

Official Bylaws
NATIONAL ORGANIZATION FOR WOMEN
New York State, Inc.
Last Adopted November 21, 2015

I. Name: The name of this state body of the National Organization for Women, Inc. is NOW New York State, Inc. (hereinafter referred to as “NOW-NYS”).

A. Definition:

(a) Wherever the words: *send, mail, give notice* and *notify* occur in these bylaws they include electronic means of communication such as email, posting to the homepage of the NOW-NYS website, and fax, except where the phrase *return receipt requested* is specified.

(b) The words *meet* or *meeting* shall include conference calls, videoconference, and participatory webinars.

II. Purpose:

NOW’s purpose is to take action to bring women into full participation in the mainstream of American society now, exercising all privileges and responsibilities thereof in truly equal partnership with men. This purpose includes, but is not limited to, equal rights and responsibilities in all aspects of citizenship, public service, employment, education, and family life, and includes freedom from discrimination because of age, marital status, sexual preference, and parenthood.

The purpose of NOW-NYS is to eliminate discrimination against females because of their sex, age, gender, gender expression, ethnicity, race, color, national origin, religion, sexual orientation, marital status, or parenthood, so that women and men can create a society in which every individual can live with self-confidence, dignity, security and pleasure.

III. Function:

- A. NOW-NYS’s primary function is to lobby on State legislation.
- B. NOW-NYS will facilitate NOW chapter development throughout the State of New York, will encourage and assist in the development of new NOW chapters, and will assist established NOW chapters with organization, communication, and lobbying functions.
- C. NOW-NYS will strengthen and maintain communication among and between NOW-NYS, local chapters, and the National Organization for Women to facilitate their effectiveness in accomplishing the purposes of NOW.
- D. NOW-NYS will attempt to provide for local chapters of NOW within the State of New York those services local chapters consider appropriate and helpful.

- E. NOW-NYS will plan, organize, and effect programs to accomplish its purpose within the State of New York. It will work with chapters where they exist.
- F. NOW New York State NOW-NYS will make it a priority to send out at least two newsletters per year to the membership to keep them informed of NOW-NYS's progress and the issues affecting women in New York State.

IV. Structure:

NOW-NYS is governed by its members, who will meet annually at a State Convention to make decisions about leadership, policy, issues, and any other business to appropriately come before the body. NOW-NYS shall be governed between state Conventions in accordance with the duties outlined by these bylaws.

A. The Member:

Any person who is a member in good standing of the National Organization for Women and who has fulfilled the dues requirement of NOW-NYS and lives or works in New York State is a member of NOW- NYS with all rights and privileges of membership.

B. The New York State Convention:

The State Convention, the supreme governing body of NOW-NYS shall be the general membership assembly of NOW-NYS. The Convention shall formulate general policy, elect officers, adopt program priorities, and process any other business which may appropriately come before the assembly. Every NOW-NYS member in good standing shall be entitled to attend the State Convention and to participate in all of its activities, including the right to vote if the requirements of Article IV, B.1, of these Bylaws have been met.

1. Credentialing and Voting at the State Convention shall be on a per capita basis.

- a. Each NOW-NYS member in good standing for at least 60 calendar days prior to the commencement of the State Convention shall have one vote.
- b. Credentialing shall take place at the State Convention from the time that it is open for registration until a half hour before balloting for Officers is scheduled to take place.
- c. Individuals whose membership expires within a 90 calendar day period before the Convention shall be eligible to vote if they have renewed their membership and can provide proof of renewal.

2. Site and Date of Convention.

- a. The State Convention shall be held in the last four months of every calendar year,

- commencing on a Saturday.
- b. The State Convention body shall fix the place of the next State Convention by a majority vote of the plenary.
- c. Two consecutive State Conventions shall not be held in the same county or city.
- d. Two biennial election State Conventions shall not be held in the same county or city.
- e. The NOW-NYS Council shall fix the exact date of the State Convention and give each NOW-NYS member at least 45 calendar days advance notice of the dates of the State Convention. The notice will include a proposed agenda.
- f. The State Executive Committee shall make arrangements for State Convention accommodations and shall determine the Convention agenda for presentation to the first plenary at the State Convention.

