NATIONAL COUNCIL OF NEGRO WOMEN, INC.

POTOMAC VALLEY SECTION

BYLAWS

FEBRUARY 17, 2024

2022 – 2024

BYLAWS COMMITTEE

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POTOMAC VALLEY SECTION
BYLAWS

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ARTICLE I – NAME

The name of this organization shall be the Potomac Valley Section, National Council of Negro Women, Incorporated (hereinafter referred to as the "Section").

ARTICLE II – PURPOSE

The purpose of the Potomac Valley Section is to promote and support the national programs of the NCNW in the Silver Spring, Maryland, community and metropolitan area.

ARTICLE III – MEMBERSHIP

Section 1. Members. Any person may be eligible for membership without regard for race, color, ancestry, ethnicity, gender identity, marital status, pregnancy, national origin, age, disability, sexual orientation, or economic status.

A. **Section Member**. A Section member shall be an individual who has paid the annual NCNW national membership fee or annual per capita fee (if applicable) and Section dues.

B. No Section member shall hold membership in more than one section at a time.

Section 2. Dues.

A. **Annual Dues.** Section dues shall be twenty-five ($25.00) dollars annually. Dues shall be due and payable to the Section from January 1 through May 31 for the ensuing fiscal year and, if not paid, are delinquent on June 1. If dues are not paid by September 30, National Headquarters shall forfeit the member's membership.

B. **Fiscal Year.** The fiscal year shall be October 1 through September 30.

Section 3. Conduct. Members shall abide by the NCNW Bylaws, Standing Rules, and the *NCNW Code of Conduct* (Code) and shall not engage in conduct injurious to NCNW or its object or bring disrespect to NCNW. The NCNW Chair and President or their designees shall handle allegations of disciplinary matters as prescribed in the Code and the *NCNW Community and Collegiate Sections, National Affiliates, and State Coalitions Handbook***.**

ARTICLE IV – OFFICERS

Section 1. The elected officers of the Section shall be the President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, Financial Secretary, and Treasurer.

Section 2. The appointed officers shall be the Parliamentarian, Historian, and Chaplain.

Section 3. Qualifications. To be eligible to hold an office in the Section, a member must have paid the annual NCNW national membership fee or annual per capita fee (if applicable) and Section dues for the current fiscal year.

Section 4. Term of Office. Elected officers shall serve a term of two (2) years or until their successors are elected. Elected officers shall not serve more than two (2) consecutive terms in the same office and may serve again after being out of the office for at least one (1) term. Terms of office shall begin no later than September 30.

Section 5. Vacancies.

A. The First Vice President shall fill a vacancy in the office of the President for the unexpired term of the President.

B. A vacancy in the other offices or elected positions shall be filled by presidential appointment for the unexpired term.

C. A vacancy in the membership of the Nominating Committee shall be filled by the President with the approval of the Executive Committee for the unexpired term.

D. If the unexpired term is less than one (1) year, this time shall not count against the term of office.

Section 6. Duties of Elected Officers. The elected officers shall perform the duties in this section and other duties prescribed for the office in these bylaws, the *NCNW Community and Collegiate Sections, National Affiliates, and State Coalitions Handbook*, other NCNW policies and procedures, the NCNW Executive Committee, Board of Directors, or in the adopted parliamentary authority.

A. **The President shall**:
   1. Preside over all meetings of the Section.
   2. Appoint all standing committee chairs and members except the Nominating Committee.
   3. Serve as an ex-officio member of all committees except the Audit, Nominating, and Election Committees.

4. Appoint special committees.
5. Appoint all non-elected officers.
6. Appoint the NCNW Collegiate Liaison, if applicable.
7. Serve as the Chair of the Executive Committee.
8. Serve as the spokesperson for the Section.
9. Serve as the liaison between the National Headquarters and the Section.
10. Be one (1) of three (3) officers authorized to sign checks and approve vouchers, excluding those payable to the President.
11. Sign all contracts for the Section.
12. Review and approve all Section communications before distribution.
13. Present a report at the annual meeting.
14. Be bonded.

B. **The First Vice President shall:**

1. Preside over meetings in the absence or at the request of the President.
2. Serve as Chairperson of the Program Committee and coordinate the Section's programs and programs initiated by the National Headquarters that are determined to be necessary in the community.
3. Be one (1) of three (3) officers authorized to sign checks and vouchers, excluding her own, and serve as the second signature on vouchers and checks payable to the President or Treasurer.
4. Serve as a member of the Executive Committee.
5. Present a report at the annual meeting.
6. Be bonded.

