



Bylaws

of

National Association

of

Black Military Women

A Domestic Nonprofit Corporation

TABLE OF CONTENTS

1.	NAME.	10
1.1.	Corporate Name	10
2.	OFFICES	10
2.1.	Principal Office	10
2.2.	Other Offices	10
3.	PURPOSES.	10
3.1.	General Purpose	10
3.2.	Specific Purpose	10-11
4.	LIMITATIONS.	11
4.1.	Political Activities	11
4.2.	Prohibited Activities	11-12
5.	DEDICATION OF ASSETS.	12
5.1.	Property Dedicated to Nonprofit Purposes	12
5.2.	Distribution of Assets Upon Dissolution	12
6.	INTELLECTUAL PROPERTY OWNERSHIP.	12
6.1.	NABMW Intellectual Property Ownership and Rights	12-13
6.2.	Chapter Use of NABMW Intellectual Property	13
6.3.	NABMW Rights and Remedies	13-14
7.	NABMW MEMBERSHIPS.	14
7.1.	Members	14
7.2.	Regular, Associates, Members at Large, and Honorary Membership	14-15
7.3.	Voting Members	15
7.4.	Categories of Membership	15-17
7.5.	Components	17

		17-18
7.6.	Membership Rights and Responsibilities	
7.7.	Termination of Membership	18
7.8.	Effect of Membership Termination	19
8.	STRUCTURE OF NABMW.	19
8.1.	NABMW Headquarters	19
		19
8.2.	Hierarchical Structure of NABMW	
8.2.1.	National Executive Board of Directors (the “Board”)	19
8.2.2.	NABMW Officers (National)	20
8.2.3.	Standing Committees	20-21
8.2.4.	NABMW National Body	22
8.2.4.1.	Biennial National Convention	22
8.2.5.	NABMW Regions	22-23
8.2.6.	Regional Meetings and Conferences	23
		23
8.2.7.	NABMW Local	
9.	BOARD OF DIRECTORS.	23
9.1.	Number and Qualifications	23
9.1.1.	Number	23
9.1.2.	Qualifications	23
9.2.	Powers Exercised by the NABMW Board	24
9.3.	Terms; Election of Successors	24
9.4.	Board Members:	24
9.4.1.	Voting Board Members	24
9.5.	Vacancies	24
9.5.1.	Events Causing Vacancy	24

9.5.2.	Appointment to Fill Vacancies	25
9.5.3.	Removal	25
9.5.4.	No Removal on Reduction of Number of Directors	25
9.5.5.	Resignations	25
9.6.	Meetings' Time and Place	26
9.7.	Regular Meetings	26
9.8.	Special Meetings	26
9.9.	Notice of Meetings	26
9.9.1.	Procedure of Meetings	26
9.9.2.	Manner of Giving	26-27
9.9.3.	Time Requirements	27
9.9.4.	Notice Contents	27
9.9.5.	Place of Board Meetings	27-28
9.9.6.	Meetings by Telephone or Similar Communication Equipment	28
9.10.	Quorum and Action of the Board	28
9.10.1.	Quorum	28
9.10.2.	Minimum Vote Requirements for Valid Board Action	28
9.10.3	Waiver of Notice	28-29
9.11.	Adjournment	29
9.12.	Notice of Adjournment	29
9.13.	Conduct of Meetings	29
9.14.	Action Without Meeting	30
9.15.	Executive Board Meeting Requirements	30
		30-31
9.16.	Fees and Compensation of Directors	
10.	NATIONAL OFFICERS.	31

10.1.	National Officers:	31
10.2.	Election of Officers	31
10.3.	Removal of Officers	31
10.4.	Resignation of Officers	31-32
10.5.	Vacancies in Offices	32
10.6.	Responsibilities of Officers	32
10.6.1.	President	32
_____		32
10.6.1.1.	Appointments	32
_____		33
10.6.1.2.	Annual Reports	33
_____		33
10.6.1.3.	Disbursement Approval	33

10.6.1.4.	Voting Member	
10.6.2.	Vice President of Operations	33
10.6.2.1.	Annual Reports	33
10.6.2.2.	Disbursement Approval	33
10.6.2.3.	Voting Member	33
10.6.3.	Vice President of Military Affairs	33
_____		34
10.6.3.1.	Liaison	34
_____		34
10.6.3.2.	Reporting	34

10.6.3.3.	Voting Member	
10.6.4.	Secretary	34

10.6.4.1. Bylaws	34
10.6.4.2 Recordkeeping, Meetings, and Minutes Book	34
10.6.4.3. Notices	34
10.6.4.4. Corporate Records	34
10.6.4.5. Corporate Seal and Other Duties	35
10.6.4.6. Member	35
10.6.5. Treasurer and Assistant Treasurer	35
10.6.5.1. Books of Accounts	35
10.6.5.2. Financial Reports	35
10.6.5.3. Deposit and Disbursement of Money and Valuables	35-36
10.6.5.4. Bond	36
10.6.5.5. Voting Member	36
10.6.6. Financial Secretary and Assistant Financial Secretary	36-37
10.6.6.1. Voting Member	37
10.6.7. Historian and Assistant Historians @ 2	37
10.6.7.1 Chronicling	37
10.6.7.2. Voting Member	37
10.6.8. Public Relations Officer and Assistant Public Relations Officer	37
10.6.8.1. Spokesperson	37-38
10.6.8.2. Voting Member	38
10.7. Regional Director(s)	38
10.8. Appointed Officers	38