3. Activities at the Convention. The State Convention shall be assembled so that members of NOW-NYS may:

- a. hear interim reports from the State Executive Committee and the State Council;
- b. attend workshops; and
- c. gain valuable information from an exchange of chapter experience.
- d. Each State Convention shall have at least one workshop for the heads of local chapters and conveners, in which chapters will share ideas, discuss emerging issues, and organizational challenges.

5. Presiding at State Meetings: The President of NOW-NYS shall preside at the State Convention. In the absence of the President or in the President's inability to preside, the Executive Vice President, the Vice President-Legislation, Secretary, shall preside, in that order.

6. Plenary Sessions: Each State Convention will have at least two plenary sessions. The opening plenary session will not be held before 10:00 am on Saturday. a. Quorum. A quorum shall consist of 20 members.

7. Elections:

- a. The election of the Executive Committee, with the exception of the Chairperson, shall be conducted by on-site balloting at the State Convention held in even numbered years.
- b. On-site voting shall be in accordance with voting privileges at NOW-NYS Conventions as defined in these Bylaws.
- c. The elected Executive Committee shall take office at the adjournment of the State Convention.
- d. **Election Committee:**

(1) Composition:

- (a) The State Council will in the second quarter of the year in which elections

will take place appoint from among its own members by a majority vote an Election Committee, designating one member to serve as Chair of the committee.

- (b) No member of the Election Committee shall be eligible to be a candidate. Vacancies on the Election Committee shall be filled by a vote of the State Council.

(2) Duties of Election Committee:

(a) At the next State Council meeting following appointment, the Election Committee Chair shall report the names of the Election Committee 2 members responsible for:

- (i) receiving and distributing candidate platforms;
- (ii) credentialing voters;
- (iii) tallying ballots; and
- (iv) soliciting candidates, if necessary.

(b) The Election Committee shall be responsible for including candidate platforms in the 45 calendar day advance notice of the State Convention.

(c) The Election Committee shall also make these platform statements available at the State Convention.

(d) At the State Convention, members of the Election Committee shall verify the eligibility of each voter.

(i) Proof of membership shall consist of the voter's name and date of membership from official NOW membership records, or cancelled dues check or other proof of payment. Independent proof of identity shall also be required.

(ii) Once a member has been determined to be eligible, a ballot initialed by a member of the Election Committee shall be issued to the voter. The voter shall be required to sign her/his name in one or more places to acknowledge receipt thereof. Each voter shall receive only one ballot listing candidates and the offices for which they are running. There shall be no replacements for lost ballots.

(e) All ballots, signature lists, and NOW credentialing documents shall be retained by the Election Chair or her/his designee for a period of 90 calendar days after the State Convention. Any candidate may request to examine the materials at the convenience of the Chair of the Election Committee. All such requests and responses shall be through the mail return receipt requested.

e. Election, State Convention and Executive Committee Notification:

(1). No later than the second calendar quarter of the year in which an election shall take place, there shall be a mailing to every chapter of the Bylaws sections pertaining to the State Executive Committee and Elections and notification on the date of the State Convention.

(2). This information shall again be distributed with the 45 calendar day advance notice of the State Convention to every member of NOW-NYS.

f. Candidacy Requirements and Declaration of Candidacy:

(1). Declaration:

(a) At least, seventy-five calendar days before the commencement of the State Convention, all candidates must declare their candidacy and provide a one page typewritten platform to the Election Committee through email or the mail return receipt requested.

(b) The platform statement for candidates for President shall be limited to 300 words. The candidates for President must specify before election in their platform statements whether they wish to be full time and compensated or whom they wish to designate as Executive Director.

