

**NATIONAL ASSOCIATION OF CAREER WOMEN
CHAPTER BYLAWS**



Chapter Bylaws

Updated – August 2022



**NATIONAL ASSOCIATION OF CAREER WOMEN
CHAPTER BYLAWS**

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Article I

NAME, STATUS, AND LOCATION

Section 1. Name. The name of this Chapter, by authority of and under provisions of its Charter, shall be NACW _____ Chapter, as granted by NACW (National Association of Career Women), hereinafter sometimes referred to as National. This Chapter shall hereinafter sometimes be referred to as Chapter.

The name of NACW or National Association of Career Women shall not be used by any individual member or other organization in connection with any meeting or program not pre-approved by National.

Section 2. Status & Powers. It shall be non-profit, non-sectarian, non-partisan, and non-union. Nor shall this chapter raise funds for charities or any other organization or individual.

Section 3. Location. The office for transaction of the business of the Chapter is fixed and located in the City of _____, County of _____, State of _____.

Article II

PURPOSE & OBJECTIVES

Section 1. Purpose. The purpose of the Chapter is to help promote the concept and the objectives at the local level of NACW.

Section 2. Objectives. The objectives of the Chapter shall be:

1. Provide a forum for the exchange of ideas and experiences.
2. Work collectively toward the promotion and career development of women.
3. Recognize women and their achievements.
4. Educate members and the public about opportunities available to women.
5. Hold monthly luncheon meetings that feature informative, motivating speakers.

This Chapter may assist any organization which has objectives in harmony with the purpose and objectives of NACW.

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Article III

CHAPTERS

Section 1. Authorization to Charter. When all requirements have been met to establish a new chapter; The National Board of Directors shall have the power to grant them full Chapter status. The National Board of Directors shall have the power to establish such terms and conditions of Chapters, as it considers desirable.

When a local Chapter already exists within a city, county, or area of the city or county, the application for another charter shall include a Statement of Agreement to charter a new Chapter from those existing Chapters upon approval from the National Board.

Section 2. Minimum Size. A minimum of 15 persons will be required to charter local Chapter. Once a Chapter is chartered, the Chapter must increase its size by 5 per year until it attains 25 members. A minimum of 25 members is required to maintain Chapter status. Should a Chapter fail to meet this requirement with paid members by December 31, the National Board is to be informed no later than January 15 and the Chapter is to be put on probation. During the probationary period the National Board is to work closely with the Chapter Board to determine problem areas and to increase membership. During the six-month probationary period all funds in the Chapter or operating unit treasury shall become the property of the National Board and the National Board must approve all expenditures. If at the end of the six-month period membership has not met the minimum 25 members, the Chapter will be dissolved, and any remaining funds will be turned over to the National Board.

Section 3. Charter Acceptance. By accepting a charter each Chapter agrees to comply with the National and Chapter Bylaws, and the Chapter Policies and Procedures Manual.

Section 4. Chapter Charter Suspension/Revocation. Charters of Chapters or other operating units may be suspended or revoked by resolution of the National Board of Directors at any time in such manner and after such investigation, as the National Board of Directors may deem necessary. Upon revocation of a charter, all funds in the Chapter or operating unit treasury and all Chapter or other operating records shall be delivered to the National President as specified and agreed upon in the Chapter Chartering Agreement.

Section 5. Dissolution. Chapters that have voted to dissolve their membership shall give notification to the National Board of Directors. All funds in the Chapter or operating unit treasury and all Chapter or other operating records shall be delivered to the National President as specified and agreed upon in the Chapter Chartering Agreement. The chapter funds shall be held in escrow for one year after dissolution should the chapter decide to reassemble.

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Article IV

MEMBERSHIP

Section 1. Qualifications. Membership in this Chapter shall be open to individuals active in their career and/or community involvement or college/university students pursuing a professional degree.

Section 2. Application for Membership. Applicants for membership shall complete and sign the form of application provided by the Chapter and submit the application to the Chapter for acceptance. If applicant meets all requirements as set forth in these Bylaws, that application must be accepted without discrimination of age, sex, race, religion, or National origin.

Section 3. Removal. The Board of Directors for cause may remove members of any classifications from membership by two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after that member has been given reasonable opportunity for defense; and such member, if removed, may appeal the decision of the local Chapter Board to the National Board not later than the next National Annual Meeting, providing that notice of intent to appeal is provided to the President at least ten (10) days in advance of the meeting.

Section 4. Reinstatement. A former member desiring a continuous membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying the current year's dues.