10.8.1.	Parliamentarian	38
10.8.2.	Sergeant-at-Arms	38
10.8.3.	Chaplain	39
10.8.4.	Membership Chair and Assistant Membership Chair	39
10.9.	Additional Officers	39
10.10.	Removal of Board Members and Officers for Missing NABMW Meetings	39
10.10.1.	Specified Times of Removal for Missing NABMW Meetings	39-40
10.9.2.	Board Member Vacancy	40
11.	CHAPTERS.	40
11.1.	Local Subsidiary Chapters	40
11.2.	Chapter Formation	40
		41
11.3.	Chapter Formation Requirements	
11.4.	Chapters in Good Standing	41
11.5.	Chapter Non-Compliance	41
11.6.	Chapter Dissolution, Disaffiliation, or Secession	41
12.	TRANSACTIONS BETWEEN ASSOCIATION AND BOARD OF DIRECTORS (DIRECTORS) OR OFFICERS.	42
12.1.	Transactions with Directors and Officers	41
12.1.1.	Interested Party Transactions	41-42
12.1.2.	Requirements to Authorize Interested Party Transactions	42
12.1.3.	Material Financial Interest	43
12.2.	Loans to Directors and Officers	43
12.3.	Interlocking Directorates	43

12.4.	Duty of Loyalty; Construction with Article 12	43
13.	INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS.	44
13.1.	Definitions	44
13.1.1.	“Agent”	44
13.1.2.	“Proceeding”	44
13.1.3.	“Expenses”	44
13.2.	Applicability of Indemnification Provisions	44
13.2.1.	Successful Defense by Agent	44
13.2.2.	Settlement or Unsuccessful Defense by Agent	44-45
13.3.	Actions Brought by Persons Other than the Association	45
13.3.1.	Scope of Indemnification in Third Party Proceedings	45
13.3.2.	Required Standard of Conduct for Indemnification in Third Party Proceedings	45
13.3.	Action Brought by or On Behalf of the Association	46
13.3.1.	Scope of Indemnification in Proceeding by or On Behalf of the Association	46
13.3.2.	Required Standard of Conduct for Indemnification in Proceeding by or On Behalf of the Association	46
13.3.3.	Claims Settled Out of Court	46
13.3.4.	Claims and Suits Awarded Against Agent	47
13.4.	Determination of Agent’s Good Faith Conduct	47
13.5.	Limitations	47
13.6.	Contractual Rights of Non-Directors and Non-Officers	48
13.7.	Insurance	48
14.	CORPORATE RECORDS, REPORTS AND SEAL.	48
14.1.	Minute Book	48
14.2.	Books and Records of Account	48

14.3.	Articles of Incorporation and Bylaws	48
14.4.	Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns	49
14.5.	Annual Report; Statement of Certain Transactions	49
14.6.	Directors' Rights of Inspection	50
14.7.	Corporate Seal	50
15.	EXECUTIONS OF INSTRUMENTS, DEPOSITS AND FUNDS.	50
15.1.	Execution of Instruments	50
15.2.	Checks and Notes	50
15.3.	Deposits	51
15.4.	Gifts	51
16.	CONSTRUCTION AND DEFINITIONS.	51
17.	TERM OF OFFICE.	51
18.	AMENDMENTS OF BYLAWS.	51
18.1.	Amendment by Directors	51-52
CERTIFICATE OF SECRETARY		53
NOTHING FOLLOWS		

1. NAME.

1.1. Corporate Name

The name of this Association is **The National Association of Black Military Women, Inc.** (“NABMW” or the “Association”), formerly known as The Women’s Army Auxiliary Corps/Women Army Corps/Women in Service (WAAC/WAC). This name **shall not** be changed unless permission is obtained from the two-thirds (2/3rd) majority vote of the members that are present at a biennial meeting during the national biennial convention or obtained from a two-thirds (2/3rd) majority of the organization’s entire membership’s vote held prior to the national biennial convention.

2. OFFICES.

2.1. Principal Office

The principal office for the transaction of the business of the Association **may** be established at any place or places within any state in the United States by resolution of the National Executive Board (the Board).

2.2. Other Offices

The Board **may** at any time establish branch or subordinate offices at any place or places where the Association is qualified to transact business.

3. PURPOSES.

3.1. General Purpose

The Association is a nonprofit corporation and is not organized for the private gain of any person(s). It is organized under the Not-for-Profit Association Law of New York (“New York Nonprofit Association Law”) for charitable purposes.

3.2. Specific Purpose

The specific purpose of the Association **shall** include without limitation:

- a. to provide an archival facility to collect, preserve, communicate, and exhibit informative materials on the participation of Black American Military Women who contributed to the defense of this country,

to ensure that historical information concerning the individuals mentioned is available to the United States (as requested) through lectures, forums, exhibitions, school activities, articles, research, and other activities,

- b. to motivate and support the youth of our communities in the attainment of greater achievements by identifying Black military women role models throughout our history,
- c. to increase one's individual knowledge of Black Military Women who have served and are serving in the military,
- d. to foster a spirit of camaraderie and good-will among other individuals who have a keen interest in Black history,
- e. to monitor and record military issues pertaining to or affecting women in the military.