(c) All other candidate platforms shall be limited to 200 words.

(2). Qualifications:

(a) NOW-NYS members who have been members of the National Organization for Women for a period of at least one year at the time of the election shall be eligible to run for Executive Committee positions.

(b) Incumbent Executive Committee members, who have served in the same 3

Executive Committee position for four consecutive terms may not run for reelection to that same Executive Committee position. A partial term of less than one year does not constitute a term of office.

g. Endorsements: Any chapter may provide candidates of their choice with their membership lists, including at-large members within their geographical area. No candidate may have access to the statewide at-large membership list for the purpose of campaign mailings or phone banks. The State Council may not make a formal endorsement of any candidate.

h. Candidate Speeches: A portion of the State Convention schedule shall be allotted to candidate speeches.

(i) Each Presidential candidate shall be limited to 10 minutes for presentation and 3 minutes for questions and answers.

(ii) Candidates for other offices shall be limited to 5 minutes for presentations and 3 minutes for questions and answers.

- . (iii) Written questions for candidates shall be collected in a box before their presentations have ended and will be picked randomly by the Election Chair.

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i. **Balloting:**

- . (1). **Balloting:** With the exception of Election Committee members, no member may re-enter the polling room after leaving once the balloting has begun. The Election Committee shall ensure a secret ballot.
- . (2). **Ballot Order:** Before the State Convention, the Election Committee shall determine the order of the candidate's names under each office on the ballot by the flip of a coin. No facsimile of a ballot will be allowed as campaign material.
- . (3). **Polling Place:** Balloting shall take place in a separate room at the State Convention site. No campaign materials shall be displayed in the room nor shall any campaigning be allowed within twenty feet from the entrance to the room.
- . (4). **Proof of ID:** The Election Committee shall require each voter to show a valid ID and to sign her/his name in one or more places before the voter casts her/his ballot.
- . (5). **Poll Watchers:** Each candidate may appoint one poll watcher to observe the balloting and tallying. Poll watchers may not leave the balloting room until after the tallying is completed. Poll watchers may observe credentialing if they choose.
- . (6). **Method of Balloting:** Balloting will be by preferential order, and the single transferable vote system of proportional representation will be employed in the tallies.
- . (7). **If the election is uncontested, the convention delegates may vote by acclamation.**

j. **Tallying:** Election shall be by the majority of the members present and voting.

- . (1). **Counting:** The Election Committee shall count the ballots in clear view of poll watchers. After the tallying is completed, all candidates shall be asked to come to the balloting room to hear the results of the election.
- . (2). **Announcement of Results:** The Election Chair shall announce the results of the election at the next plenary session and shall print the results of the election in the next all member mailing, and shall announce the results at the next scheduled State Council meeting. The President shall declare the candidates elected.

C. The State Executive Committee:

Shall consist of officers elected at the State Convention. No member of the Executive Committee may hold more than one position on the Executive Committee.

1. Members: President, Executive Vice President, Vice President for Legislation, Secretary, and Treasurer.

a. The President shall:

- . (1) be the principal spokesperson and lobbyist for NOW-NYS;
- . (2) be compensated (either full or part-time as declared in the election platform).
 - (i) The President may hire other staff, including an Executive Director, who will be compensated.
 - (ii) The President may appoint an Administrative Assistant who will be compensated. Executive Directors and Administrative Assistants may be either full or part-time.
 - (a) The Executive Director may be terminated from employment at the will of the President.
- . (3) The President may not be a paid employee of any unit of government, except as a civil servant not covered by the Federal Hatch Act.
- . (4) The President shall ensure that the agenda, the minutes of the previous meeting, and other relevant information are sent to all Council delegates at least 30 calendar days before a regularly scheduled State Council meeting. The President shall provide updated leadership lists of New York State Council delegates during or directly after each meeting.
- . (5) The President shall, with the assistance of the Finance Committee, be responsible for recommending fundraising activities to the State Council. The President shall issue press releases and arrange media coverage.
- . (6) Other duties as prescribed by the parliamentary authority, the State Convention, the Executive Committee, or the State Council.