C. **The Second Vice President shall**:

1. Oversee membership recruitment, retention, and reclamation activities.
2. Notify the NCNW Headquarters Membership Department of changes of address, transfers, or deaths of members.
3. Preside over meetings in the absence of the President and First Vice President or at the request of the President.
4. Serve as the Chairperson of the Membership Committee.
5. Serve as a member of the Executive Committee.
6. Present a report at the annual meeting.

D. **The Third Vice President shall:**

1. Encourage, recruit, and focus on the participation of young women who are aged thirty-nine (39) and under.
2. Be between twenty-five (25) and thirty-nine (39) years of age.
3. Serve as a member of the Executive Committee**.**
4. Present a report at the annual meeting.

E. **The Recording Secretary shall**:

1. Record the minutes of all meetings and provide a copy of the minutes to the President, Executive Committee, and the membership.
2. Keep all official records, Committee reports, and other required documents on file.
3. Assist the President with preparing the agenda.
4. In the absence of the President, First Vice President, Second Vice President, and Third Vice President, call the meeting to order and preside over the meeting until the immediate election of a chair pro tem.
5. Serve as a member of the Executive Committee.
6. File all Section documents, which must be kept for five years.

F. **The Corresponding Secretary shall**:

1. Send the membership the required notice of regular, annual, and call/special meetings.
2. Maintain a file for all incoming and outgoing correspondence.
3. Collect mail from the P.O. Box.
4. Prepare or send written correspondence as directed by the President.
5. Serve as a member of the Executive Committee.
6. Assume the duties of the Recording Secretary in her absence.

G. **The Financial Secretary shall**:

1. Receive and maintain a record of all monies, dues, and other assessments from the membership.
2. Issue receipts for all monies received.
3. Receive and receipt all external donations and contributions.
4. Prepare and present a monthly report to the membership.
5. Turn monies over to the Treasurer within three (3) business days of receipt.
6. Serve as a member of the Finance Committee and the Executive Committee.
7. Assist in preparing the appropriate Internal Revenue Service 990 return (Form 990, 990-N, or 990-EZ) annually for all projects for which there were reportable funds.

8. Present a report at the annual meeting.
9. Be bonded.

H. **The Treasurer shall**:
1. Keep a record of bank statements and reconcile them monthly.
2. Deposit funds in the bank within three (3) business days upon receipt from the Financial Secretary.
3. Prepare and present a monthly report to the membership.
4. Only issue checks upon proper documentation and approval.
5. Be one (1) of three(3) officers authorized to sign checks and approve vouchers, excluding those payable to the Treasurer.
6. Serve as Chairperson of the Finance Committee.
7. Serve as a member of the Executive Committee.
8. Prepare the Section's books and records for internal and external audits.
9. Prepare and file the appropriate Internal Revenue Service 990 return (Form 990, 990-N, or 990-EZ) annually for all projects for which there were reportable funds.
10. Present a report at the annual meeting.
11. Safeguard and manage the Section’s financial assets.
12. Be bonded.
13. Submit a request for tax-exempt status renewal.
14. Submit Fair Share Payment and ten percent (10%) of all fundraising monies to National Headquarters.

Section 7. Duties of Appointed Officers. The appointed officers shall perform the duties in this section and other duties prescribed for the office in these bylaws, the *NCNW Community and Collegiate Sections, National Affiliates, and State Coalitions Handbook*, other NCNW policies and procedures, the NCNW Executive Committee, Board of Directors, or in the adopted parliamentary authority.

A. **The Parliamentarian shall**:
1. Ensure the Section conducts business according to these bylaws and all NCNW policies and procedures.
2. Use the current edition of Robert's Rules of Order Newly Revised as the authority in conducting meetings and in matters not covered by these bylaws and all NCNW policies and procedures.
3. Serve as a non-voting member of the Executive Committee.
4. Serve as a member of the Bylaws Committee.

B. **The Historian shall**:
1. Compile and preserve the history of the Section's work and accomplishments.
2. Preserve such material using the best methods currently available.

3. Serve as a member of the Executive Committee.
4. Compile a visual record of all Section Activities and functions that includes copies of all programs, photographs, activity flyers, clippings, etc. of the Section and its members.

C. **The Chaplain shall:**
1. Draw upon spiritual resources to enhance creative relationships and meaning in the Section's work.
2. Provide inspirational devotion for the Section.
3. Serve as a member of the Executive Committee.