4. LIMITATIONS

4.1. Political Activities

The Association has been formed for the charitable purposes described in Article 3, and it **shall** be nonprofit and nonpartisan. No substantial part of the activities of the Association shall consist of carrying on propaganda and the Association **shall not** participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

4.2. Prohibited Activities

The Association **shall not**, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 4. The Association may not carry out any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors, or other persons as such. Furthermore, nothing in Article 4 shall be construed as allowing the Association to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of

1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

5. DEDICATION OF ASSETS.

5.1. Property Dedicated to Nonprofit Purposes

The property of the Association is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Association **shall** ever inure to the benefit of any of the Board, its Directors, or Officers, or to the benefit of any private person(s), except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article hereof.

5.2. Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association **shall** be distributed to a nonprofit fund, foundation, or Association which is organized and operated exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

6. INTELLECTUAL PROPERTY OWNERSHIP.

6.1. NABMW Intellectual Property Ownership and Rights

The National Association of Black Military Women, Inc., **shall** own all and exclusive rights, title, and interest in the Association’s name, logos, programs, domain names, chapter and regional names, and all authored works, materials, photos, and artifacts, etc. (“Works”) throughout the world, including copyrights, domain names, trademarks, and all other intellectual property rights in the Works.

All Works created by any NABMW employee, independent contractor, Director, Officer, or other volunteer **shall** be deemed to be a work-for-hire under the Copyright Act of 1976, Title 17 U.S. Code, and The National Association of Black Military Women, Inc., shall be deemed to be the author. If any Work(s) **shall not** be deemed as a work-for-hire, the employee, independent contractor, Director, Officer, or other volunteer

hereby grants an assignment of all rights, title, and interest in the Work(s) to the Association.

6.2. Chapter Use of NABMW Intellectual Property

NABMW chapters **may** use the Association's Works and other intellectual property for the limited and noncommercial purposes of (i) identifying itself as a chapter of the Association, and (ii) identifying itself as affiliated with and dedicated to the mission and programs of the Association. All such uses **shall** be in a manner consistent with and incidental to the carrying out of chapter activities, as contemplated these Bylaws or as approved by the Board. Such permitted uses **may** include, but are not limited to, website identification, communications and outreach materials, and non-commercial promotional products.

Subject to these Bylaws, the Association grants to its authorized chapters an exclusive, non-transferable, non-sublicensable, worldwide license to use the Works and other intellectual property for limited and non-commercial purposes. Unless a chapter obtains the Board's prior written consent, a chapter **shall not** create any derivative Work, or combine any of the Works with any other word, phrase, logo, symbol, design, or mark. If the Association gives such consent, the chapter agrees that the Association shall own the new Work(s).

Chapters **shall not** use or permit any other person or entity in its control to use any of the Works as part of a corporate or division or trade name, or in a way that creates the impression that the Works are the exclusive property of Chapter.

6.3. NABMW Rights and Remedies

The Association **may** commence or prosecute any claims or suits for the purpose of protecting the Association's Work(s) and other intellectual property.

When known, any NABMW chapter **shall** promptly notify the Association, in writing, of any infringements of the Association's Works or other intellectual property. The Association **shall** have the sole right to determine whether any action shall be taken on account of any such infringements. No NABMW Chapter **shall** institute any suit or take any action on account of any such infringements without first informing the National Board. At the Association's request, all NABMW chapters

agree to reasonably assist the Association to protect the Association's rights to its Works and other intellectual property, as provided for in the Bylaws.

7. NABMW MEMBERSHIPS.

7.1. Members

Membership **may** be open to individuals who support the objectives of NABMW and adhere to the Bylaws of NABMW. Any member who violates the Bylaws may be reprimanded, fined, placed on probation, suspended, or expelled by the NABMW Board of Directors. The Board **shall** be the final authority, in its sole discretion, for Association membership. All chapter members **must** be a financial member on the National level. All NABMW National and Chapter Officers, and all members shall adhere to the NABMW Bylaws and review, sign, and observe the rules of the Code of Conduct and Ethics governing this Association as promulgated by the National Board.

7.2. Regular, Associate, Members at Large, and Honorary Membership

The Board **may** adopt policies and procedures for the admission of Regular, Associate, Members at Large, and Honorary members for individuals, with similar goals as NABMW.

- a. Regular: Any Regular member in good standing — who has paid the applicable dues on the National level as set forth by the Board, and has paid their chapter dues; if applicable, adheres to the Bylaws, and whose application has been approved by the National Membership Chair — **may** be eligible to participate as a voting member of NABMW. They are entitled to hold office at the national, regional, and chapter levels, and enjoy all privileges and obligations of the Association.
- b. Associate: Any Associate member in good standing — who has paid the applicable dues on the National level as set forth by the Board, and has paid their chapter dues; if applicable, adheres to the Bylaws, and whose application has been approved by the National Membership Chair — **may** be eligible to participate as a voting member of NABMW. These members are entitled to all the privileges

of Regular membership, except holding key leadership positions such as President, Vice President(s), Secretary, Treasurer, Financial Secretary, Public Relations, Historian(s), and Regional Directors; however, they may hold other positions and/or a key leadership “Assistant” position at the national and chapter level.

