

**National Organization for Women-New York City, Inc. Bylaws
(Adopted September 29, 2015)**

ARTICLE I

NAME

The chapter, a unit of the National Organization for Women ("NOW" or "National"), shall be called the National Organization for Women-New York City, Inc. (the "New York City Chapter" or the "Chapter").

ARTICLE II

PURPOSE

The purpose of the New York City Chapter shall be to take action to bring women into full participation in the mainstream of American society, NOW, exercising all the 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. It includes freedom from discrimination because of gender, race, color, sexual orientation, age, religion, marital or parental status, economic status, or national origin.

Our mission is to advocate and take action for the women and girls of New York City by promoting reproductive health and freedom, achieving economic empowerment, and ending discrimination and violence against women.

ARTICLE III

POLICY

The Chapter shall be bound by the National Bylaws and may not take action which is contrary thereto. Where there is no established policy, the Chapter may express itself on any subject which is directly related to the purpose of NOW.

ARTICLE IV

MEMBERSHIP

The Chapter shall have a minimum of ten members. Any person who subscribes to NOW's purpose shall be eligible to become a member of the Chapter. Upon payment of National and Chapter dues, said person shall be enrolled as a member of the Chapter and National. No person shall be excluded from membership or otherwise discriminated against within the organization because of gender, race, color, sexual orientation, age, religion, marital or parental status, economic status, or national origin. The ultimate authority for the Chapter shall reside in the Membership.

ARTICLE V

STRUCTURE

The structure of the Chapter shall be as follows:

SECTION 1. Officers

The officers of the Chapter shall be the President, three Vice Presidents (but see Article XIII Section 3), Chair, Secretary and Treasurer. The Chapter's officers shall constitute the Executive Committee of the Board.

SECTION 2. Board of Directors

The Board of Directors ("Board") shall consist of the **seven** elected officers of the Chapter; **five** elected Board members at-large; up to **five** appointed Board members at-large; and those Issue Committee Coordinators who choose to serve on the Board. In the case of a tied vote for Vice President or Board member at-large, more than seven officers or more than five elected Board members at-large may serve on the Board (see Article XIII, Section 3).

SECTION 3. Issue Committees

Members may form issue committees ("committees") whose purpose will be to take action to advance NOW's purpose. These may include, but are not limited to:

- Consciousness Raising
- Education
- Employment Rights/(Women in the Workplace)
- Family Relations
- Lesbian Rights
- Media Reform
- Minority Women's Issues
- Midlife and Older Women's Issues
- Psychology
- Reproductive Rights
- Women's Health
- Ending Violence Against Women

New committees may be formed by two-thirds vote of the Board of Directors, when the provisions set forth in the Operating Rules (as defined in Article XX) are met. Committees shall be subject to reauthorization by a majority vote of the Board on a yearly basis, according to the Operating Rules.

All committee members must be Chapter members, and only committee members may vote in the committee.

Each committee shall have one coordinator ("Coordinator" or "Committee Coordinator"). A Committee Coordinator may choose to serve as a member of the Board of Directors.

In the absence of the appointed Coordinator, a committee member, designated by the Coordinator, may represent the Committee at the Board meeting or at a Membership meeting, and, as a deputy, may vote (see Article XI).

SECTION 4. Advisory Council

The Board may designate an Advisory Council, whose purpose shall be:

- (a) to assist with fund raising and Chapter capacity,
- (b) to act in a consultative capacity,
- (c) to lend their good name and influence to Chapter efforts.

SECTION 5. Compensation of the President, Chapter Employees and Agents

The President may be compensated on a full-time or part-time basis or may serve without compensation.

The President may appoint an acting Executive Director and submit this name to the Board of Directors for final approval. The President may terminate the employment of the Executive Director, with notice to the Board.

The President may appoint such other employees and agents as she shall deem necessary and may terminate the employment of an employee, with notice to the Board.

Compensation of the President, the Executive Director, and other employees shall be determined by the Board of Directors.

ARTICLE VI OFFICERS

SECTION 1. Officers

The officers of the Chapter shall be the President, three Vice Presidents, Chair, Secretary and Treasurer. In the case of a tied vote for Vice President, more than three Vice-Presidents may serve on the Board (see Article XIII, Section 3).

