



Model Chapter Bylaws  
In conformity with NYSW, Inc. Bylaws approved 5/29/15  
*Note: Notes and explanatory comments are suggestions only*

The underlined provisions in these by-laws of the New York State Women, Inc. (**insert name of Local chapter**) are mandatory to ensure this Local Chapter is in conformity with the NYS Women, Inc. bylaws.

**ARTICLE I: NAME**

The name of this Local Chapter shall be New York State Women, Inc. insert name (hereafter called the Local Chapter).

*Note: The Local Chapter's name should be the name of the community or be of geographic/historic interest or have some identifiable meaning to those who are not members.*

**ARTICLE II: MISSION**

The mission of this Local Chapter shall be to build powerful women personally, professionally and politically.

**ARTICLE III. EMBLEM**

**Insert Logo**

*Note: the Local Chapter Logos are available on the NYSW, Inc. website > after login, click on LOGOs*

**ARTICLE IV: POLICIES**

SECTION 1: This Local Chapter shall be nonsectarian, nonpartisan and nonprofit

SECTION 2: The mission, objectives and policies and procedures of this Local Chapter shall in every case also be the mission, objectives and policies and procedures of the State organization.

**ARTICLE V: MEMBERSHIP/DUES**

SECTION 1: Membership shall be held by individuals who support the mission and objectives of NYS Women, Inc. and make payment of appropriate dues. (see appendix for current amount)

Membership categories shall be:

- (a) Member of Local (MOL)
- (b) Student of Local (SOL) Individuals enrolled in college or university or any accredited educational institution

SECTION 2: Dues are payable upon application for membership and renewable annually

SECTION 3: A member, to be in good standing, is one who has paid Local Chapter, Region and State dues

A member in good standing may:

- (a) Request transfer from one Local Chapter to another Local Chapter
- (b) Not be refused acceptance to transfer to another Local Chapter
- (c) Be an associate (or dual) member of another Local Chapter

- SECTION 4: Any member who does not pay dues within one year shall be removed from the Local Chapter roster
- (a) Any member whose membership has lapsed within the last six (6) months may be reinstated upon payment of all delinquent dues for Local chapter and State.
  - (b) Any member whose membership has lapsed more than six (6) months prior, shall be added to the Local chapter roster as a new member
- Note: this Process conforms with NYSW, Inc. practice; member's names are removed/added using the six month timeframe.*

## **ARTICLE VI. LOCAL CHAPTER REQUIREMENTS**

- SECTION 1: To remain in good standing, this Local Chapter shall:
- (a) Maintain a membership of at least five (5) members and/or students
  - (b) Submit the Local Chapter's bylaws not in conflict with the State bylaws and policies
  - (c) Be incorporated in the State of New York as a non-profit corporation
- SECTION 2: Should membership fall below five (5) members and/or students, this Local Chapter shall be dropped from the state organization at the end of the second fiscal year
- SECTION 3: The Local Chapter shall
- (a) Submit the Local Chapter bylaws for approval by a person designated by the state president
  - (b) Submit proposed amendments to the bylaws, with the exception of mandatory changes, to the state bylaws chair for review and approval

## **ARTICLE VII. FISCAL RESPONSIBILITY**

- SECTION 1: The fiscal year shall commence on the 1<sup>st</sup> day of July and shall end on the 30<sup>th</sup> day of June.
- SECTION 2: An audit or auditing committee of \_\_\_\_members shall be elected at the \_\_\_\_\_ (specify month) meeting. The committee shall audit the treasurer's records within ten (10) days after the close of the treasurer's term of office and shall report to the Local Chapter at the next regular meeting.

## **ARTICLE VIII. REGION**

Membership in this Local Chapter shall be all inclusive for membership in New York State Women, Inc. and NYSW, Inc. Region (insert Region #)\_\_\_\_\_.

## **ARTICLE IX: OFFICERS**

- SECTION 1: The officers shall be a president, president-elect, vice presidents (name them by title) secretary and treasurer.
- Note: Some Local Chapters have a 1<sup>st</sup> & 2<sup>nd</sup> Vice President as well as a recording and corresponding secretary*

- SECTION 2: Officers shall assume their duties immediately following the \_\_\_\_\_

(specify month or meeting) and shall serve for one year or until their successors are duly elected.

