



Presentation of Bylaws for Adoption

Thank you for taking the time to review this document. In doing so, you are assisting NOW-NJ in setting itself on a productive course for the future.

Over the span of six months, the Bylaws Committee worked to provide focus and clarity to the structure and operations of our organization, as detailed in the bylaws, the guiding document of NOW-NJ.

The Committee reported out proposed amendments at the 3Q State Board meeting. State Board members put forward questions and/or suggestions during a thoughtful and deliberate exchange of ideas lasting two hours. While amendments were made, overall changes to the bylaws, [last amended in 2012](#), are insignificant. A summary of changes made can be found at the end of this document.

According to the current bylaws, amendments must be proposed by the State Board or a Chapter. As such, at the 3Q State Board meeting, members present accepted and proposed the amended bylaws for adoption at the State Conference.

To adopt the amended bylaws in front of you today, two-thirds ($\frac{2}{3}$) of eligible voting members must affirm. Upon an affirmative $\frac{2}{3}$ vote, amended bylaws take effect immediately.

Thank you for your participation in the governance of NOW-NJ.

Respectfully submitted,
Bylaws Committee



BYLAWS

As amended and adopted September 22, 2018

ARTICLE I NAME

The name of this membership organization shall be the "National Organization for Women, Inc. of New Jersey", to be written NOW-NJ. It exists and operates as a subunit of the National Organization for Women.

ARTICLE II PURPOSE

NOW-NJ's purpose is to act through intersectional grassroots activism to promote feminist ideals, lead societal change, eliminate discrimination, and achieve and protect the equal rights of all women and girls in all aspects of social, political, and economic life. Furthermore, NOW-NJ will coordinate efforts on the state level, to provide communication among chapters and committees, and to assist in the functioning of NOW in New Jersey.

ARTICLE III MEMBERSHIP

Any person who is a member of NOW (National) and who is a member of a New Jersey NOW chapter, or is a member-at-large residing in New Jersey, and upon payment of National dues, shall be enrolled as a member of NOW-NJ with all rights, privileges, and responsibilities thereof. No person who subscribes to NOW's purposes shall be excluded from membership, segregated or otherwise discriminated against within the organization.

SECTION 1. MEMBER CODE OF CONDUCT

All members will conduct themselves in a respectful manner and treat others with respect. In actions, and communications whether written or oral, members should be inclusive, considerate, respectful, and kind. NOW-NJ will not tolerate bullying, threats, harassment, or discrimination in actions or communications. These behaviors should be brought to the attention of the State Administrative Vice President in writing. The Administrative Vice President may act by providing counseling. If violations of the code of conduct are deemed injurious to the harmony of the organization and/or indicate a pattern that warrants suspension or removal, the same timeline will be followed as outlined in Article V, Section 1-G of these Bylaws.

ARTICLE IV STRUCTURE

The structure of NOW-NJ shall be as follows:

1. State Officers
2. State Board
3. State Chapters
4. General Committees
5. Self-Audit Committee

SECTION 1. STATE OFFICERS

The State Officers shall be responsible for all duties assigned to their positions as stated in these Bylaws. They may delegate such duties necessary to the function and fulfillment of their office while remaining ultimately responsible.

A. State President. The State President shall preside over meetings of the State Board and the State Conference and serve as an ex-officio member of all Committees, except for the Grievance and Self-Audit Committees. The President shall confer with State Officers on actions between State Board meetings. The President shall be the official spokesperson for NOW-NJ, communicate with the National and Regional Offices of NOW, and attend State Presidents' meetings. The President shall promote and assist in the organization of NOW Chapters and shall also lead the Board in developing Leadership Training Programming. The State President shall appoint a fundraising committee to develop and execute a fundraising plan. The State President shall appoint a finance committee to develop an annual budget.

B. State Administrative Vice President. The State Administrative Vice President shall assist the State President and perform the duties of the State President in the absence or inability of the State President. The Administrative Vice President shall manage and execute the day to day operations of NOW-NJ, as well as the State Board calendar.