Section 8. Nomination and Election Procedures

A. **Nominating Committee.** The membership shall biennially elect a Nominating Committee of five (5) members by ballot at the annual meeting. The Committee is responsible for securing nominations for elected officers and positions and ensuring all candidates meet the minimum eligibility requirements. A majority shall elect. The Committee shall choose its chair from among the elected members. The Committee shall present a slate of nominees to the membership at the April regular meeting. Nominations from the floor must occur at the April regular meeting before the election at the annual meeting.
1. Members of the Nominating Committee shall not be candidates for elected office or position.
2. Members of the Nominating Committee must resign upon acceptance of a nomination to be eligible to run for an elected office or position. A member of the Committee seeking a second term is not required to resign from the Committee.
3. The term for members of the Nominating Committee shall correspond to that of the elected officers.

B. **Consent of Nominees.** The Nominating Committee shall not place a nomination without the nominee's consent.

C. **Elections.** Elections shall be held at the annual meeting biennially and conducted by the Elections Committee appointed by the President. The Elections Committee shall develop voting procedures, make all preparations for balloting for the election of Section officers and other elected positions, and oversee the election process.
1. No candidate for an elected office or position may serve on the Election Committee.
2. Elections shall be by ballot or other electronic method approved by the Section.

3. To be eligible to vote, a member must have paid the annual NCNW national membership fee or annual per capita fee (if applicable), and Section dues for the current fiscal year.
4. Candidates for office must be present at the meeting at which the election occurs.
5. A majority shall elect. If there is but one nominee for any elected office or position (or the required number of nominees for an elected committee), the Chair shall declare the nominee elected by acclamation (unanimous consent).

Section 9. Transition. In cooperation with the outgoing Executive Committee, the outgoing President shall hold a Transition Meeting with the newly elected and appointed officers and the newly elected and appointed Committee Chairpersons no later than thirty (30) days following the election. The Section must complete all transition business by August 15 biennially.

ARTICLE V – MEETINGS

Section 1. Regular Meetings. The regular meetings of the Section shall be held on the third Saturday of each month, except July and August, unless otherwise ordered by the Section.

Section 2. Annual Meeting. The regular meeting in May shall be the annual meeting to receive reports from officers and committees, the election of officers and other elected positions (biennially), and any other business that may come before the meeting.

Section 3. Special Meetings. Special meetings of the membership may be called by the President, by the Executive Committee, or at the written request of at least five (5) members of the Section, provided that notice was sent at least three (3) days before the date of the meeting. The number of days is computed by counting all calendar days (including holidays and weekends), excluding the meeting day but including the day the notice is sent. The Section shall only transact the specific business items in the meeting call.

Section 4. Electronic Meetings. All meetings of the Section membership, the Executive Committee, and standing and special committees shall be authorized to be held electronically so long as all members can simultaneously hear each other and participate during the meeting.

Section 5. Electronic Communications. Unless members indicate otherwise to the Corresponding Secretary, all communication required in these bylaws, including meeting notices, may be sent electronically.

Section 6. Quorum.

A. The quorum for regular, annual, and special meetings shall be twenty-five (25) members.

B. The quorum for committee meetings shall be a majority of committee members.

Section 7. Delegates to the NCNW National Convention.

A. **Number of Voting Delegates**. The Section may send a maximum of three (3) voting delegates to represent the Section at the National Convention.

B. **Selection of Voting Delegates to the National Convention.**

1. **Qualifications of Voting Delegates**. The President shall select voting delegates from the Executive Committee, with the Committee's approval. Members of the Executive Committee chosen as voting delegates must recuse themselves from voting.

C. **Responsibilities of Voting Delegates.** A delegate shall be responsible for attending all business proceedings and submitting a written summary of such proceedings, programs, and activities of the National Convention to the Section within thirty (30) days of the Convention.

D. **Convention Attendance**. If the Section opts not to send at least one (1) voting delegate to the National Convention, it must notify the National Headquarters Membership Department and receive permission to be excused from it.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Composition. Executive Committee. The Executive Committee shall consist of the elected and appointed officers, the Chairs of the Standing Committees, the Immediate Past President, and the Parliamentarian. The Immediate Past President and Parliamentarian shall be non-voting members.

Section 2. Duties and Powers.

A. The Executive Committee shall be responsible for the general supervision of the administration of the Section between regular meetings, fix the hour and location of meetings, make recommendations to the Section, and perform other duties specified in these bylaws or delegated to it by the membership. The Executive Committee shall be subject to the Section's orders. The Executive Committee may adopt special rules of order or standing rules, provided they do not conflict with these bylaws or the NCNW National Bylaws. The Executive Committee's

acts shall not conflict with the purpose, rules adopted, or actions the Section or NCNW takes. They shall be subject to ratification by the membership at the next regular meeting.