SECTION 3: Vacancies in office shall be filled as follows:

- (a) In the event of death, resignation or incapacity of the president, the president-elect shall become president for the unexpired portion of the term.
- (b) A vacancy in the office of president-elect shall remain unfilled until an election is held at the next meeting
- (c) Vacancies in the offices other than president and president-elect shall be filled for the unexpired term by the president with approval of the executive committee

#### **ARTICLE X. NOMINATIONS**

SECTION 1. At the business meeting in \_\_\_\_\_(specify month) a Nominating Committee of at least three (3) members shall be elected.

SECTION 2. The Nominating Committee, at the annual meeting, shall present one or more nominees for each office.

SECTION 3. Nominations may also be made from the floor. All nominees must have consented to serve if elected.

SECTION 4. No member can be a candidate for more than one office.

#### **ARTICLE XI. ELECTIONS**

SECTION 1. Officers shall be elected by ballot at the Local Chapter's annual meeting  
*Note: it is suggested that Local Chapter's officers be elected prior to the NYSW, Inc Annual Conference.*

SECTION 2. A plurality of all votes cast for a given office shall constitute an election

#### **ARTICLE XII. ELIGIBILITY**

SECTION 1. To be eligible to serve as an officer or standing chair, a member must be a member in good standing and officially publicly support the state legislative and advocacy platforms.

SECTION 2. Term of Office

- (a) A term of office shall be one (1) year
- (b) The President, President-elect and Vice President(s) are eligible to serve for not more than two (2) consecutive terms.
- (c) The Recording Secretary and Treasurer shall be eligible to and may serve more than one consecutive term in the same office.
- (d) Committee chairs shall be appointed for a term of one (1) year and may be reappointed. No person may serve more than three (3) consecutive years on the same committee.
- (e) Six (6) months or more of service shall be considered a term of office in determining eligibility for re-election.

### **ARTICLE XIII. DUTIES OF OFFICERS**

*Note: detailed duties should be listed in a Local Chapter's Duties & Responsibilities Manual or can be found in the Manual of Instructions*

SECTION 1. The president shall be the principal officer of the Local Chapter and shall:  
(a) preside at regular business meetings, board of directors and executive committee meetings and shall be an ex-officio of all committees except the nominating committee.  
(b) appoint a parliamentarian, chair and vice chairs of standing and special committees with the approval of the executive committee.

SECTION 2. The president-elect shall act as representative of the president as requested;  
(a) Perform the duties of the president in the temporary absence or illness of the president and,  
(b) Become president for the unexpired term in case of death, resignation or incapacity of the president

SECTION 3. The first vice and second vice presidents shall serve as liaison for the chairs as requested by the president and:  
(a) Shall serve in such other capacities as assigned by the president.  
(b) Perform the duties of the president in the absence of the president or president-elect.

SECTION 4. The secretary shall take, record and transcribe accurate minutes of all meetings.

SECTION 5. The Treasurer shall:  
(a) Be responsible for all monies of the Local Chapter  
(b) Deliver to the successor within \_\_\_\_\_ days expiration term of office, all books, records and papers.

### **ARTICLE XIV. BOARD OF DIRECTORS**

SECTION 1. The elected officers and standing committee chairs shall constitute a Board of Directors.

SECTION 2. The Board of Directors shall transact business between meetings of the Local Chapter. A report of any recommendations shall be given at the next regular business meeting.

SECTION 3. A minimum of \_\_\_\_\_ meetings of the Board of Directors shall be held each year.

SECTION 4. Special meetings of the Board of Directors may be called by the president or by one-third of the board provided that two (2) are elected officers

SECTION 5. A majority of the members of the Board of Directors shall constitute a quorum.

SECTION 6. No member shall have more than one vote and no voting by proxy shall be allowed.

SECTION 7. At the written request of the President, a vote may be taken of the Board of

Directors by mail or electronic/technical means. A majority vote shall have the force and effect of a vote taken at a Board of Directors Meeting.

#### **ARTICLE XV. EXECUTIVE COMMITTEE**

SECTION 1. The elected officers of the Local Chapter shall constitute the executive committee.

SECTION 2. The executive committee shall have the authority to act for the Board of Directors between meetings of the Board and shall report thereon at the next board meeting.