Section 5. Resignation. Any member may resign but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Article V

MEETINGS OF MEMBERS AND VOTING

Section 1. Monthly and Other Meetings. The Board of Directors must provide for not less than one luncheon lecture per month for ten (10) months of the year and may plan and conduct such other meetings, programs, and events without limitation, for the benefit of the members and guests of the Chapter at stated times, or from time to time in its discretion, as it deems appropriate and consistent with the furtherance of the purposes of the Chapter. All such meetings shall be open to all members and all members shall be given notice thereof. The programs for such other meetings shall be arranged by or with the approval of the Board of Directors. No official Chapter action shall be taken

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by the members at any such meeting; provided that nothing herein shall prevent the holding of an annual meeting immediately before or after any such meeting if the requirements of this Article V have been satisfied with respect to such annual meeting.

Section 2. Annual Meeting. An Annual Meeting of the Chapter members shall be held each year during September at such time and place as may be selected by the Board of Directors for the purpose of electing the Board of Directors and for transaction of such other business as may come before the meeting of the Chapter. ***This meeting is mandatory.***

Section 4. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of members, shall be delivered, either personally, mail, fax, or email to each member not less than 10 days, unless otherwise required by statute, nor more than 60 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the members calling the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at her address as it appears on the records of the Chapter, with postage thereon prepaid.

Section 5. Conducting Business. The board may conduct its business in writing, by telephone, virtual platform, or any other means which the Board of Directors in their sole discretion deems to be appropriate. Action taken shall constitute a valid action of the Board when a majority of such Directors subsequently in writing or via virtual platform, indicate themselves in agreement.

Section 6. Voting. At all meetings of the Chapter each member in good standing and in attendance shall have one (1) vote.

Section 7. Quorum. A majority of the regular membership shall define a quorum. If a quorum is not present at any such meeting, a majority of the members present may adjourn the meeting.

Section 8. Member Requests for Discussion of Items. Any member desiring to bring a matter for discussion to the membership at the Annual Meeting of the members shall provide written notice to the Board of Directors not less than seven (7) days prior to a meeting.

Article VI

BOARD OF DIRECTORS & BOARD MEETINGS

Section 1. General Powers. The affairs of the Chapter shall be managed by its Board of Directors.

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Section 2. Composition. There shall be up to 13 members of the Board of Directors, consisting of four (4) Executive Officers: President, Vice-President, Secretary and Treasurer, and up to nine (9) and no less than three (3) Directors not occupying any of the foregoing positions.

Any non-elected positions, such as immediate Past President, may serve in a non-voting advisory capacity to the Board of Directors. At a Board of Directors meeting her presence shall not be counted in determining quorum.

Section 3. Qualifications for Board of Directors. Any member in good standing shall be eligible for nomination and election to the Board of Directors. To be eligible to serve on the board, a member should have at least one year in the association, two or more preferred.

Section 4. Nomination and Election of Directors. Chapter Directors shall be elected at each Annual Meeting of the members, as provided in Article VIII.

Section 5. Term of Office. Each Director shall hold office for her entire elected term and until her successor has been elected and assumes office. Each person serving on the Board of Directors of the Chapter immediately prior to its Charter shall continue to serve in her respective capacity for the remainder of the term for which she was elected and until her respective successor has been elected assumes office. Only members may serve on the board.

Section 6. Re-election. Each Director shall be eligible for re-election to the same office for one additional term. After serving two consecutive terms in the same office, the Director shall be eligible for re-election to that office after two (2) terms have passed.

Section 7. Resignation. A Director may resign by written notice to the President of the Chapter Board, with a copy to the Secretary. The resignation is effective upon its receipt by the Board, or at a subsequent time as set forth in the written notice of resignation.

Section 8. Absence. It is expected that Board Members make every effort to attend Board and Committee meetings. Participation by telephone in case of emergency or illness is acceptable. In the event that Board Members find they are unable to participate to the extent necessary, they should consider resigning from the Board. The President will consult with individual Board Members as needed. If the situation is not resolved after missing three Board Meetings, it will be put to a vote of the entire Board to determine if this individual stays in the position or is replaced.

Section 9. Removal. Any Director may be removed from such position by the members when, in their judgment, the best interests of the Chapter will be served thereby. Such removal shall require an affirmative vote of the majority of the members voting at any meeting of members called for the purpose of considering such removal.

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Section 10. Vacancies on the Board. With the exception of the office of President, whose duties may be assumed by the Vice President, the Board of Directors may fill any vacancy occurring on the Board of Directors between Annual Meetings by majority vote. A Director so elected to fill a vacancy shall serve the unexpired term of her predecessor.

Section 11. Compensation. Board of Directors shall not receive any compensation for serving on the board including but not limited to reduced membership dues or luncheon fees.

Section 12. Regular Meetings. The Board of Directors shall have a minimum of at least 10 meetings per year with a quorum.

Section 14. Notice. Notice of any meeting of the Board of Directors shall be given to the entire board at least three days prior thereto by written notice delivered, either personally or by mail, fax, or email, to each Director at her address as shown by the records of the Chapter.

Section 15. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Article VII

EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility. The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws or as otherwise prohibited by statute. However, the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. Actions of the Executive Committee shall be reported to the Board for ratification by mail, fax, email, or at the next Board meeting.