SECTION 2. Election & Term of Office

All officers shall be elected at the Biennial Election Meeting and shall hold office for a term of two years or until their successors take office. No officer shall be eligible for more than four consecutive terms in the same office. Officers shall take office upon adjournment of the meeting at which they were elected.

SECTION 3. Vacancies

Any vacancy in any office may be filled for the unexpired term by vote of a majority of Board members then in office. Any individual appointed by the Board to fill a vacancy in any office must meet the qualifications required for that office under these Bylaws. Any officer elected or appointed to fill a vacancy shall hold office until the next Biennial Election Meeting or until her successor takes office.

ARTICLE VII DUTIES OF OFFICERS

SECTION 1. President

The President shall be the Chief Executive Officer and principal spokesperson of the Chapter, shall preside at the meetings of the Executive Committee; shall act as Chapter liaison with National and New York State NOW, shall make regular reports to the Board and the Membership; shall perform such duties as are directed by the Executive Committee and the Board; shall be an ex-officio member of all committees except the Elections Committee. The president shall also preside at each General Membership Meeting, or designate another Board or staff member to preside.

The President shall be responsible for the general supervision and direction of the other officers and the agents and employees of the Chapter and shall perform such other duties as the Board may assign to her. The President shall generally manage and supervise the operations of the

Chapter. The President shall attend Board meetings, keep the Board well informed on the activities and affairs of the Chapter, and consult with the Board on the activities and affairs of the Chapter.

SECTION 2. Vice Presidents

The three Vice Presidents shall generally assist the President in advancing the chapter's mission and purpose, especially in matters of action, legislation, and development.

SECTION 3. Chair

The Chair shall prepare the agenda for and preside at all meetings of the Board of Directors. In the absence of the Chair at a Board meeting, the Board members present shall determine among themselves who shall chair the meeting.

SECTION 4. Secretary

The Secretary shall take accurate and detailed minutes of all meetings of the Board and shall timely record, upon Board adoption, said minutes in the Chapter's minute book. The Secretary shall take minutes of other meetings as necessary and shall assure the maintenance of and access to Chapter archives.

SECTION 5. Treasurer

The Treasurer shall present the financial status of the organization at each Board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help assemble materials for the annual audit and tax filings, and make financial information available to Board members, the Chapter membership, and the public.

ARTICLE VIII

BOARD OF DIRECTORS

SECTION 1. Number, Composition, Election, Appointment and Term of Office

The Board of Directors ("Board") shall consist of the **seven** elected officers of the Chapter; **five** elected Board members at-large; up to five appointed Board members at-large; and those Committee Coordinators who choose to serve on the Board. In the case of a tied vote for Vice President or Board member at-large, more than seven officers or more than five elected Board members at-large may serve on the Board (see Article XIII, Section 3).

All elected Board members shall be elected at the Biennial Election Meeting and shall hold office for a term of two years or until their successors shall take office. Elected Board members shall take office upon adjournment of the meeting at which they were elected.

Up to five at-large Board members may be appointed by a two-thirds vote of the Board of Directors. Appointed Board members must run for election in the next Biennial Election Meeting to continue on the Board.

SECTION 2. Powers and Duties

The Board of Directors shall have general power to control, manage, and govern the affairs and property of the Chapter subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The Board shall set policy; shall manage the funds and property of the Chapter; shall approve the Chapter budget; shall devise measures to promote the Chapter's growth and effectiveness; shall foster Chapter activism; and shall be responsible for raising money for Chapter operating expenses. The Board of Directors shall be responsible to the Membership for all the above.

SECTION 3. Meetings of the Board. Regular meetings of the Board shall be held at such times and places as the Board shall designate. There shall be at least four Board meetings per year.

SECTION 4. Special and/or Emergency Meetings. Special meetings of the Board may be held upon the call of the President, or as determined by the Board.

SECTION 5. Notice of Meetings of the Board. Notice of the time and place of regular meetings of the Board shall be given in person at the first Board meeting following the Biennial Election Meeting or shall be given by the Secretary or Chair by mail, e-mail, or other means of written communication including electronic transmission, to each Board member at least two weeks before such meeting.