C. State Action Vice President. The State Action Vice President shall develop, coordinate and execute actions of statewide importance. The Action Vice President shall also regularly monitor the activities of Chapters and Committees in the execution of local actions and make recommendations to further their goals as guided by State Board initiatives.

D. State Treasurer. The State Treasurer shall receive, deposit and disperse funds of NOW-NJ in accordance with the policies and procedures set by the State Board. The Treasurer shall provide a monthly income and expense statement to the State President and Officers and answer any questions pertaining to it. The Treasurer shall also prepare an up-to-date report to be included in the agenda at each State Board Meeting. The Treasurer's accounting shall be audited yearly by the Self-Audit Committee and the results presented at the first State Board meeting of each year.

E. State Secretary. The State Secretary shall keep a record of the proceedings of and attendance at the meetings of the State Board and the State Conference, and present these meeting minutes for approval at the next State Board Meeting. The Secretary shall send out notices of the State Board Meetings, conduct State Board correspondence not specifically assigned to others, and at the direction of the State President, administer the State's email lists. The Secretary shall maintain copies of all files and correspondence, as well as keep and provide NOW National with an active dated copy of these Bylaws.

F. State Membership Vice President. The State Membership Vice President shall maintain all NOW-NJ Membership lists and assist Chapters with their list maintenance. The Membership Vice President shall also maintain updated lists of NOW-NJ State Officers, Chapter Leaders, and Committees, promote and assist the development of new NOW chapters, and act to revive inactive chapters.

G. State Communications Vice President. The State Communications Vice President (formerly Technology Vice President) shall be responsible for maintaining the state website and all social media sites. The Communications Vice President shall establish and maintain standardized processes for the submission of information intended for mass release including, but not limited to: social media posts, event announcements, calls to action and press releases, and facilitate the release to NOW-NJ members as requested. The State Communications Vice President shall also establish and maintain a comprehensive data retention protocol for the statewide organization, including a comprehensive inventory of all state-level account credentials and standard operating procedures for secure file sharing and storage. The State Communications Vice President is empowered to develop and appoint a Communications Team, as necessary.

H. State Legislative Vice President. The State Legislative Vice President shall monitor and coordinate actions related to pending national and state legislation that falls within NOW's six core issues, NOW's National Action Campaign and the State Board's initiatives. The Legislative Vice President shall maintain contact information and voting records of elected officials, and in the absence of, or at the request of the State President, testify at appropriate legislative hearings of behalf of NOW-NJ.

I. Fiscal Responsibility of State Officers

State Officers shall act in a fiscally responsible manner, bound by NOW-NJ Operating Procedures, upon adoption. State Officers shall have all non-operating expenses documented with an explanation as to purpose, and approved by a majority of State Officers. A State Officer must seek approval of the majority of State Officers to spend over \$100.00.

SECTION 2. STATE BOARD

The State Board shall be the governing body of NOW-NJ between State Conferences and as such, shall be collectively responsible for assisting the State President in all things. The State Board shall consist of the following members:

- State Officers
- Immediate past State President, ex-officio
- Up to three delegates from each Chapter
- One delegate per standing Committee
- NOW-NJ members who are National Board Members

A. Meetings of the State Board

The State Board shall meet at least four (4) times each calendar year. Additional meetings of the State Board should be held upon the call of the State President or upon the request of three (3) Chapter Presidents. Meetings of the State Board shall be open to all NOW members. Notice of State Board Meetings shall be made by posting to the NOW-NJ website and providing written notification of State Officers and Chapter Presidents, which may be made electronically. Between State Board meetings, actions may be taken with approval of the majority of State Officers.

B. Quorum for State Board Meetings

Voting representatives of not less than twenty-five (25) percent of the existing chapters, and not less than two (2) State Officers, shall constitute a quorum.

C. Voting Rights

Each State Board member present is entitled to one vote on each matter submitted to a vote of the State Board. No person may represent more than one voting position. Alternates may not vote when their delegates are present.