- c. Members at Large: Any Members at Large in good standing — who has paid the applicable dues on the National level as set forth by the Board, adheres to the Bylaws, and whose application has been approved by the National Membership Chair — **may** be eligible to participate as a voting member of NABMW. Members-at-Large may hold a leadership position so long as they’ve held a leadership position previously within the National or Chapter level.
- d. Honorary: Honorary members are entitled to all privileges of regular membership, except those making motions, voting, and holding office at the national and chapter level. Honorary members do not have the financial obligations of Regular membership; however, they may participate in National and Chapter events and programs.

7.3. Voting Members

Any member in good standings in accordance with Article 7.2.a-d, who has paid the applicable dues as set forth by the Board, adheres to the Bylaws, and whose application has been approved by the National Membership Chair — may be eligible to participate as a voting member of NABMW. This section shall not preclude local chapters from establishing their own membership rules, so long as they are consistent with membership requirements set by the National Board.

7.4. Categories of Membership

- a. **Regular**. Regular membership **may** be open to women who have served in the military and desire to support the objectives of the Association, adhere to the Bylaws of the Association, and pay annual National dues. These members are entitled to make motions and vote, hold office at the national, regional, or local chapter levels, and enjoy all privileges and obligations of the Association.

- b. **Associate**. Associate membership **may** be open to all individuals at 18 years of age and older which is inclusive of family, friends of others, military or non-military men, or non-military women. Associate members shall support the objectives of the Association, adhere to the Bylaws of the Association, and pay annual National dues and Chapter dues; if applicable. These members are entitled to all the privileges of Regular membership, except holding key leadership positions such as President, Vice President, Secretary, Treasurer, Financial Secretary, and Public Relations, Historian(s); however, they may hold other positions and/or a key leadership “Assistant” position at the National and Chapter level.
- c. **Members at Large**. The Members at Large are financial members on the National level only. They are not a member of a chapter. A member will be appointed to the position of Regional Director for the Members at Large members exclusively. She will ensure the members are welcomed, kept well informed, and encourage them to join and/or start a Chapter.
- d. **Honorary**. Honorary membership **may** be conferred upon individuals who have rendered notable service to the goals of the Association, and upon recommendation to the Board, and by majority vote of all present at a meeting held by the Board. These members may be a member of a chapter or a member at large.
- e. **Life**. To become a Life Member, an individual **shall** ensure they comply with the current Standing Operations Procedure (SOP) regarding Life Member’s payments.
- (1) **Regular**. Regular Life Membership **may** be open to individuals who support the objectives of the Association, adhere to the Bylaws, and pay lifetime dues in full. This membership maintains the same privileges as Regular membership for a lifetime basis unless membership is terminated earlier.
 - (2) **Associate**. Associate Life Membership **may** be open to individuals who support the objectives of the Association,

adhere to the Bylaws, and pay lifetime dues in full. This membership maintains the same privileges as Associate membership for a lifetime basis unless membership is terminated earlier.

(3) **Regular Members at Large Life Members.** Regular Members at Large Life Membership **may** be open to individuals who support the objectives of the Association, adhere to the Bylaws, and pay National lifetime dues in full. This membership maintains the same privileges as Regular membership for a lifetime basis unless membership is terminated earlier.

7.5. **Components.** The operating components of the Association shall be as follows:

a. **General Body.** This component is inclusive of the general membership of the Association and is the final authority of the organization.

b. **World War II Veterans.** The primary goal of this component is to "tell the story" of **Black women who served during W.W.II**, as well as to carry out the overall objectives of the Association. The members of this component shall hold the status of **life members** of the organization, maintain all the privileges of a regular member but are not required to pay dues.

c. **Korean War Veterans.** The primary goal of this component is to "tell the story" of **Black women who served during the Korean War**, as well as to carry out the overall objectives of the Association.

d. **Vietnam War Veterans.** The primary goal of this component is to "tell the story" of **Black women who served during the Vietnam War**, as well as to carry out the overall objectives of the Association.

e. **Veterans of Other Eras.** The primary goal of this component is to "tell the story" of **Black women who served during other Eras**, as well as to carry out the overall objectives of the Association.

7.6. **Membership Rights and Responsibilities**

a. Membership begins upon completion of the following: (i) submission and signing of the NABMW membership application; and (ii) payment of applicable dues (National and/or Chapter, if applicable).

- b. The Annual National dues are required, each year, on January 1st with no penalty if paid on or before February 1st. The term for NABMW Membership **shall** expire each year on December 31st.
- c. Upon joining the Association, new members **shall** be issued a membership card and a copy of the Association's Bylaws.
- d. A member in good standing, excluding Honorary members, **may** be eligible to vote in any NABMW elections.

7.7. Termination of Membership

The membership of any member **may** be terminated upon occurrence of any of the following events:

- a. The resignation of a member. Any member may resign by giving written or verbal notice as follows:
 - (1) Executive Board members, National Officers, Members at Large, and/or Honorary members gives notice to the National President or the National Secretary.
 - (2) Chapter Members (Regular and Associate) gives notice to the Chapter President or Chapter Secretary.

