

MINNESOTA NOW BYLAWS

Revised: April 26, 2014 at the MN NOW State Conference

Revised: 2020 MN NOW State Conference

ARTICLE I. NAME.

The name of the organization shall be the MN0000 Minnesota NOW. It shall exist and operate as a unit of the National Organization for Women, Inc.

ARTICLE II. PURPOSE.

The purpose of this organization is to take action for the equal treatment of women in all aspects of Minnesota society. This purpose includes, but is not limited to, equal rights and responsibilities in all aspects of citizenship, public service, employment, education, and family life.

ARTICLE III. INCLUSION AND DIVERSITY.

Minnesota NOW celebrates multiple approaches and points of view. The organization's success, inspiration and strength depend on every member feeling accepted and empowered to celebrate their full authentic selves. The organization strives to create an open environment that is inclusive to the diverse voices of our members. This includes all levels of diversity; income, race, ethnic origin, religion, age, marital status, parenthood, sexual orientation, gender identity or expression, and physical or mental ability.

Through affirmative action, outreach and inclusion, Minnesota NOW will actively encourage and advocate for the previously stated to join and participate so that such individuals shall be represented on boards, in chapters and in committees in reasonable proportion to their presence in the state.

ARTICLE IV. MEMBERSHIP.

SECTION 1. MEMBERS. Any person who is a member of National NOW and whose primary membership is with a Minnesota NOW chapter or who is a member-at-large residing in Minnesota shall be a member of Minnesota NOW.

SECTION 2. VOTING RIGHTS. Each member who has been a member in good standing for thirty (30) days prior to the date of any meeting of members shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 3. AUTHORITY. The members, voting at the State Conference, shall constitute the policy making body of the organization.

ARTICLE V. MEETINGS OF MEMBERS.

SECTION 1. STATE CONFERENCE. The State Conference is the supreme governing body of Minnesota NOW. State Conferences shall be held annually during the months of March, April or May. The purpose of the State Conference shall be to elect officers, elect at-large delegates to the State Board, and transact such other business as may come before the members. The conference call shall be mailed via postal mail and/or email or other electronic method to all members of Minnesota NOW not less than thirty (30) days prior to the conference.

SECTION 2. QUORUM. Fifty (50) percent of the members who are registered and in attendance, including two officers, shall constitute a quorum for the transaction of business.

ARTICLE VI. OFFICERS.

SECTION 1. TITLES AND DUTIES.

A. **PRESIDENT.** The president shall preside at the State Conference and at meetings of the State Board and Executive Committee; shall appoint members of standing committees with the approval of the State Board; shall be an ex-officio member of all committees except the nominating committee; shall convene new chapters; and shall perform such duties as are directed by the State Board. The president shall be the spokesperson of Minnesota NOW and the Chair of the Communications Committee.

B. **VICE PRESIDENT.** The vice president shall perform the duties of the president in the absence of the president; shall be the chief assistant to the president; and shall perform such other duties as are assigned by the State Board. The vice president shall be the Chair of the Action Committee.

C. **SECRETARY.** The secretary shall keep a record of the proceedings of the State Conference, the State Board, and the Executive Committee; shall maintain a record of all committee chairs and chapter presidents/conveners; shall conduct correspondence as directed by the president or the State Board; and shall furnish the officers and State Board members a copy of the minutes of meetings not more than thirty (30) days following each meeting. The secretary shall be a member of the Communications Committee.

D. **TREASURER.** The treasurer shall be the custodian of all State funds and shall make disbursements of funds as directed by the State Board, president, Executive Committee, or the State Conference. The treasurer shall prepare an annual budget, subject to the approval of the State Board. The treasurer is responsible for all required filings of Minnesota NOW's State and Federal Tax forms. The treasurer shall be the Chair of the Sustainability Committee.

E. **LEGISLATIVE COORDINATOR.** The legislative coordinator shall prepare a legislative platform to be discussed and voted upon at the State Conference. S/he shall coordinate all legislative and lobbying activities of the organization and shall keep state and chapter leadership informed of legislative issues and actions. The legislative coordinator shall be a member of the Action Committee.

F. **OPERATIONS COORDINATOR.** The operations coordinator shall be responsible for answering and/or delegating responses to telephone, mail, and email communications to Minnesota NOW. The operations coordinator is responsible for maintaining the membership database, coordinates mailings and email communication with members and coordinates information technology (IT) upgrades and maintenance. The operations coordinator is a member of the Sustainability Committee.

SECTION 2. **NOMINATIONS.** Nominations of candidates for office shall be from the floor of the State Conference.

SECTION 3. **QUALIFICATIONS.** Only members in good standing of National NOW for not less than one year and of Minnesota NOW for not less than three (3) months prior to the conference shall be eligible to hold office. Officers must reside in the state of Minnesota.