D. Delegates

Chapter delegates shall become voting members of the State Board upon written notice to the State Secretary of delegate names and election dates from the coordinator, president, or chair of her/his unit. Each standing committee shall have one (1) voting delegate. No delegates are awarded to ad hoc committees including, but not limited to: the Conference and Nominating Committees.

E. Alternates

Each Chapter or Committee may elect alternate delegates. Alternates shall be entitled to vote in the absence of regular delegates, provided that the State Secretary has received written notice of the alternate's election from the coordinator, president, or chair of her/his unit.

SECTION 3. STATE CHAPTERS

All Chapters in New Jersey formed according to National Bylaws Article IV, Section 2, so chartered by the national organization upon meeting requirements, shall have voting privileges at meetings of the State Board.

SECTION 4. GENERAL COMMITTEES

Committees may be formed by majority vote of the State Board for planning and directing the work necessary to realize the goals of the organization in a specific area. Any committee consisting of members

who are not on the State Board can be advisory only and cannot bind the State Board or corporation. Task Forces are to be treated as Committees. Committees may be dissolved by majority vote of the State Board.

A. Committee Membership

Any NOW-NJ member in good standing may serve on any Committee. Committees shall have no restrictions on minimum or maximum number of members. The Committee shall elect a Chair to coordinate activities and report back to the State Board.

B. Budget

Committees shall not be entitled to receive NOW-NJ funds, although specific expenditures necessary to accomplish a task or objective may be approved by a majority vote of the State Board.

C. Suspension and/or Dissolution

Once the task or objective is complete, the Committee shall dissolve. The State Board shall reserve the right to dissolve any Committee which has not met or submitted a report for a period of three (3) months.

SECTION 5. SELF-AUDIT COMMITTEE

The Self-Audit Committee shall consist of a duly elected Chair and at least one other member in good standing and approved by the State Board. Neither the State President, State Administrative Vice President, nor State Treasurer may be a member of the Self-Audit Committee. All NOW-NJ accounts must be reviewed and audited yearly by the Committee, according to generally accepted auditing standards. The report of the Self-Audit Committee must be signed by all members of the Self-Audit Committee that are present, presented to State Officers at the next State Board Meeting, and filed with the Secretary. Any discrepancies or outstanding issues should be listed on an attached supplemental form to be addressed by the State Treasurer and the State Board as appropriate.

SECTION 6. AD HOC COMMITTEES

A. Nominating Committee

The Nominating Committee shall be appointed by the State Board according to the procedure and conditions outlined in Article IV, Section 4, and shall designate a Chair from among its members. The Nominating Committee shall convene at least 60 days prior to the State Conference. The Nominating Committee shall accept nominations for all State Officer positions no later than 45 days prior to the State Conference and shall determine that each nominee meets the qualifications as described in Article III.

The Chair shall submit the ballot, listing slates/candidates, including candidate information to the State Board (at the meeting prior to the State Conference, if practicable) and to all NOW-NJ members at least thirty (30) days prior to the State Conference, which may be sent by electronic mail. The Nominating Committee shall not endorse individual candidates or a slate of candidates.

B. Elections Committee

The Election Committee is responsible for counting ballots for contested races at each bi-annual conference. The Elections Committee shall be appointed by the Conference Chair.

C. Additional Ad Hoc Committees

Any additional ad hoc committees that become necessary must be formed according to the same process outlined for General Committees in Section 4 above.

ARTICLE V MEMBERSHIP MEETINGS

SECTION 1. STATE CONFERENCE.

The State Conference shall be the supreme governing body of NOW-NJ. It shall meet bi-annually (or annually at the discretion of the State Board), elect State Board Officers, and transact such other business as may come before the members. The State Board shall approve the date, place, agenda, and accommodations for the conference. The option to hold an annual or bi-annual State Conference during a regularly scheduled State Board Meeting shall be approved by a majority vote of the State Board. Notice of the State Conference shall be posted on the NOW-NJ website not less than thirty (30) days prior to the conference date, and similarly, notification is to be provided to all members not less than thirty (30) days prior, by regular and/or electronic mail.