B. Members of the Executive Committee who fail to attend at least two Executive Committee meetings during the year without notifying the President and the President excusing the absence shall automatically forfeit such office or position.

Section 3. Meetings. The regular meetings of the Executive Committee shall be held on the first Wednesday of each month, except July and August, unless otherwise ordered by the President. Additional meetings may be called at the request of the President or the written request of five (5) members of the Executive Committee. The President may call special meetings with at least five (5) days' notice. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VII – COMMITTEES

Section 1. Standing Committees. The Standing Committees shall be:

A. Audit
B. Bylaws
C. Communications and Public Relations
D. Education
E. Finance
F. International Affairs
G. Membership
H. Nominating
I. Program
J. Properties
K. Resource Development
L. Social Justice
M. Youth, Young Adult, and Collegiate Affairs

Section 2. Other Committees. Other committees, standing or special, shall be appointed by the President, with the approval of the Section as it deems necessary to carry out its work. The President shall appoint chairpersons and members of all committees except as otherwise provided in these bylaws.

Section 3. Ex-officio. The President shall be an ex-officio member of all committees except the Audit, Nominating, and Elections.

Section 4. Duties of Committees. The Committees shall perform the duties prescribed by these bylaws, the *NCNW Community and Collegiate Sections, National Affiliates, and State Coalitions Handbook*, other NCNW policies and procedures, the NCNW Executive Committee, Board of Directors, the adopted parliamentary authority, and as ordered by the President or Section.

Section 5. Term. The term for Standing Committee members (including chairpersons) shall correspond to that of the elected officers.

Section 6. Composition and Duties of Standing Committees.

A. **Audit Committee.** The Audit Committee shall be composed of three (3) members appointed by the President and shall not include the financial officers. The Committee shall audit the Treasurer and Financial Secretary's books and records. The Committee shall:
    1. Receive the Section's books and records for internal audit within sixty (60) days from the end of the fiscal year.
    2. Review the Section's books and records to ensure compliance with its bylaws and NCNW policies and procedures.
    3. Prepare and present a written report detailing the internal audit results to the Section for its action at the annual meeting.
    4. Submit a comprehensive annual budget to the Finance Committee.

B. **Bylaws Committee.** The Bylaws Committee shall be composed of five (5) members appointed by the President and include the Parliamentarian. The Committee shall:
    1. Review all submitted amendments and edit for composition.
    2. Consolidate similar amendments for joint proposals subject to acceptance by the proposers.
    3. Possess the right to originate amendments.
    4. Submit proposed amendments to the membership and the Committee's recommendations for action.
    5. Submit a comprehensive annual budget to the Finance Committee.

C. **Communications and Public Relations Committee.** The Communications and Public Relations Committee shall:
    1. Prepare public notices of the Section's activities.
    2. Contact news services and prepare press releases for distribution.
    3. Prepare public service announcements for radio and television.
    4. Consult with the Section's President and Standing Committees to obtain information concerning planned projects and other activities.
    5. Submit a comprehensive annual budget to the Finance Committee.

D. **Education Committee**. The Education Committee shall be composed of members appointed by the President and shall:

1. Inform the community groups and members about educational issues.
3. Attend community and school board meetings.
4. Administer the Section's scholarship program in accordance with the current NCNW policies and procedures.
5. Submit a comprehensive annual budget to the Finance Committee.

E. **Finance Committee**. The Treasurer shall chair the Finance Committee and include the Financial Secretary and the Chairperson of the Resource Development Committee (or her designee) as members. The Committee shall:

1. Prepare and present a report to the membership at the annual meeting.
2. Prepare an annual budget and present it to the Section at the April meeting for adoption at the annual meeting.
3. Review and recommend financial policies and procedures.
4. Give general oversight to the management of all Section funds.

F. **International Affairs Committee.** The International Affairs Committee shall implement the NCNW international program locally.

G. **Membership Committee.** The Membership Committee shall develop programs and activities to recognize, recruit, and retain members. The Second Vice President shall serve as Chairperson of the Membership Committee. The Committee shall present a report to the membership at the annual meeting. The Committee shall submit a detailed annual budget to the Finance Committee.

H. **Nominating Committee.** The Nominating Committee shall secure nominations for the elected offices and positions and ensure all candidates meet the minimum eligibility requirements. The Committee shall submit a detailed annual budget to the Finance Committee.