Notice of the time and place of special or emergency meetings of the Board shall be given by the Secretary or Chair to each Board member by email and by telephone, at least twenty-four hours before such meeting.

SECTION 6. Board votes Except where otherwise specified, any action that may be taken by the Board shall be determined by a majority vote of its members, provided that a quorum of the Board must participate in the vote.

SECTION 7. Polling the Board. Any member of the Board may, after notifying the President, poll the Board to vote on a time-sensitive matter between Board meetings. The polling may be done by a person designated by the Board member, but Board members shall be responsible for transmitting their votes in writing to the Secretary, who shall announce the results and record them in the minutes of the next Board meeting. Such votes shall not be anonymous; upon request, the names of Board members who voted for and against the proposal, with an account of how each Board member voted, shall be disclosed to any Board member.

SECTION 8. Conference Calls. A Board member may participate in a meeting of the Board by means of a telephone conference call or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.

SECTION 9. Committee Coordinators' Appointments

Recommendations shall be in writing to the Board of Directors for the appointment of standing Committee Coordinators by any or all of the following sources: (1) the President, (2) a Vice President, or (3) a majority vote of the committee, whose members will attest their names to this majority vote. Committee Coordinators shall be appointed by majority vote of the Board of

Directors at its January meeting, or when the committee plan is approved. Thereafter, should a Committee Coordinator resign during the year, recommendations for replacements will be made at a Board meeting immediately following such resignation.

SECTION 10. Committee Coordinators' Term

All Committee Coordinators shall be appointed by the Board of Directors for a term of one year or until the Biennial Election Meeting, whichever comes first. No Committee Coordinator shall be eligible for more than four consecutive terms in the same position. Appointments to fill vacancies in Committee Coordinator positions shall not constitute a full term for purposes of this provision.

SECTION 11. Board Committees

The Chapter's officers shall constitute the Executive Committee of the Board (see Article IX). The Board shall designate from among its members a Finance Committee (see Article XII). In addition, the Board may designate from among its members a Fundraising Committee, a Membership Recruitment and Outreach Committee, and other standing committees or ad hoc committees ("Board Committees") as it may deem appropriate. Board Committees shall serve to facilitate Board members' performance of their responsibilities, including responsibilities for financial oversight, fundraising, activist leadership, and chapter development. The Board may vote to include a chapter member who is not a Board member as a member of a Board Committee.

ARTICLE IX

DUTIES OF EXECUTIVE COMMITTEE

The Executive Committee shall conduct preliminary discussions of matters to be presented to the Board; shall act upon directives from the Board; and shall report its actions to the Board as appropriate. The Executive Committee shall meet upon the call of the President or of at least three officers.

**ARTICLE X
MEETINGS OF THE MEMBERSHIP**

There shall be a minimum of 5 meetings scheduled each year, which shall be designed to foster Chapter members' participation, activism, and leadership; welcome members' input concerning Chapter goals and actions; and generate action and awareness on issues relevant to the Chapter's mission and purpose. Once every two years, there shall be a January General Membership Meeting, which shall be the Biennial Election Meeting ("Election Meeting"). The ultimate authority for the Chapter shall reside in the Membership.

**ARTICLE XI
ATTENDANCE**

A Board member will be subject to dismissal upon missing three consecutive or four total Board meetings per term. After the third consecutive or fourth total meeting missed, the Board may direct that the Secretary shall, within five days, send a letter to the Board member asking him or her to appear at and address the next regular Board meeting. At this meeting, the Board may vote on whether or not to retain the Board member as a Board member.

The attendance requirements apply to Committee Coordinators except that a deputy (see Article V, Section 3) may attend one meeting without prejudice to the Coordinator's attendance record.

**ARTICLE XII
FINANCES**

SECTION 1. Dues

Chapter members shall be billed for both National and Chapter dues by a designated member of the Board or Staff, who shall transmit National dues to the National Treasurer within 30 days after receipt; shall keep accurate records of the transmission of dues; shall maintain up-to-date membership records; and shall make monthly reports to the Treasurer.

SECTION 2. Finance Committee

The Finance Committee shall include the Chapter President, the Treasurer, and at least two other Board members. The Finance Committee shall act in an advisory capacity to the Treasurer and to the Board of Directors. Large or extraordinary expenses or increases in fixed expenses shall be authorized by the Board of Directors after consideration by the Finance Committee.