SECTION 4. ELECTIONS. Officers shall be elected biennial by a majority vote of the members present and voting at the State Conference whose preferences are counted in the final tally at the conference. If there are more than two persons running for the same office, preferential voting shall be used. Elections for President, Vice President and Treasurer will be held in even numbered years and elections for Secretary, Legislative Coordinator and Operations Coordinator will be held in odd numbered years.¹

SECTION 5. TERMS OF OFFICE. Terms of office are for two years and shall begin thirty (30) days following the conclusion of the State Conference at which elections are held, and shall end thirty (30) days following the conclusion of the Conference two years later, or when successors have been duly elected. No person shall be eligible for election to the same office for more than two consecutive full terms.

SECTION 6. VACANCIES. The State Board shall have the power to fill vacancies by voting at a regular or special board meeting. A vacancy in any office may be filled by any Minnesota NOW member who meets the qualifications. Notice of vacancies will be presented to the general membership at least thirty (30) days prior to the filling of that position. A state office shall be considered automatically vacant if the officer misses three (3) state board meetings during one term, or moves out of Minnesota.

SECTION 7. SUSPENSION OR REMOVAL OF OFFICERS. Any officer who fails to comply with her/his duties as described in these bylaws, or whose actions are contrary to the purposes of NOW and injurious to the organization, may be removed from office upon a two-thirds (2/3) vote of the State Board. A petition signed by at least twenty-five (25) members from at least three (3) chapters of Minnesota NOW specifying charges may be presented to the State Board to initiate removal from office proceedings. Notice of the pending action must be given in writing by registered mail to the officer in question. The charges and the officer's response must be given to the general membership at least thirty (30) days prior to such a vote.

ARTICLE VII. STATE BOARD.

SECTION 1. GENERAL POWERS. The State Board is responsible for ensuring the financial health of Minnesota NOW and implementing the mission, vision and policies of Minnesota NOW as determined by the State Conference. The State Board may adopt standing rules and procedures. Actions taken by the State Board shall not be in opposition to, or in modification of, the purpose or policy of the organization as set forth by the State or National Conference.

SECTION 2. MEMBERS.

A. CHAPTER DELEGATES. Each chapter shall be entitled to one delegate for the first ten (10) chapter members and one for every fifty (50) members thereafter, with a maximum of three (3) delegates for any one chapter. Chapters shall submit the names of the delegates and ranked alternates to the secretary no later than ten (10) days after their election. Delegates will take office at the first State Board meeting following their election. Chapter delegates shall be the liaison between Minnesota State NOW and their respective chapters. Chapter delegates will be responsible for an annual chapter report to the State Conference. Chapter delegates are encouraged to serve on one or more of the State Board Committees.

¹ Biennial terms will begin in 2020 with the election of all officers. President, Vice President, and Treasurer will serve two-year terms until 2022. Secretary, Legislative Coordinator, and Operations Coordinator will serve one-year terms until 2021 and the first 2-year term for those offices will begin in 2021.

B. AT-LARGE DELEGATES. Two at-large delegates and two ranked alternates shall be elected by at-large members at the State Conference. At-large delegates must be members-at-large of Minnesota NOW. At-Large delegates are encouraged to serve on one or more of the State Board Committees.

C. STATE OFFICERS. State officers are voting members of the State Board.

D. MINNESOTA NOW FOUNDATION PRESIDENT. The President of the Minnesota NOW Foundation is a voting member of the State Board.

E. PAC CHAIR. The Chair of the Political Action Committee of Minnesota NOW is a voting member of the State Board.

F. DELEGATES. Up to twelve additional voting delegates may be recruited and appointed by the State Board and/or the State Conference. Delegates must be members of Minnesota NOW. The State Board can remove a delegate by a two-thirds vote of members in attendance after 30 days notice to said delegate. The delegate cannot vote on her/his removal or be counted in computing the number of members in attendance. Each delegate is expected to serve on one issue committee, and one of either the Communications, Action, or Sustainability committees.

SECTION 3. VOTING RIGHTS. Each Board member is entitled to one vote on each matter submitted to a vote of the State Board. No Board member can hold any other voting position on the Board concurrently.

SECTION 4. REGULAR MEETINGS. The first Board meeting shall occur within sixty (60) days after the State Conference. The Board shall establish a schedule of a minimum of three (3) additional meetings a year. The schedule shall be published within thirty (30) days of establishment on the Minnesota NOW website. All meetings are open to any Minnesota NOW member.

SECTION 5. SPECIAL MEETINGS. Special meetings may be called by a majority vote of the Executive Committee or at the request of one-fourth (1/4) of the members of the State Board.

SECTION 6. QUORUM. Thirty (30) percent of the members of the State Board, including two officers, shall constitute a quorum.

SECTION 7. VACANCIES. Any chapter delegate vacancy occurring on the State Board shall be filled by selection of a delegate by the chapter involved. At-large member vacancies shall be filled by the alternate at-large delegates first, and then by the State Board. At-large vacancies shall not be filled by the State Board prior to soliciting candidates via postal mail, and/or email, or other electronic methods. An at-large position shall be considered automatically vacant if the delegate joins a chapter.

ARTICLE VIII. EXECUTIVE COMMITTEE.