Also, thirty (30) days prior to the State Conference, the State President, or a duly appointed representative, shall provide to each Chapter an announcement (as a press release or otherwise) indicating the date, time and place, together with any other pertinent information (including, names of identified candidates standing for election) of the State Conference and encourage each entity to publish the same through its email lists, websites, newsletters, or any other form of communication regularly used between said entity and its members.

All calls for nominations shall include the contact information for the Nominating Committee Chair and instruction that all nominations must be made in writing not less than forty-five (45) days prior to the conference date, which may be sent electronically to the Nominating Chair. Candidate statements will be published on the website for members' review and in conference materials. As such, there will be no nominations from the floor.

The NOW-NJ State Conference shall be open to credentialed members of the press. Admission of the press to any workshops shall be at the discretion of the Conference Committee.

A. Voting Rights at the Conference

All NOW-NJ members in good standing, as set forth in Article III, who have been a member for at least thirty (30) days prior to the Conference and duly registered, shall be entitled to vote. To promote greater member participation, voting may be conducted in-person or remotely with the approval of the State Board.

Eligibility shall be determined by the following methods: current membership status on the NOW-NJ roster run by National effective 30 days before the conference date, canceled checks, or written records of NOW-NJ chapter president and/or chapter treasurer.

B. Conference Quorum

Twenty (20) members, including at least three (3) chapter presidents/coordinators from three different chapters, shall constitute a quorum, and the act of a majority of the voting members present at a meeting at which a quorum exists shall be the act of the members.

D. Election of State Officers

Any member of NOW-NJ in good standing who resides in New Jersey shall be eligible to hold state office. State Officers shall be elected by majority vote of the eligible voting members in the State Conference. Voting shall be by ballot and/or electronic voting. If there is but one candidate for an office, then a motion to elect with majority voice vote from the assembly shall be taken and the State Secretary shall cast the elective ballot. The Election Committee is responsible for counting the ballots.

E. Term of Office

State Officers shall serve a two (2) year term from fourteen (14) days after the State Conference at which they were elected until fourteen (14) days after the next annual State Conference at which their successors shall have been duly elected.

F. Vacancies

In the event of a vacancy in any of the State Offices, the State Secretary shall provide immediate notice of the vacancy to all remaining members of the State Board who shall, within 14 days, select from among the membership at large, an acting officer to serve until the next election at a State Conference.

G. Suspension or Removal of State Officers

The State Board may, by a three-fourths (3/4) vote of its members present at a regularly scheduled State Board meeting at which a quorum exists, after not less than thirty (30) days of consideration of the question, suspend or remove from office any State Officer, if the State Board determines after notice and opportunity for hearing that the actions of such Officer are contrary to the purposes of NOW-NJ and injurious to the organization, or that the Officer has abandoned her/his duties.

H. Resignation

An Officer may resign by submitting her/his resignation in writing, citing an effective date, to the State President and/or the State Administrative Vice President.

SECTION 2. SPECIAL MEETINGS

Special meetings of the members, where any action may be taken, may be called by the State Board, or by not less than twenty-five (25) percent of the members, provided that twenty-five (25) percent of the member chapters are represented. The members calling such a special meeting shall designate and inform the State President at least forty-five (45) days in advance thereof, the date, time, purpose, and place within the State of such special meeting. It shall be the responsibility of the State President to send notice

of such special meeting to all members thirty (30) days prior to the date set for the special meeting in the same manner as set forth in Article V, Section 1.

ARTICLE VI DUES AND FINANCES

SECTION 1. NOW-NJ DUES

Under central dues collection, NOW-NJ dues collected at the National level or at the Chapter level shall be transmitted to the NOW-NJ State Membership Vice President or State Treasurer. The State Board shall institute a dues system for the State organization. The amount of NOW- NJ dues shall be set by two-thirds (2/3) vote of the voting members present at a regularly scheduled State Board meeting at which a quorum exists after thirty (30) days' notice of consideration of the question.