Such a written or verbal resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written or verbal notice that the resignation is to become effective. Upon resignation, all monies are non-refundable and non-transferable.

- b. The failure of a member to pay annual dues in the amount and within the time set forth by National.
- c. The determination by the Board, Regional Directors, or a committee designated to make such a determination that the member has failed in a material and serious degree to adhere to the NABMW Bylaws, or to observe the rules of Code of Conduct and Ethics governing this Association as promulgated by the Board.

7.8. Effect of Membership Termination

No member **may** transfer for value a membership or any right arising from it. All rights of membership shall cease upon the member's death.

8. **STRUCTURE OF NABMW**

8.1. NABMW Headquarters

The Association **shall** establish a national NABMW headquarters, in addition to regional bodies and local chapters.

8.2. Hierarchical Structure of NABMW {See the NABMW's current Organizational Chart}

The hierarchical structure of NABMW **shall** be:

- a. National Executive Board of Directors (the "Board).
- b. National Officers (Elected and Appointed).
- c. Regional Directors (Elected)
- d. Standing Committees (Appointed).
- e. Local Chapters.

8.2.1. National Executive Board of Directors (the "Board")

Subject to the provisions of the applicable federal and state laws, these Bylaws and the Articles of Incorporation, the National Executive Board of Directors (the "Board") **shall** manage all the activities and affairs and exercise all powers of NABMW.

Additionally, the Board provides policy guidance, supervisory control, and direction in the affairs of the Association, and **shall** approve all regional bodies and local chapters. All members of the Board **shall** bear financial obligations for all approved decisions of the Association.

The Board **shall** be comprised of NABMW Officers as listed in Section 8.2.2.

8.2.2. NABMW Officers (National)

The officers of NABMW **shall** be:

- a. National President.
- b. National Vice President of Operations.
- c. National Vice President of Military Affairs.
- d. National Secretary.
- e. National Treasurer and Assistant National Treasurer.
- f. National Financial Secretary and Assistant National Financial Secretary.
- g. National Historian and Assistant National Historians @ 2.
- h. National Public Affairs Officer and Assistant National Public Affairs Officer.
- i. Immediate Past President.
- j. Regional Director(s)
- k. Appointed National Officers.

NOTE: As determined by the Board, positions may be amended or added without amending these bylaws.

8.2.3. Standing Committees:

Subject to the provisions of the applicable federal and state laws, and these Bylaws, the Standing Committees of NABMW shall be:

a. **Membership:**

Comprised of each regional Membership Committee representative and responsible for the active membership recruitment for the Association. The National Membership Chairwoman shall oversee this committee.

b. **Nomination:**

Comprised of each regional Nomination Committee representative and responsible for soliciting nominees for elected offices, obtaining consent, sending biographical information and nomination slate to the Board and local chapters, and completing the election's process through electronic applications/programs prior to the biennial convention. The National Nomination and Elections Chairwoman shall oversee this committee.

c. **Convention:**

Responsible for planning and executing all Board-approved biennial convention activities. The National Convention Chairwoman shall oversee this committee.

d. **Historical:**

Comprised of regional History Committee representatives and responsible for compiling and chronicling the Association's history under the direction of the National Historian officers.

e. **Scholarship:**

Comprised of regional Scholarship Committee representatives and responsible for pursuing potential prospects for the Association to give assistance. The National Scholarship Chairwoman shall oversee this committee.

f. **Finance:**

The National Finance Committee is comprised of the Treasury's Department which is inclusive of the National Treasurer, Assistant Treasurer, Financial Secretary, and Assistant Financial Secretary. They shall submit a proposed three (3) year budget and an annual internal audit of the Treasurer's financial records. The Vice President of Operations shall oversee this committee.

g. **Mentorship:**

Comprised of a regional Mentorship Committee and responsible for development and implementation of the Association's mentorship goals. The Vice President of Operations shall oversee this committee.

NOTE: As determined by the NABMW President or the Board, committees may be appointed without amending these bylaws.

8.2.4. NABMW National Body

The national body consists of the entire membership of the Association and **shall** be the final authority of the Association. The national membership body **shall** convene at a biennial meeting during the national convention, at which time the official business of the Association shall be conducted.

8.2.4.1. Biennial National Convention

Every even-year, a biennial meeting **shall** be held during the national convention for all members and shall be known as “NABMW (formerly known as the Black WAAC/WAC/ Women in the Service) ‘XX ’Biennial Convention.” This meeting shall be for the purpose of updating members on current events, receiving reports of chapters and committees, honoring past and present military and other personnel, and any other business that has occurred since the Association’s last meeting.

NOTE: “XX” = The last two (2) digits of the year of the Biennial Convention.

8.2.5. NABMW Regions:

The regional bodies consist of members of the Association located and registered within the states of the following regions:

- a. **North-West Region:** Alaska, Idaho, Montana, Nebraska, North Dakota, South Dakota, Oregon, and Washington.
- b. **South-West Region:** Arizona, California, Colorado, Hawaii, Nevada, New Mexico, Utah, and Wyoming.
- c. **North-Central Region:** Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Ohio, and Wisconsin.
- d. **South-Central Region:** Arkansas, Kansas, Louisiana, Mississippi, Missouri, Oklahoma, and Texas.
- e. **North-East Region:** Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont.