The Executive Committee shall be composed of the Minnesota NOW officers. Each person on the Executive Committee shall have one vote. Where action is necessary between State Board meetings, the Executive Committee may act on behalf of the State Board, provided the action is consistent with existing NOW policy. The Executive Committee shall report all of its actions and decisions to the State Board. All meetings of the Executive Committee shall be held only after adequate notice to all officers. The Executive Committee may meet by any means, such as

conference telephone calls or email communication, which will allow the officers to confer as a body. A quorum of the Executive Committee shall be four officers.

ARTICLE IX. COMMITTEES.

SECTION 1. The State Conference or the State Board may shall establish the following committees for the purpose of planning and directing the work necessary to realize the goals of the organization. All State Board Members will serve on one of these committees. Committee members must be NOW members or volunteering toward earning a membership.

- A. **COMMUNICATIONS COMMITTEE.** The president shall serve as the Chair of the Communications Committee and the secretary will be a member of the Communications Committee. The Communications Committee is responsible for the communications of Minnesota NOW both to the general public and to our members. Duties include preparing the newsletters and press releases, updating the website and social media pages, crafting our message to, and image in, the public and keeping our members informed and engaged in our action agenda.
- B. **ACTION COMMITTEE.** The vice president shall serve as the Chair of the Action Committee and the legislative coordinator will be a member of the Action Committee. The Action Committee is responsible for member recruitment and training, chapter development, state conference planning, promoting our legislative platform, monitoring our coalition involvement and with the help of the issue committees organizing the action/event calendar.
- C. **SUSTAINABILITY COMMITTEE.** The treasurer shall serve as the Chair of the Sustainability Committee and the operations coordinator shall be a member of the Sustainability Committee. The Sustainability Committee will be responsible for all financial aspects of Minnesota NOW including accounting, banking, taxes, reporting, budgeting and fundraising. The Sustainability Committee will also be responsible for the day-to-day operations of Minnesota NOW including answering the mail, email, and telephone, information technology and keeping the membership database.

SECTION 2. **ISSUE COMMITTEES.** The State Conference or the State Board may establish issue committees. Issue committee members will be made up of State Board Members and other Minnesota NOW members. It is expected that each State Board Member will serve on at least one issue committee. A suggested procedure would be to establish an issue committee for each of the Minnesota NOW's six core issues and plan to do one action or event for each of these issues throughout the year. However, it is anticipated that there will be some years where a particular issue may deserve all of Minnesota NOW's attention and this format is meant to allow for flexibility in a changing equality environment.

SECTION 3. **NOMINATING COMMITTEE.** The State Conference shall establish a Nominating Committee at each year's conference, composed of three (3) members. All committee members must be NOW members or volunteering toward earning a membership. The Nominating Committee shall not endorse individual candidates or slates but shall instead accept nominations from members including self-nominations, determine that nominees meet qualifications as described in these bylaws, provide a uniform information sheet to be submitted by candidates, and assume responsibility for distribution at the State Conference of information on all declared eligible candidates. Vacancies shall be filled by the State Board at a regular or special meeting.

ARTICLE X. FINANCE.

Minnesota NOW shall have a fiscal year running from January 1 to December 31.

ARTICLE XI. AMENDMENTS TO THE BYLAWS.

These bylaws may be amended or rescinded, and new bylaws may be adopted, by a three-fifth (3/5) vote at the State Conference, provided that: a) amendments shall have been proposed by the State Board, a chapter, or by petition of five (5) percent of the members; and b) such proposed amendments have been mailed via postal mail, and/or email, or other electronic method to members in good standing not less than thirty (30) days prior to the State Conference at which such amendments shall be discussed and voted upon. The revised Minnesota NOW Bylaws shall be published on the Minnesota NOW website following the State Conference.

ARTICLE XII. GRIEVANCES.

SECTION 1. PURPOSE AND COMMITTEE MEMBERSHIP. It shall be the responsibility of the State Board to resolve all member grievances brought to its attention, only after all grievance remedies at the local level have been exhausted. The State Board shall appoint, by lot, three of its members who shall arbitrate the grievance pursuant to applicable disciplinary procedures provided by the parliamentary authority designated by these bylaws, and whose decision shall be final. No individual who is a party in the grievance or who is a member of a chapter involved shall serve on the grievance committee.

SECTION 2. AUTHORITY. The grievance committee may, if it deems appropriate, recommend removal of an officer pursuant to Article V. The committee may also recommend removal of a chapter charter to the National Board pursuant to Article XII of the National Bylaws.

ARTICLE XIII. PARLIAMENTARY AUTHORITY.

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

ARTICLE XIV. DISSOLUTION.

Minnesota NOW may be dissolved only by mail ballot in which not less than two-thirds (2/3) of the members voting and in good standing approve of such a dissolution. All ballots returned within forty-five (45) days shall be used to determine the results. Upon dissolution of Minnesota NOW, the officers and the Board shall, after paying or making provision for payment of all liabilities of the organization, remit all remaining assets to National NOW or Minnesota NOW chapters.