SECTION 2. CHAPTER DUES

Under centralized dues collection, the State Board shall set the percentage of dues to be returned to the Chapters by the following procedure: Thirty (30) days' notice shall be sent to all Chapter members that a change in the Chapter's share of dues is under consideration. Notice of the State Board's decision shall be sent to all Chapter Presidents or Chapter Operating Boards.

SECTION 3. FISCAL YEAR

The fiscal year of NOW-NJ shall coincide with the regular calendar year, January 1 - December 31.

SECTION 4. CHAPTER DISSOLUTION

Upon dissolution of any NOW-NJ Chapter, the Officers and Board (if any) of that chapter shall, after paying or making provisions for payment of all liabilities of the organization, remit all remaining assets to NOW-NJ.

ARTICLE VII GRIEVANCES

Grievances arising within NOW-NJ or grievances that cannot be resolved at the Chapter level shall be referred to the Grievance Committee and handled according to the Grievance Procedures adopted by NOW-NJ. An ad-hoc grievance committee shall be convened as necessary.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended or revised by a two-thirds (2/3) vote of the State Conference, provided: That the amendment has been proposed by the State Board or by a NOW-NJ Chapter; and that notice of the proposed amendment has been posted to the website and emailed to all chapter leaders and members in good standing not less than thirty (30) days prior to the State Conference. Unless otherwise specified, amended Bylaws shall take effect immediately upon adoption.

**ARTICLE IX
PARLIAMENTARY AUTHORITY**

Except as herein provided, all proceedings of this organization shall be governed by Robert's Rules of Order, Newly Revised.

**ARTICLE X
DISSOLUTION**

The State organization of NOW-NJ may be dissolved only by approval by ballot of not less than two-thirds (2/3) of the members voting and in good standing. All ballots returned within sixty (60) days shall be used to determine the results. Upon dissolution of NOW-NJ, the State Officers and State Board shall, after paying or making provision for payment of all liabilities of the organization, remit all remaining assets to National NOW or other units of NOW exempt under the provisions of Section 501(c)(3) or 501(c)(4) of the United States Internal Revenue Code. All further matters shall be referred to the District Board Members or as advised by National NOW.

© NOW-NJ 2018 All Rights Reserved

National Organization for Women of New Jersey (NOW-NJ)

www.nownj.org

NOW-NJ@nownj.org

Amendments to Bylaws

LOCATION IN PROPOSED BYLAWS	DESCRIPTION OF CHANGE
p1 Article I Name	Replace "National Organization for Women of (the State of) New Jersey" with ""National Organization for Women, Inc. of New Jersey"
p1 Article II Purpose	Align with NOW National's Purpose, 2012 language is outdated
p1 Article II Purpose	Replace: "task force" with "committees" and throughout document in accordance with Roberts Rules of Order
p1 Article III Membership	Removed qualifiers for types of discrimination prohibited against members, making it all inclusive.
p1 Article III, Membership, Section 1 Member Code of Conduct	Add code of conduct for all NOW-NJ members
p2 Article IV Structure	<ol style="list-style-type: none"> 1. Removed Executive Committee from NOW-NJ Structure. <ol style="list-style-type: none"> a. Delete "State Executive Committee" found in prior version of bylaws on p. 8, Article VIII. For nimble action to be taken between state board meetings, given that action is consistent with NOW and NOW-NJ policy, business may be conducted by a majority vote of the eight State Officers. 2. Removed State Conference as part of structure 3. Replaced State Task Forces with General Committees 4. Added Self Audit Committee
p2 Article IV Structure, Section 1 State Officers, A State President	<ol style="list-style-type: none"> 1. Add: State President shall confer with the State Officers on decisions requiring decision between NOW-NJ State Board Meetings in replacement of executive committee. 2. Add: shall appoint a finance committee to develop an annual budget
p2 Article IV Structure, Section 1 State Officers, C State Action VP	Move "monitor activities of task forces" from Membership VP. Change task forces to committees.
p3 Article IV Structure, Section 1 State Officers, E C State Secretary	In 2012 bylaws (2) says keep records of the membership of the State Board. This is a duty of the Membership VP. The Bylaws Committee felt this was meant to say keep attendance of State Board meetings and as such, it was clarified to say so.