Section 2. Composition. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The President shall serve as Chairman of the Executive Committee.

Section 3. Quorum – Call of Meetings. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Chapter may require, or a meeting shall be called by the Vice President on request of two (2) members of the Executive Committee.

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Section 4. Vacancies. Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VI, Section 10. Any Committee member so elected by the Board of Directors to fill a vacancy shall serve the unexpired term of her predecessor.

Article VIII

NOMINATIONS AND ELECTIONS

Section 1. Nominations. The Board of Directors shall put forth a slate of candidates to serve in positions to be elected at the Annual Meeting. At the time the slate is presented at the Annual Meeting, the President shall call for additional nominations from the floor.

Section 2. Elections. Each member entitled to vote shall be entitled to cast one vote for each of the Board of Director positions to be filled by election as set forth in Articles VI and VII. Such votes may be cast only for the nominees designated in accordance with Section 1 of this Article VIII. The nominee receiving the largest number of votes for each position shall be declared elected.

Article IX

DUES

Section 1. Establishment of Dues. Membership Dues shall be established by the National Board of Directors. Additional fees, such as venue fees may be established by an individual Chapter with approval by National.

Section 2. Delinquency and Cancellation. Renewing Members not paid in-full by December 31 will be considered and charged as a new member. It is recommended that Chapters notify a member prior to being dropped from the membership list and the consequences of non-payment.

Article X

FISCAL YEAR AND FINANCIAL REQUIREMENTS

Section 1. Fiscal Year. The fiscal year of the Chapter be in accordance with National as running October 1 through September 30.

Section 2. Contracts. The Board of Directors may authorize any Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

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Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter shall be signed by such Director or Directors of the Chapter, and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or Treasurer.

Section 4. Deposits. All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in a bank or trust company located in the City of _____ as approved by the Board of Directors.

Section 5. Recording. The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees; and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. Chapters must submit a copy of approved treasurer and secretary reports to National each month a meeting is held.

Section 6. Review. All books and records of the Chapter may be inspected by any member of the Board of Directors of National at any time, or by any member of the Chapter, her agent or attorney for any proper purpose at any reasonable time.

Section 7. Loans to Directors. No loans shall be made by the Chapter to its Directors.

Section 8. Gifts. The Board may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter.

Article XI

SPECIAL COMMITTEES

Section 1. Appointment. The President shall have the power to appoint a special committee. Any decisions made by such committee will need to be reviewed by and voted upon by the Board of Directors.

Article XII

WAIVER OF NOTICE

Section 1. Notices. Whenever any notice is required to be given under the provision of the State of in which the National main office is located, or under

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the provisions of the Articles of Incorporation, if any, or the Bylaws of the Chapter, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII

AMENDMENTS

Section 1. Amendment. These Bylaws may not be amended without the approval of the National Board of Directors and the general membership.

Article XIV

ADVERTISEMENT

Section 1. Membership. No member of the Chapter shall use her membership in this Chapter or NACW in any form of advertisement or solicitation of business.

Section 2. Logo. Use of the logo or trademark of NACW by any member in any form of advertisement or solicitation of business is forbidden.

Article XV

SUSPENSIONS, EXPULSIONS, REMOVALS, AND REINSTATEMENTS

Section 1. Members. Any member may be suspended or expelled for conduct which, in the judgment of the Board of Directors, is inconsistent with the individual's membership in the Chapter or injurious to the Chapter or to National. Such suspension or expulsion shall require an affirmative vote of a majority of all the Directors; provided, that the Board of Directors may by resolution provide for the automatic suspension or expulsion of any member for nonpayment of dues. The Board of Directors may also reinstate suspended or expelled members upon such terms, including the payment of reinstatement fees, as it deems appropriate.

Section 2. Directors and Officers. Any Director may be removed from such position by a quorum vote of the Board of Directors or quorum vote of the general membership when, in their judgment, the best interests of the Chapter will be served thereby. Such removal shall require an affirmative vote of the majority of the members voting at any meeting of members called for the purpose of considering such removal.

Section 3. Notice and Hearing. No member shall be suspended or expelled, except for the nonpayment of dues, and no Director shall be removed, unless

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written notice of such proposed action, together with a concise statement of the alleged conduct upon which such action is based, shall be given to such member or Director by first class mail not less than thirty (30) days prior to the final action of the body authorized to act upon her suspension, expulsion or removal (hereinafter in this Section 3 the "authorized body"). Such notice shall be given by or at the direction of those Directors or members empowered elsewhere in these Bylaws to call or to require the calling of a Special Meeting of the authorized body. The individual so notified shall be entitled to a hearing at a meeting of the authorized body upon written notice sent by first class mail by the President of the Chapter within ten (10) days after the mailing of the foregoing notice.

Section 4. Appeal of Expulsion. Any expelled member or Director may appeal this decision of the Chapter to the National Board of Directors in the manner so provided.