- f. **Central-East Region:** Delaware, District of Columbia, Maryland, North Carolina, Virginia, and West Virginia.
- g. **South-East Region:** Alabama, Florida, Georgia, South Carolina, and Tennessee.

8.2.6. Regional Meetings and Conferences:

- a. Each Regional Director shall host a regional meeting and/or conference the opposite year of the Biennial National Convention.
- b. Regional Directors may conduct their meetings/conferences independently or with other regions jointly.

NOTE: As determined by the Board, regional meetings/conferences may change and/or be waived without amending these bylaws.

8.2.7. NABMW Local

The local chapter members of the Association **shall** be members of the region in which it is located. Local chapters **shall** report to Regional Directors for all chapter activities and events.

9. BOARD OF DIRECTORS

9.1. Number and Qualifications

9.1.1. Number

The authorized number of NABMW Board of Directors of the Association (“Directors” or “the Board”) **shall** be **elected** National Officers. Each Director’s position is entitled to one vote on any matter presented to the Board, without regard to the number of positions such a person holds. Furthermore, any Director position comprise of an Assistant position such as Assistant Treasurer, **shall** be entitled to an individual vote.

9.1.2. Qualifications

The qualifications of the Directors of the Association, if any, **shall** be set by resolution of the Board.

9.2. Powers Exercised by the NABMW Board

Subject to the provisions of the Articles of Incorporation of the Association, and any other applicable federal or state laws, the business and affairs of the Association **shall** be managed, and all powers shall be exercised, by or under the direction of the Executive Board.

9.3. Terms; Election of Successors

The NABMW Executive Board “Directors” **shall** be elected to their Officer’s position prior to the Biennial National Convention for a two (2) year term. Each Director **shall** assume their office at the start of each fiscal year, on January 1st. Directors **may** be re-elected for a maximum of three (3) consecutive terms.

Each Director, including a Director elected to fill a vacancy, **shall** hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and applicable state and federal law. By resolution, the Board **may** arrange for terms to be staggered.

9.4. Board Members:

9.4.1. Voting Board Members:

President, Vice President of Operations, Vice President of Military Affairs, Secretary, Treasurer, Assistant Treasurer, Financial Secretary, Assistant Financial Secretary, Historian, Assistant Historians @2, Public Relations, Assistant Public Relations, and Regional Directors.

9.5. Vacancies:

9.5.1. Events Causing Vacancy

A vacancy or vacancies on the Board **shall** be deemed to exist on the occurrence of the death, resignation, or removal of any Director.

9.5.2. Appointment to Fill Vacancies

If there is a vacancy on the Board the NABMW President **may** fill such vacancy by appointing an additional director as soon as practicable after the vacancy occurs.

9.5.3. Removal

The Board **may**, by resolution, declare vacant the office of a Board of Director member who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under the applicable federal or state law.

The Board **may**, by a two-thirds (2/3rd) majority vote of the Directors who meet all the required qualifications to be a Director set forth in Section 9.1.2, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.

9.5.4. No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws.

9.5.5. Resignations

Any Director **may** resign by giving oral and/or written notice to the President or the Secretary. Such an oral and/or written resignation will be effective on the date it is delivered, or the time specified in the oral and/or written notice that the resignation is to become effective.

9.6. Meetings' Time and Place

All meetings of NABMW shall be held at such time and place (in-person and/or virtual) as deemed necessary by the Board, subsidiaries inclusive.

9.7. Regular Meetings

a. Each year, the Board **shall** hold at least one meeting, at a time and place fixed by the Board, for the purposes of reviewing and approval of the budget, and the transaction of other business. This meeting is often referred to in these Bylaws as the “annual Board meeting.”

b. Other regular meetings of the Board may be held at such time and place as the Board may affix from time to time by resolution.

c. All members in good standing may request to attend a Board's Regular meeting with the understanding that it is at the discretion of the National President to open the floor for discussions.

9.8. Special Meetings

Special meetings of the Board for any purpose **may** be called by the NABMW President, or upon written request from two-thirds (2/3rd) majority vote of the Board or the Regular members of the Association. At least thirty (30) days' notice **shall** be given for a special meeting, **except** in cases of an emergency.

9.9. Notice of Meetings:

9.9.1. Procedure of Meetings

Roberts Rule of Order **shall** be the guiding document for conducting business in the Association. Each meeting shall have an Agenda that shall be adopted by the body before conducting business.

9.9.2. Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- a. Personal delivery of oral or written notice,
- b. First class mail, postage paid,
- c. Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- d. Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.
- e. All such notices shall be given or sent to the Director’s address, phone number, facsimile number, or e-mail address as shown on the records of the Association. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regular meeting.

9.9.3. Time Requirements

Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) calendar days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail, or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

9.9.4. Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Association, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

9.9.5. Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the

meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal's office of the Association.

9.9.6. Meetings by Telephone or Similar Communication Equipment

Any meeting **may** be held by conference telephone or other communications equipment, such as Zoom, permitted by applicable law, so long as all Directors participating in the meeting can communicate with one another and all other requirements of the Not-For-Profit Association Law of New York are satisfied. All such Directors shall be deemed to be present in person at such meeting.