p3 Article IV Structure, Section 1 State Officers, F State Membership VP	<ol style="list-style-type: none"> 1. Move from State President TO State Membership VP: Maintain records of chapters and committees. 2. Move from State Membership VP TO State President: Be responsible for leadership development and training. 3. Move from State Membership VP TO State Action VP: Be responsible for coordination of all committees and develop new committees.
p3 Article IV Structure, Section 1 State Officers, G State Communications VP	Rename Technology VP to Communications VP. The State Officer will be responsible for maintaining the state website, social media sites, and email communications. Added responsibility of data retention protocol, maintaining inventory of state credentials and maintaining SOP for file sharing and storage.
P3 Article IV Structure, Section 1 State Officers, H Legislative VP	Replace language of "legislation pertaining to women and girls" to "NOW's six core issues, NOW's National Action Campaign and the State Board's initiatives."
p3 Article IV Structure, Section 1 State Officers, I Fiscal Responsibility	<ol style="list-style-type: none"> 1. Add: section on fiscal responsibility immediately after officers' duties 2. Add: state officers are bound by NOW-NJ Operating Procedures, upon adoption. Operating Procedures will prescribe the manner in which many tasks are to be carried out. 3. Replace "Prior state board approval is not needed for expenses under \$50.00 with "approval of the majority of State Officers is required for a State Officer to spend over \$100.00."
p4 Article IV Structure, Section 2 State Board, D Delegates	Clarify that ad-hoc committees do not receive a delegate
p5 Article IV Structure, Section 6, Ad Hoc Committees	<ol style="list-style-type: none"> 1. Add section on Ad-Hoc committees including election committee and nominating committee
p5 Article IV Structure, Section 6 Ad Hoc Committees, B Election Committee	Provided for an appointment process and duty for the election committee not otherwise spelled out in previous bylaws.
p6 Article V Membership Meetings, Section 1 State Conference	<ol style="list-style-type: none"> 1. All calls for nominations shall include the contact information for the Nominating Committee Chair and instruction that all nominations must be made in writing not less than forty-five (45) days prior to the conference date, which may be sent electronically to the Nominating Chair. Candidate statements will be published on the website for

	<p>members' review and in conference materials. As such, there will be no nominations from the floor.</p> <p>2. Also, thirty (30) days prior to the State Conference, the State President, or a duly appointed representative, shall provide to each Chapter an announcement (as a press release or otherwise) indicating the date, time and place, together with any other pertinent information (including, names of identified candidates standing for election) of the State Conference and encourage each entity to publish the same through its email lists, websites, newsletters, or any other form of communication regularly used between said entity and its members.</p>
p7 Article V Membership Meetings, Section 1, State Conference, D Election of State Officers	Under Election of State officers remove "present and". This has been identified as an ongoing issue at NOW National conferences. We shall lead on this issue by permitting distance/online voting at future NOW-NJ conferences. This is in keeping with providing equal access to all members regardless of their economic status, transportation challenges, family obligations, and/or conflict with hours of employment.
p7 Article V Membership Meetings, Section 1 State Conference, F Vacancies	In the event of a vacancy of a State Officer, the State Secretary shall immediately notify all State Officers. Within 14 days, the State Board shall select from the membership-at-large an acting officer to serve until the next election at a State Conference. Previous bylaws state period of 30-60 days for election of acting officer. This new short time frame allows the organization to continue to operate without interruption.
p8 Article VI Dues and Finances, Section 3 Fiscal Year	Clarify the language of this section to read "calendar year, January 1 - December 31".
p8 Article VI Dues and Finances, Section 2 Chapter Dues	Clarify: "Chapter Presidents or Operating Board" with "Chapter Presidents or Chapter Operating Boards"
No specific reference	Re-order Articles throughout for better flow