b. The Executive Vice President shall:

- . (1) assist the President;
- . (2) preside in her/his absence or incapacity;
- . (3) be responsible for coordinating State Council Task Forces; and
- . (4) coordinate the development of a state wide proactive action agenda/campaigns that shall be approved by the State Council; and
- . (5) other duties as prescribed by the parliamentary authority, the State Convention, the Executive Committee, the President, or the State Council.

c. Vice President for Legislation shall:

- . (1) work with the Executive Vice President in helping the State Council Task Forces to develop a legislative agenda;
- . (2) coordinate the legislative activities of the member chapters and legislative activities of the State Council Task Forces;
- . (3) coordinate the development of a pro-active legislative agenda, recommend legislative

priorities and programs to the Council and aid the President in developing relationships with State government; and

- (4) other duties as prescribed by the parliamentary authority, the State Convention, the Executive Committee, the President, or the State Council.

d. The Secretary shall:

- (1) record and maintain the minutes of all meetings of the Executive Committee, the State Council, and the plenary sessions of the State Convention;
- (2) maintain the Operating Rules, State Council Policies, and Bylaws of NOW-NYS.
- (3) other duties as prescribed by the parliamentary authority, the State Convention, the Executive Committee, the President, or the State Council.

e. The Treasurer shall:

- (1) be the chief financial officer of NOW-NYS.
- (2) present a written financial statement at each Council meeting and at each Convention.
- (3) file the appropriate tax forms with the appropriate governmental bodies.
- (4) have the final responsibility of certifying the State membership status of individual NOW members in New York State.
- (5) not be in a family relationship with another member of the Executive Committee.

2. Functions and Duties:

a. Authority Between State Council Meetings: The Executive Committee shall:

- (1) manage the affairs and control the funds and property of NOW-NYS;
- (2) adopt necessary rules and regulations, provided none of the Executive Committee's actions conflict with the actions or directives of the State Council or of the State Convention, or are inconsistent with the purpose of the organization;
- (3) have the authority between meetings of the State Council to take action in the name of NOW-NYS, provided such action shall be entirely consistent with the goals, purposes, directives, and policies of the State Council and the State Convention. Such actions taken by the Executive Committee shall normally be limited to those directly mandated by the State Council.

(i) If actions or decisions must be taken where there is no prior directive by the State Council or the actions are not obviously consistent with the purpose of NOW or the directives of State Council, the Executive Committee may, on an emergency basis, act after receiving approval of a majority of the member chapter Presidents via email discussion or teleconference discussion with NOW-NYS member chapter presidents. All chapter presidents must be notified of the discussion at least 24 hours in advance of the call. All Chapter Presidents must be polled. The vote of each member chapter president shall be reported at the next State Council meeting. The Executive

Committee must get the approval of a majority of all chapters prior to taking any action.

- b. **Reporting Responsibilities:** The Executive Committee shall report any actions taken between State Council meetings to the State Council at the next meeting of the Council.
- c. **Fiscal Responsibilities:** The Executive Committee shall submit a proposed annual budget at the first State Council meeting after January 1 of each year for Council approval.
- d. **Meetings:** The Executive Committee shall meet at least three times each calendar year, at the call of the President, or upon request of at least two (2) Executive Committee members. The President of NOW-NYS shall preside at all State Executive Committee meetings.
- e. **Paid or Compensated staff:** Additional members of the Executive Committee besides the President may be compensated with the prior approval of the Council.

D. Member Chapter:

Any convened or chartered chapter of the National Organization for Women, which is located in New York State, is a member chapter. The policies and programs of each chapter shall be defined by its members, unless the policy or program is in contradiction to the one adopted by the State Council, or the State Convention, or NOW.