**ARTICLE XIII
ELECTIONS**

SECTION 1. Elections Committee

An Elections Committee consisting of five or seven Chapter members shall be elected by voice or by ballot at an October meeting of the membership. The Elections Committee shall elect its own chair, who may not run for any elective office. The Elections Committee shall publish the following information in the winter newsletter: a description

of the duties of all elected positions, notice of bylaw requirements for elections, the date and location of the election, and deadlines for declaring candidacy. The Elections Committee shall solicit candidates for the elected offices from the Membership and shall record and present the names of all announced candidates on the website within five business days of the deadline for declarations of candidacy.

The Elections Committee shall be responsible for drafting a set of election procedures, presenting same to the Membership for approval, and printing the final copy of the election rules; shall have ballots and voting cards printed; shall be responsible for organizing the administrative aspects of the election of the Officers and elected Board members in January.

SECTION 2. Candidates

A candidate for Officer must be a member of the Chapter for six months prior to the Biennial Election Meeting. A candidate for President or Vice President must be a Chapter member for one year and must have been either an active member of a committee or must have held a position on the Board of Directors for one year. Each candidate shall provide a biographical description to the Elections Committee. The Elections Committee shall distribute these biographies to the Membership in the month of the Biennial Election Meeting.

No Officer shall be eligible for more than four consecutive terms in the same office. Appointments to fill vacancies in Committee Coordinator positions shall not constitute a full term for purposes of this provision.

SECTION 3. Election

Members must be present at the Biennial Election Meeting in order to vote in the Election. Membership in the Chapter for at least 30 days at the time of the Biennial Election Meeting shall be required in order to vote.

The President, Chair, Secretary, and Treasurer shall be elected by a majority of ballots cast at the Biennial Election Meeting. If there is no majority for any candidate for an officer position, a plurality shall elect.

Three Vice Presidents shall be elected by the following means. All candidates for Vice President shall be listed on the ballot, with instructions to vote for up to three of said candidates and to cast no more than one vote for any candidate. The three candidates receiving the most votes shall be elected Vice Presidents. In the event that two candidates are tied for third place, both candidates may be seated as Vice Presidents (in which case there may be more than three Vice Presidents).

Five elected Board members at large shall be elected by the following means. All candidates for Board member at-large positions shall be listed on the ballot, with instructions to vote for up to five of said candidates and to cast no more than one vote for any candidate. The five candidates receiving the most votes shall be elected Board members at-large. In the event that two candidates are tied for fifth place, both

candidates may be seated as elected Board members (in which case there may be more than five elected Board members at-large; in this circumstance the Board may still appoint up to five additional Board members).

SECTION 4. Election Rules

I. BIENNIAL ELECTION MEETING

- A. **Time and Place.** The time and place of the Biennial Election Meeting will be decided upon by the Elections Committee in accordance with these bylaws.
- B. **Notice.** A notice of the election, descriptions of the positions to be elected and the election rules will be placed on the NOW-NYC website and published in the winter newsletter.
- C. **Speeches.** Each candidate, in the order listed on the ballot, shall make a verbal presentation of no more than five minutes for presidential candidates and of three minutes for all other candidates.

II. CANDIDATES

- A. **Declaration of Candidacy.** Each candidate shall submit a Declaration of Candidacy (Declaration) accompanied by a feminist resume of no more than 750 words for candidates for president and 500 words for all other candidates. Each Declaration must contain the candidate's name, contact information and statement of how the candidate meets the eligibility requirements for that office.
- B. **Submission of Declaration.** The Declaration and resume must be e-mailed to the address designated by the Elections Committee.
- C. **Deadline for Nominations.** The deadline for receipt of Declarations of Candidacy and resumes will be decided upon by the Elections Committee and published in the winter newsletter. There will be no nominations from the floor at the Biennial Election Meeting.
- D. **Eligibility for Office.** The Elections Committee will determine a candidate's eligibility to run based on the NOW-NYC bylaws requirements for each position. The Committee will notify candidates of their eligibility to run for the office chosen.
- E. **Notice to Members.** The names and resumes of eligible candidates shall be posted on the NOW-NYC website within five business days of the deadline for declarations of candidacy. All members can request paper copies of candidate's information. Furthermore, copies of candidate information will be made available to voters at the Biennial Election Meeting.