SECTION 3. Approve the appointment of the parliamentarian, standing and special committee chairs.

SECTION 4. The executive committee shall meet on call by the president, or by any two (2) members of the committee for the consideration of special matters between regular meetings of the Local Chapter and the Board of Directors.

- (a) A majority of the members of the executive committee shall constitute a quorum
- (b) No member shall have more than one vote and no voting by proxy shall be allowed
- (c) At the written request of the President, a vote may be taken by mail or Electronic/technical means. A majority vote shall have the force and effect as a vote taken at an Executive Committee meeting.

#### **ARTICLE XVI. STANDING COMMITTEES**

*Note: 1) detailed duties should be listed in a Local Chapter's Duties & Responsibilities Manual or can be found in the Manual of Instructions  
2) there may be additional standing committees, as the Local Chapter requires*

The Standing Committees of the Local Chapter shall be advocacy, bylaws, communications, finance, membership and personal and professional development.

#### **ARTICLE XVII. MEETINGS**

*Notes: 1) The Local Chapter shall decide on the frequency and time of meetings  
2) The minutes of the Annual Meeting, as per NYS non-profit-corporate-law, shall include the date and shall state that it is the Chapter's Annual Meeting.  
3) A number determined for a quorum is normally ¼ of the members or the average number that can be depended on to attend any meeting*

SECTION 1: There shall be a minimum of \_\_\_\_\_ regular meetings a year.

SECTION 2: The regular \_\_\_\_\_ (specify month) meeting shall be designated the Annual Meeting at which elections shall take place and committee reports summarizing the years activities shall be given.

SECTION 3: Special meetings may be called by the president providing prior notice is given and the purpose of the call to special meeting.

SECTION 4: A quorum shall consist of \_\_\_\_\_ members

SECTION 5: No member shall have more than one vote and no voting by proxy shall be allowed.

SECTION 6: At the written request of the President, a vote may be taken by mail or electronic/technical means. A majority vote shall have the force and effect of a vote taken at a regular meeting.

#### **ARTICLE XVIII. REPRESENTATION**

SECTION 1. Any member is eligible to vote at the annual conference of NYSWI providing they have paid the full registration fee and is a member in good standing.

SECTION 2. No individual shall have more than one vote and no voting by proxy shall be allowed.

#### **ARTICLE XIX. PARLIAMENTARY PROCEDURE**

The rules of parliamentary procedure comprised in the current edition of Robert's Rules of Order Newly Revised shall govern all procedures of the Local Chapter, Board of Directors, and the Executive Committee, subject to such special rules as have been or may be adopted.

#### **ARTICLE XX. AMENDMENTS**

SECTION 1. Amendments to these bylaws may be proposed by the board of directors, the executive committee or by the bylaws committee.

SECTION 2. All proposed amendments shall be presented to the board of directors prior to presentation to the Local Chapter's members.

SECTION 3. All proposed amendments shall be sent in writing to every member at least ten (10) days before they are to be voted on.

SECTION 4. These bylaws may be amended by a two-thirds vote of the members present

SECTION 5. The final adoption by the Local Chapter of amendments to or revisions of these bylaws shall be contingent upon the approval of the state president.

SECTION 6. When an amendment is adopted to state bylaws which affects Local Chapter bylaws, the Local Chapter shall automatically amend its bylaws to conform. The model local chapter bylaws are amended as well. Any conflict shall be resolved in accordance with state federation policy and procedures.

## **ARTICLE XXI. DISSOLUTION**

Upon dissolution of this Local Chapter all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue code, or to the federal government or to a state or local government, for a public purpose and none of the assets shall be distributed to any member, officer or trustee of the Local Chapter.

## APPENDIX

## ANNUAL DUES

### Per Active Member

Effective insert date

Total Amount

\$ insert amount

NYSW, Inc.

\$ 35.00

Region

\$ insert amount

Local Chapter

\$ insert amount

### Per Student Member

Total Amount

\$ insert amount

NYSW, Inc.

\$ 15.00

Region

\$ insert amount

Local Chapter

\$ insert amount

### Per Associate / Dual Member

Insert Local chapter name

\$ insert amount

### Per New Member

Insert any New Member fee (name tag, NYSWI pin, etc.)