E. The State Council:

1. Composition: The State Council shall be composed of:

- . (a) the Chair, who shall have speaking privileges but not voting privileges; except to break a tie vote
- . (b) the members of the Executive Committee;
- . (c) the heads of the State Council Task Forces; and
- . (d) two (2) delegates (three (3) if there is a woman of color) and (1) alternate from each Member Chapter in New York State.
- . (e) No member of the State Council may cast more than one vote or vote by proxy.
- . (f) All members of the Council must be members of NOW-NYS.
- . (g) A quorum is at least two (2) Executive Committee members and one delegate from each of at least four (4) different Chapters.
- . (h) All members of the Executive Committee, Chairs of Task Forces, and State Council delegates and alternates must be members in good standing of NOW-NYS. A grace period of 3 months exists for members following the expiration date shown on the National NOW records.

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2. Functions and Duties:

- . (a) Between State Conventions, the State Council shall be a general policy-making bod
- . (b) The State Council shall set policy and determine the action agenda for NOW-NYS.
- . (c) At the first meeting of the calendar year, the State Council shall establish a meeting schedule for the remainder of the year.
- . (d) The State Council shall meet at least three times each year.
- . (e) The President or at least twenty (20%) percent of Council members may call a special meeting. Notice of a special meeting shall be at least 21 calendar days to all Council members, and the notice shall state the date, time, place, and purpose for the meeting.
- . (f) A quorum for a special meeting shall be the same as for a regular meeting.
- . (g) There shall be a regularly scheduled State Council meeting within 60 days after the State Convention. However, the State Council shall convene immediately following the adjournment of the State Convention for the sole purpose of electing the State Council Chair.
- . (h) The State Council shall report all Council actions to the entire membership.
- . (i) Minutes of the Council meetings shall be sent to each Council Member with the meeting notice and agenda of the subsequent meeting. This will be sent at least 30 calendar days prior to the scheduled date for that meeting.
- . (j) Meetings of the State Council shall be open to the membership of NOW.
- . (k) Any real property transaction must be approved by a majority vote of the Council. A real property transaction that constitutes all or substantially all of NOW-NYS' assets must be approved by 2/3 of the full Council, unless the Council consists of more than 20 delegates, in which case approval by the majority will be sufficient.

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3. Selection: The method of selecting chapter delegates to the State Council shall be left to the discretion of the chapters. Each chapter, however, will select its two delegates and one alternate from among chapter members who live or work within the chapter's geographical area. A chapter will be entitled to three delegates if one or more of their delegates present is a person of color. Delegates must have been a member of NOW for a period of at least a year and must serve a one-year term. In the case of a vacancy, it shall be the responsibility of each chapter president to report all changes of delegates and alternates to the Secretary of NOW New York State at least thirty days prior to any meeting of the State Council in which said delegate will vote.

4. Chairperson: The State Council shall, at its first meeting following its State Convention, elect a Council delegate or the incumbent Chairperson to be Chairperson of the State Council. Election procedures shall be determined by the State Council; however, a majority vote is required for election to the position of Chairperson. The Chairperson of the State Council shall serve for a period of one year, beginning immediately after the election, and ending upon the Council's first meeting following the State Convention. The chapter from which the Chairperson has been selected must send a new delegate to the Council. There is no term limit for Chair. The

Chairperson of the State Council, who shall preside at all State Council meetings, shall be responsible for establishing the agenda for the State Council meetings, and for chairing meetings of the State Council in a fair and unbiased manner. The chair shall ensure that individuals on all sides of an issue are given an opportunity to speak and ensure that members concerns are given placement on the agenda.

5. Salary and Compensation: With the exception of members of the Executive Committee, no paid employee of NOW-NYS shall vote at any State Council meeting or serve on the Elections Committee.

6. Presiding: In the absence of Chairperson of the Council, the President, the Executive Vice President, the Vice President of Legislation, Secretary, shall preside, in that order.

