of president, the Secretary shall assume the office of president. Vacancies in other elected positions shall be filled by appointment by the Board as soon as possible after the vacancy occurs.
- D. Qualifications and terms of office.
  - 1. All officers shall have been members of NOW for at least three (3) months and have attended at least three (3) Chapter meetings prior to election. Each officer shall serve a one-year term, and no officer may serve more than two consecutive terms in the same office.
  - 2. No person may hold two offices concurrently, except in an emergency. The President and Treasurer may not be the same person.
  - 3. Officer's terms shall begin on February 1 following the meeting at which they are elected and shall run through January thirty-first (31) of the following year.
  - 4. Any person who is appointed to fill a vacancy or who assumes the office of president due to a vacancy, and

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officers elected shall be eligible to serve two full consecutive terms in their office.

## Article IV. Committees

The Board shall have the power to appoint committees for specific purposes and dissolve them when those purposes have been fulfilled. Chairs of said committees shall be members of the Chapter and shall be appointed by the Board.

## Article V. Nominations

The Chapter Board shall approve an election committee at least ninety (90) days prior to the annual meeting. The election committee shall solicit nominations for officers from the entire membership at least sixty (60) days prior to the annual meeting. At least thirty (30) days before the annual meeting, the names of those persons who have been nominated and a candidate statement of at least 150 words and no more than 250 words shall be mailed to each Chapter member with a notice of the date, time, and place of the annual meeting. Nominations may also be received from the floor at the annual meeting.

## Article VI. Elections

- A. The election of officers shall take place at the annual meeting, which shall be held in January of each year.
- B. Elections shall be conducted by the Elections Committee. Preferential balloting shall be used if more than two persons are running for the same office.
- C. Neither proxy nor absentee voting shall be permitted.

## Article VII. Delegates to National Conference

- A. Any member of the Chapter who qualifies for election as a delegate/alternate to the National Conference shall be eligible to run for election. If the Chapter is unable to fill all of its allotted delegate and alternate slots with Chapter members, any eligible member of NOW may be elected.
- B. All Chapter members are eligible to vote. There shall be separate ballots for delegate and alternate. Each member may cast as many ballots as there are delegate and alternate slots to be filled.
- C. Notice of the election of delegates and alternates shall be given as far in advance as possible. All nominations shall be from the floor. The president shall appoint at least two non-candidates to conduct nominations and elections.

## Article VIII. Grievance Procedure

- A. In the event of a grievance involving the violation of a specific NOW policy or bylaw, the grieving party must specify a requested remedy. If this remedy cannot be implemented or agreed upon, then each side to the controversy will designate one arbitrator and these two arbitrators will select a third arbitrator. Any person who has a conflict of interest may not serve as an arbitrator. The arbitrators, acting as a grievance committee, will conduct a private hearing on the matter at which both sides to the controversy may present their case. The arbitrators shall endeavor to resolve disputes to the mutual satisfaction of the parties, but if they are unable to do so, the majority's decision becomes the decision of the grievance committee. If a party is dissatisfied with the decision, they may utilize the state NOW grievance procedure.
- B. Disputes involving money must be addressed confidentially.
- C. The grievance committee has the power to ask that results of the grievance be kept confidential.

## Article IX. Amendments to Operating Rules

These operating rules may be amended by all Chapter members, provided that such amendments are proposed by the Board or by any three (3) Chapter members. Written notice of proposed amendments must be given to all Chapter members at least thirty (30) days before the meeting at which the proposed amendment is to be voted on.

Amendments to these Operating Rules must be approved by the majority of those members present and voting.

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## Article X. Affirmative Action and Diversity Outreach.

The Chapter's affirmative action and diversity outreach plan shall consist of the following:

- The Chapter shall maintain current demographic information about Sonoma County.
- The Chapter shall include at least two (2) sessions of general diversity and/or coalition-building work each year
- The Chapter will have the following procedures in place for outreach:
  - Urge diverse membership in coalitions with which we work
  - Inclusion of organizations dedicated to diverse groups on newsletter mailing lists, speakers lists, and event planning committees or task forces
  - Requests of organizations dedicated to diverse groups to include us in their outreach
- The Chapter will set specific and realistic goals for membership, participation, and leadership of a diversity that reflects the community and our issue work.

Date of Adoption: July 31, 2022