9.10. Quorum and Action of the Board

9.10.1. Quorum

A two-thirds ($2/3^{\text{rd}}$) majority vote of eligible voting Directors in office **shall** constitute a quorum for the transaction of business. All Board members are eligible to vote to adopt the agenda, approval of last meeting's Minutes, and to adjourn.

9.10.2. Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least the majority of the required quorum for that meeting.

9.10.3. Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers,

consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Association as contained on the records of the Association as of the date of the protest, or by facsimile addressed to the facsimile number of the Association as contained on the records of the Association as of the date of the protest.

9.11. Adjournment

A majority of the Directors present, whether or not constituting a quorum, **may** adjourn any meeting to another time and place.

9.12. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

9.13. Conduct of Meetings

Meetings of the Board **shall** be presided over by the President or, if the President is absent, by the Vice President (if any) or, in the absence of each of these persons, by a Board member designated by the President, or a Chairperson of the meeting that is chosen by a two-thirds (2/3rd) vote of the Directors present at the meeting. The Secretary shall act as Secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, as far as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Association.

9.14. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section only, “all members of the Board” **shall not** include any “interested Director”. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail, or any other reasonable method satisfactory to the President.

9.15. Executive Board Meeting Requirements

Executive Board members are required to attend monthly, special, and emergency Executive Board meetings regularly. There are exceptions for absences, excused, and lateness; however, (i) the member must inform the National Secretary prior to the meeting, (ii) The reason(s) may not exceed the limits stated in paragraph 10.9.1.

9.16. Fees and Compensation of Directors

The Association **shall not** pay any compensation to Directors for services rendered to the Association as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Association, in reasonable amounts as approved by the Board.

Also, Directors **shall not** be compensated for rendering services to the Association in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be “interested persons” which, for purposes of this Section only, means:

a. any person currently being compensated by the Association for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

b. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

10. NATIONAL OFFICERS.

10.1. National Officers:

The elected officers of NABMW (“Officers”) **shall** be a President, Vice President of Operations, Vice President of Military Affairs, Secretary, Treasurer, Assistant Treasurer, Financial Secretary, Assistant Financial Secretary, Historian, Assistant Historians @ 2, Public Relations Officer, Assistant Public Relations Officer, and Regional Directors.

The National President **shall** have the power to designate additional Officers, who also need not be Directors, with such duties, powers, titles, and privileges as deemed necessary. Any number of offices may be held by the same person, except that the Secretary, the Treasurer, and the Financial Secretary and may not serve concurrently as the President.

10.2. Election of Officers

The Officers, except those appointed in accordance with Section 10.6.9, **shall** be elected by majority vote of the Associations’ membership, in good standing, prior to the biennial meeting of the Association for a term of two (2) years, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers **may** be elected for three (3) consecutive terms.

10.3. Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer **may** be removed, with or without cause, (i) by majority vote of the Board members present, at any regular or special meeting of the Board, or at the biennial meeting of the Association, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

10.4. Resignation of Officers

Any Officer **may** resign at any time by giving oral and/or written notice to the Board. Any resignation **shall** take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless

otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights of any of the Association under any contract to which the Officer is a party.

10.5. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause **shall** be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 10.6.9, such vacancy **shall** be filled temporarily by appointment by the President, and the appointee shall remain in office until the next elections of the Association. Thereafter, the position shall be filled only by action of the Board.

10.6. Responsibilities of Officers

10.6.1. President

The President of the Association (the “President”) **shall** preside at meetings of the Board and exercise and perform such other powers and duties as may, from time to time, be assigned by the Board or prescribed by these Bylaws. If no other person is designated as the chief executive, the President shall, in addition, be the chief executive and shall have the powers and duties prescribed by these Bylaws, to include:

10.6.1.1. Appointments

The President shall appoint National Officers (excluding elected Officers), and standing, special, & ad hoc committees.

10.6.1.2. Annual Reports

The National President shall provide a written report to the Executive Board prior to the annual meeting. The report shall include the accomplishments of the Association during the President’s term of office.

10.6.1.3. Disbursement Approval:

The President shall approve vouchers for the disbursement of funds of the Association.

10.6.1.4. Voting Member:

The President **shall** serve as a voting member of the Board.

10.6.2. Vice President of Operations (VPOPS):

The Vice President of Operations of the Association (the “Vice President of Operations”) **shall**, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board, to include:

10.6.2.1. Annual Reports

The Vice President of Operations shall present the President’s annual report to the National Executive Board Committee. The VPOPS shall provide a written report to the Executive Board prior to the annual meeting.

10.6.2.2. Disbursement Approval

The Vice President of Operations shall approve vouchers and may countersign checks for the disbursement of funds of the Association. When approving disbursements, the Vice President of Operations **shall not** sign checks or issue disbursements for a voucher that he or she signed.

10.6.2.3. Voting Member

The Vice President of Operations **shall** serve as a voting member of the Board.