F. State Council Task Forces:

1. Composition: State Council Task Forces shall be set up as needed to address specific legislative issues or action areas as determined by Council. Chairs of State Task Forces will be appointed or re-appointed by Council for one year terms, which will expire before the first Council meeting of the fiscal year. Chairs or prospective chairs will submit a proposal to the Executive Vice president before the first Council meeting of the calendar year. The President may appoint a Task Force temporarily during the year, but it must be approved by the Council at the next State Council meeting, before its chair is given a vote. State Council Task Forces may include, but are not limited to Reproductive Rights, Young Feminist Issues, Lesbian Rights, Women of Color Issues, Domestic Relations Law, Ending Violence Against Women, and Economic Equity.

2. Functions and Duties:

- a. The State Council Task Forces execute programs and policies of the State Council within areas delegated to them. They may also, with the approval of State Council, plan, develop and carry out programs and policies within these areas.
- b. State Council Task Force programs and actions must have the approval of the State Council before being executed and before the State Task Forces make any commitments to such programs and actions. The State Council Task Forces shall, if working in a chapter's geographic area, first receive approval from that chapter, before implementing or executing any grassroots actions or programs. A goal of the State Council Task Forces shall be to build and increase the visibility of the local chapters.
- c. All money raised by the State Council Task Forces or any part thereof is the property of NOW-NYS and must be deposited into NOW- NYS accounts administered by the State Treasurer or a designee thereof, as approved by the Council.
- d. All materials prepared in the name of NOW-NYS, its State Council Task Forces, or any part thereof must be approved by the State Executive Committee before distribution.
- e. All calls for action or action projects developed by the State Council Task Forces must be approved by the State Council before they can be undertaken in the name of NOW-NYS or any part thereof of any of its Task Forces or any part thereof.

3. Chairs of the State Council Task Forces shall serve as delegates to the State Council. In the absence of chairs, members of the Task Force shall elect a temporary chair to represent them at Council.

4. Meeting Time: Time will be set aside for Committees and task forces to meet during the time period of each State Council meeting.

G. State Council Committees:

1. Composition: State Council Committees shall be set up as standing committees or as necessary to perform set organizational tasks. The State Council will set up committees. The President shall appoint a Chair from among the interested members at the meeting when the committee is formed. If a Chair resigns, the President will name a new Chair within five (5) calendar days of the vacancy occurring. The State Council may, by a majority vote, remove a chair. Committees shall be open to any member of the State Council. Committees may include, but are not limited to Finance and Budget, Public Information, Communications (website/blog), Membership, and Bylaws.

2. Functions and Duties:

- a. The State Council will give each committee a mission at the time it is formed.
- b. All committees will report to the State Council and to the President between meetings of the State Council.

3. Finance Committee: There shall be a standing Finance and Budget Committee whose duties shall be to regularly review all financial records of NOW-NYS and report to Council any irregularities.

4. Meeting Time: Time will be set aside for Committees and Task Forces to meet during the time period of each Council meeting.

V. Vacancies: In the event that any position of the Executive Committee shall fall vacant, the State Council shall elect a replacement. If the position of the President falls vacant, the Executive Vice President shall serve until the next regularly scheduled State Council meeting at time which the replacement shall be elected from among the members of the Executive Committee who have been elected to the Executive Committee by the State membership as prescribed elsewhere in these Bylaws. All other replacements must fulfill the eligibility requirements for elections as stated in these Bylaws.