III. Membership Lists/Rosters

- A. **Access for Candidates.** All candidates shall have access to the NOW-NYC complete membership lists for campaigning purposes, including copies of all new-join membership forms for members joining on or before December 31 of the year prior to the election with credit card information blacked out. Photocopies of these new-join membership forms

may be made by candidates at no cost. The original membership list shall not be taken from the Chapter office. However, membership rosters shall be provided electronically by e-mail to all candidates, on request, for use for this election only and for no other purpose. As a condition of receipt, candidates shall sign a statement certifying that they will not distribute or disseminate the list or any portion thereof to any individual or organization.

B. Ordering of Rosters. The NOW-NYC Elections Committee chair shall order the electronic membership roster from National NOW on the same days as the orders are placed that the aforementioned orders are approved.

C. "In-Chapter new joins." Two copies shall be made of each NOW-NYC "chapter new-join" and its attached proof of payment received by **December 31, the month before the election.** One copy shall be sent to the Elections Committee chair, and a separate file in the Chapter office shall maintain one copy.

IV. Voter Eligibility/Credentialing

A. Voter Eligibility. In order to vote, one must have been a chapter member for at least 30 days at the time of the Biennial Election Meeting. The membership form and dues payment must have been received at the NOW-NYC office or at the National NOW office by that date. The Elections Committee shall verify the eligibility of voters and check documentation when necessary.

B. Proof. Proof of membership shall consist of: (1) the voter's name appearing on the roster from National NOW or (2) a cancelled dues check or a credit card billing statement, or (3) a receipt of payment made by cash.

C. Photo ID. Photo identification (e.g. driver's license, work ID or student ID) must be presented at the time of credentialing.

D. Opening and closing of credentialing. Credentialing of voters shall begin at 5:30pm and continue thereafter with no one allowed at the credentialing lines after 9:15pm. The closing of credentialing shall be 10 minutes after the last person on line at 9:15pm shall have received a ballot or been declared ineligible to vote.

V. Voting

A. Ballots. Once a voter has been determined eligible a ballot initiated by a member of the Elections Committee shall be issued to the voter. The voter will be required to sign her/his name in one or more places to acknowledge receipt of the ballot.

B. Each voter shall receive only one ballot. A listing of the candidates and the office for which they are running shall appear on each ballot, with a method of signifying voting choice. Under each position, the candidates' names will be listed in alphabetical order.

- C. Ballots may be deposited in one or more ballot boxes from the time that credentialing opens until 15 minutes after the close of credentialing. There shall be no replacement of lost ballots.

VI. Election by Acclamation

- A. If there is only one candidate for each position to be filled, a motion shall be made at the Biennial Election Meeting to elect all candidates by acclamation. When this motion passes, all candidates are elected to office and voting procedures for balloting are rendered unnecessary. If there is a contested election for any position, there must be balloting for all positions.

VII. Poll watchers and electioneering

- A. **Poll Watchers.** Each candidate in a contested election may appoint a poll watcher to be present during credentialing and the counting of ballots. Poll watchers may also inspect the balloting box (es) before balloting begins. Candidates at the first level, contested office, going in the order presented in the bylaws, may select one poll watcher at each credentialing table and two at the balloting box (es).
- B. **Electioneering.** There shall be no election material, such as posters, buttons, stickers, literature (except for candidate resumes, candidate biographies, or lists of candidates who are running together as a slate) or other campaign paraphernalia distributed or worn on the premises during the night of the Election Meeting. The Elections Committee shall enforce this rule.
- C. **Election results.** The Elections Committee will announce the results of the election after they are tabulated. The Elections Committee chair will keep the original ballots/signatures/rosters with one copy made and sent by the Elections Committee chair to the National NOW VP-Membership.

ARTICLE XIV

DISCIPLINARY PROCEDURES

SECTION 1. Internal Relations

In an event of an internal dispute the Chair of the Board may perform a conciliatory or mediatory function, or may appoint one or more persons to act in this capacity with the approval of all parties in the dispute.