I. **Program Committee.** The Program Committee shall be chaired by the First Vice President, and the Committee shall:

1. Develop and recommend programs and initiatives that align with NCNW's purpose and mission.
2. Create and curate content for programs, workshops, events, and activities.
3. Collaborate with other committees, departments, and external partners.
4. Present a report to the membership at the annual meeting.
5. Shall submit a detailed annual budget to the Finance Committee.

J. **Properties Committee.** The Properties Committee shall maintain an accurate record of all Section property, not including handbooks or record-keeping materials used by officers or committees. The Committee also shall:
    1. Collect property from various members at the end of the year, check for damage and arrange for a repair, replace specific properties if the Section desires, and store these properties.
    2. Issue property to those members responsible for the care and security of such property.
    3. Ensure members are assigned property (including copiers, tea/coffee pots, reusable decorations, cameras, punch bowl sets, etc.) for the year, and notify the Program Committee Chair if such property is loaned to other members for special programs and activities.
    4. Store all physical property of the Section.
    5. Submit a detailed annual budget to the Finance Committee.

K. **Resource Development Committee.** The Resource Development Committee shall:
    1. Develop, recommend, and implement fundraising strategies and initiatives to generate revenue for the Section.
    2. Organize fundraising events.
    3. Identify potential donors.
    4. Prepare and submit grant applications.
    5. Serve as a member of the Finance committee.
    6. Present a report to the membership at the annual meeting.
    7. Shall submit a detailed annual budget to the Finance Committee.

L. **Social Justice Committee.** The Social Justice Committee shall implement the NCNW's social justice initiatives locally. The Committee shall submit a detailed annual budget to the Finance Committee.

M. **Youth, Young Adult, and Collegiate Affairs (YACA) Committee.** The Youth, Young Adult, and Collegiate Affairs Committee shall consist of members aged 39 and under, including the Third Vice President, Youth Advisor, and NCNW Collegiate Liaison, if applicable. The Committee shall oversee the implementation of the NCNW's YACA initiatives at the local level. Additionally, the Committee shall submit a detailed annual budget to the Finance Committee.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern this Section in all cases to which they are applicable, and in which they are consistent with these bylaws, the bylaws of the National Council of Negro Women, Incorporated, and any special rules of order this Section may adopt.

ARTICLE IX – AMENDMENT OF THE BYLAWS

Section 1. These bylaws may be amended at any regular or special meeting by a two-thirds (2/3) vote of the members present and voting, provided the amendment has been submitted in writing (mailed or sent by electronic communication) to the Bylaws Committee and included in the meeting notice one month before the meeting.

Section 2. Proposed amendments to these bylaws may be submitted by a Section member, Standing Committee, Executive Committee, or the Bylaws Committee.

Section 3. Any amendments to the bylaws of the National Council of Negro Women, Incorporated, shall be cause for related changes to these bylaws without adhering to the process above.

Section 4. The Section must submit all amendments to the National Bylaws Committee within thirty (30) days of the Section's adoption. A copy of the approved bylaws must be sent to the membership no more than two weeks after the National Bylaws Committee's approval.

ARTICLE X – DISSOLUTION

The National Executive Committee shall approve the dissolution of the Section after an affirmative vote by the Section members to dissolve and before any other actions by the Section.

The Potomac Valley Section, National Council of Negro Women, operates under the Internal Revenue Service Code Section governing 501(c)(3) entities. Therefore, a Resolution to dissolve the Section shall be approved by the Section's Executive Committee.

The Resolution to dissolve the Section and official notice of the meeting at which the vote is to occur shall be sent to all eligible members at least forty-five (45) days before the vote.

The Resolution to dissolve the Section must be adopted by a two-thirds (2/3) vote of members present who are entitled to vote.

The Section shall be dissolved in accordance with all applicable local, state, and federal regulations.

All Section debts or liabilities shall be retired before dissolution.

Upon receipt of the official legal Notice of Dissolution, all Section property, historical records, and remaining funds shall be surrendered to the National Headquarters of the National Council of Negro Women, Incorporated.

CHRONOLOGY

Adopted: February 10, 1998

Amended: June 24, 2000

Amended: May 15, 2002

Amended: April 21, 2007

Amended: March 12, 2012

Amended: May 21, 2016

Amended February 17, 2024

Submitted by: Marilyn Massey-Ball Date: 2-29-2024
Section President

Submitted by: Valerie D. Scott Date: 02/29/2024
Section Bylaws Committee Chair

Approved by: Theljewa Garrett, PRP Date: 05/22/26
NCNW Parliamentarian