VI. Finances:

A. Dues: The amount of NOW-NYS dues and/or the percentage collected by NOW-NYS shall be set by 2/3 vote of the NOW-NYS Council. Written notice of a vote regarding dues must be sent to all NOW-NYS chapters at least 30 calendar days prior to said vote

- B. Fiscal Year:** The fiscal year shall be January 1 through December 31.
- C. Financial Review:** A review of the books or an audit of the official NOW-NYS records shall be conducted annually. The type of audit shall be determined by the State Council.
- VII. Transition:** All members of the Executive Committee and Task Force Chairs shall transmit all records and documents to their successors in office within ten days of their last day in office. The "last day in office" shall be defined by the election of new officers. Should a position be vacant, then records and documents shall be sent to the central office or President as directed by the State Council.
- VIII. Suspensions and Removals:** The State Council may, by a vote of 2/3 of its actual membership, suspend or remove from office any NOW NYS officer whose actions are contrary to the purpose of NOW-NYS and/or injurious to the organization, provided that notice of an opportunity for a hearing shall be afforded the officer in question. The hearing shall take place not less than 30 calendar days or more than 60 calendar days after the notice is given.
- IX. Grievances:** It shall be the responsibility of the State Council to resolve State member and chapter grievances brought to its attention. All grievances shall be submitted to all parties named in the grievance and to the Chair of the Council at least ten (10) days before the regularly scheduled Council meeting through the mail, return receipt requested. The Chair shall make the grievance the first item on the meeting agenda. No person who is party to the grievance shall be appointed as a Grievance Committee Member or Alternate.

Grievance Procedure

1. Immediately after presentation of a grievance, the State Council shall appoint by lot three of its members, plus alternates equal in number to the number of parties to the grievance, to serve as a Grievance Committee.
2. The pool of possible Grievance Committee members and alternates shall consist of all Council members present who have consented to be part of the pool, except that no person who is party to the grievance shall be appointed as a Grievance Committee Member or Alternate.
3. The Secretary shall notify all parties to the grievance of the names of Grievance Committee members and alternates, and shall send this notice through the mail return receipt requested within 48 hours of the appointment of the Grievance Committee.
4. Each party shall have ten days from receipt of this notice to object to the seating of one, and only one member of the Grievance Committee.
 - a. An objection must be mailed to the Secretary, return receipt requested, within ten days of receiving notice of the Committee.
 - b. Alternates shall replace Committee members in the same order that the alternates were drawn from the pool.

5. The Grievance Committee shall attempt to mediate and if not possible to arbitrate the grievance within 90 days of being appointed, and shall bring its decision to the State Council.

c. Failure of any party to the grievance to participate in the proceeding as requested by the Grievance Committee shall result in a finding against that party.

d. The findings and decisions made through the Grievance Procedure shall be final, and may be appealed only to National NOW in accordance with its procedures.

X. **Amendments:** These bylaws may be amended by a 2/3 vote of the State Convention, provided that the amendment has been proposed by the State Executive Committee, by the State Council, by petition of five percent of the membership at large, or by a member chapter, and that a written notice of the proposed amendment has been mailed to all NOW-NYS members in good standing at least 45 calendar days prior to the meeting of the State Convention. NOW-NYS must send any proposed amendments that have met these requirements out with the State Convention notice mailing as long as it was received, with documentation of how it was approved, by the NOW-NYS office at least 75 calendar days prior to the convening of the State Convention. The bylaw amendment shall take effect immediately upon passage unless specified otherwise within the amendment.

XI. **Dissolution:**

A. **Rules For Dissolution:** The Corporation may be dissolved only by approval by mail ballot of not less than 2/3 of the members in good standing or by a resolution approved in writing by 2/3 of the chartered chapters.

B. **Disposition of Resources:** Upon dissolution of the organization, the State Council shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the funds in such a manner or to such organization or organizations as shall at the time qualify as devoted to the purposes of NOW-NYS.

XII. **Parliamentary Authority:** Except as herein provided, all proceedings of this organization shall be governed by the current edition of *Robert's Rules of Order Newly Revised*.

XIII. **Conflict of Interest:** All members of the Council must disclose whether s/he is affiliated with any entity with which NOW-NYS has a relationship, and any transaction of NOW-NYS in which s/he may have an interest.