SECTION 2. Suspensions and Removals

PART A. Members:

Recommendation for suspension or removal of a member must first be brought before the Board of Directors. If a majority of the Board votes that the action of the member is contrary to the purpose of and or injurious to the National Organization for Women and the New York City Chapter, a hearing shall be held. Printed notice shall be given to all members before such a hearing is held. At that hearing the member may be suspended or

removed from membership by a two-thirds vote of the members present. Attendance at such a hearing shall be limited to Chapter members only.

PART B. Officers and Board Members:

Officers and Board members may be removed from office for excessive absence from Board meetings, subject to the procedures in Article XI.

Officers and Board members may also be suspended or removed from office by means of the same procedure by which a member may be removed from membership. (see Article XIV, Section 2, Part A).

PART C. Committee Coordinators:

Committee Coordinators may be suspended or removed from office if two-thirds of the full Board of Directors find just cause after having heard the recommendation by the Executive Committee. The Coordinator under consideration for suspension or removal may request a hearing. (see Article XIV, Section 2, Part A).

ARTICLE XV

QUORUM

SECTION 1. Membership Meetings

The quorum for all General Membership Meetings shall consist of 20 members or five percent of the Membership, whichever is smaller.

SECTION 2. Board of Directors

The quorum for the Board of Directors shall consist of the majority of its members.

SECTION 3. Executive Committee

The quorum for the Executive Committee shall consist of a majority of its members.

SECTION 4. Finance Committee

The quorum for the Finance Committee shall consist of a majority of its members.

ARTICLE XVI

TRANSITION OF OFFICE

The President and Board members shall release Chapter records as specified in the Operating Rules to their successors, by the date their successors take office.

ARTICLE XVII

AVAILABILITY OF BYLAWS AND RULES

Each Board member and Committee Coordinator upon election or appointment shall receive a copy of the Bylaws and rules. A copy of the Bylaws shall be posted on the Chapter website and shall be available upon request of any member in the offices of the Chapter during normal business hours.

ARTICLE XVIII

CONFLICTS OF INTEREST

The Chapter shall have a policy on conflicts of interest which shall be approved by the Board and signed and followed by all Board members.

**ARTICLE XIX
INDEMNIFICATION**

The Chapter shall, to the fullest extent authorized by law, indemnify and hold harmless any present or former officers, Board members, or staff members of the Chapter or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that she, her testator or intestate is or was an Officer, Board member, or staff member of the Chapter, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee benefit plan), amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein provided said Officer or Board member has not acted in a negligent manner or breached her duties as an Officer or Board member. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person, her testator or intestate may be entitled apart from this provision.

**ARTICLE XX
AMENDMENTS**

These Bylaws may be amended by the majority vote of the members present at a meeting of the Membership, provided that:

- (1) the amendment has been proposed by the Board of Directors or by a petition of five percent of the Membership; and
- (2) a written notice of the proposed amendment has been mailed to all Chapter members, postmarked at least ten days before the meeting at which the vote is taken.

**ARTICLE XXI
PROCEDURE**

Except as herein provided, all the proceedings of this Chapter shall be governed by Robert's Rules of Order, Newly Revised when not contrary to the laws of the State of New York. There shall be no voting by proxy.

**ARTICLE XXII
OPERATING RULES**

The Chapter may adopt operating rules ("Operating Rules") which shall set forth procedures for implementation of the Bylaws. No operating rule may conflict with the Bylaws. To the extent any operating rule conflicts with the Bylaws, the Bylaws shall govern.

Any written proposal to adopt, amend, or repeal an operating rule may be brought to the Board, and upon approval by the Board, the Board shall notify the Membership by printing the proposed change in the next issue of the Chapter newspaper.

The proposal will be voted on at the second regular Board meeting following the proposal's introduction, and requires a two-thirds vote of the Board members present for approval.

**ARTICLE XXIII
DISSOLUTION**

The New York City Chapter of the National Organization for Women may be dissolved if two-thirds of the total number of Chapter members in good standing vote to do so. Upon dissolution of the New York City Chapter of the National Organization for Women, after provision for payment of all liabilities, the assets shall revert to the National Organization for Women.