10.6.3. Vice President of Military Affairs

The Vice President of Military Affairs for the Association (the “Vice President of Military Affairs”) **shall** attend to the following:

10.6.3.1. Liaison

The Vice President of Military Affairs shall liaison with other military and veteran groups on behalf of the Association.

10.6.3.2. Reporting

The Vice President of Military Affairs **shall** provide informational reports and updates regarding military affairs at the regular meetings.

10.6.3.3. Voting Member

The Vice President of Military Affairs **shall** serve as a voting member of the Board.

10.6.4. Secretary

The secretary of the Association (the “Secretary”) **shall** attend to the following:

10.6.4.1. Bylaws

The Secretary shall certify and keep or cause to be kept at the principal office of the Association the original or a copy of these Bylaws as amended to date.

10.6.4.2. Recordkeeping, Meetings, and Minute Book

The Secretary shall maintain accurate and official records on behalf of the Association, call the role of officers and members, when necessary, at meetings, and keep or cause to be kept a minute book as described in Section 12.1.

10.6.4.3. Notices

The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

10.6.4.4. Corporate Records

Upon request, the Secretary shall exhibit or cause them to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws, and the minute book.

10.6.4.5. Corporate Seal and Other Duties

The Secretary shall keep or cause to be kept the seal of the Association, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

10.6.4.6. Member

The Secretary **shall** serve as a voting member of the Board.

10.6.5. Treasurer and Assistant Treasurer

The treasurer and assistant treasurer of the Association (collectively the “Treasurer”) **shall** attend to the following:

10.6.5.1. Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times. The National President and/or Vice President of Operations (VPOPS) shall assign all duties.

10.6.5.2. Financial Reports

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified the financial statements to be included in any required reports.

10.6.5.3. Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as may be approved by the President and/or Vice President of Operations; shall disburse, or cause to be disbursed, the funds of the Association as may be approved by the President and/or Vice President of Operations; all disbursements of funds of the Association must be

signed by two of the following signatories: President, Vice President of Operations, Treasurer, or Assistant Treasurer.

Furthermore, the Treasurer shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Association; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

10.6.5.4. Bond

If required by the Board, the Treasurer shall give the Association a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

10.6.5.5. Voting Member

The Treasurer and Assistant Treasurer shall serve as voting members of the Board and shall be entitled to one (1) vote, independently.

10.6.6. Financial Secretary and Assistant Financial Secretary.

The Financial Secretary and Assistant Financial Secretary administratively handles and oversees the financial responsibilities of the NABMW and works directly with the National Treasurer to ensure relevant financial obligations are carried out; and shall reconcile monthly bank statements, funds transactions, prepares monthly and annual reports, payment authorizations as well as ensuring financial records are in line with National's policies and procedures. Performs other duties as required by the National President and/or Vice President of Operations. The National Assistant Financial Secretary shall assist the National Financial Secretary with all duties. In the absence of the National Financial Secretary, she shall perform the duties set forth in this section.

QUALIFICATIONS: The following requirements must be met:

- a. Must be an active member in good financial standing.

b. Reconcile and record all monthly bank statements and funds transactions.

(4) Handle disbursements and refunds.

- c. Reconcile and provide monthly financial reports for all payments and quarterly reports to the National President.
- d. Prepare and issue payment authorization as approved by the National Treasurer.
- e. Ensure financial records are in line with the organization's audit requirements.

10.6.6.1. Voting Member

The Financial Secretary and Assistant Financial Secretary shall serve as voting members of the Board and shall be entitled to one (1) vote, independently.

10.6.7. Historian and Assistant Historians @ 2

The Historian and Assistant Historians @ 2 of the Association (collectively the "Historian") **shall** attend to the following:

10.6.7.1. Chronicling

The Historian shall be responsible for compiling and chronicling the history of the Association and related events under the direction of the Board; shall maintain inventory of all art, artifacts, books, film, etc. belonging to and on behalf of the Association.

10.6.7.2. Voting Member

The Historian and Assistant Historians shall serve as voting members of the Board and shall be entitled to one (1) vote, independently.

10.6.8. Public Relations Officer and Assistant Public Relations Officer:

The Public Relations Officer of the Association (the "Public Relations Officer") **shall** attend to the following:

10.6.8.1. Spokesperson

The Public Relations Officer shall serve as the official spokesperson for the Association; shall respond to media inquiries and other matters

pertaining to and on behalf of the Association; shall develop or cause to be developed and distributed all media product on behalf of the Association; collaborate with the Vice Presidents of Operations and Military Affairs regarding military, civilian, patriotic, civic, and service organizations; and maintains public relations data.

10.6.8.2. Voting Member

The Public Relations Officer and Assistant Public Relations Officer shall serve as voting members of the Board and shall be entitled to one (1) vote, independently.

10.7. Regional Director(s).

The Regional Directors shall work closely with the designated Chapter(s) in their Region. She shall promote membership, recruitment, and retention. The Regional Directors shall give guidance to each Chapter's leaders and members with training programs, event promotion, and establish new Chapters. Endeavor to keep harmony within the Chapters and Region.

The Regional Directors shall host Regional Conferences every year opposite the National Biennial Conventions.

Each Regional Director **shall** serve as a voting member of the Board.

10.8. Appointed Officers

The National President shall appoint the following Officers, and any other Officers as deemed necessary. Appointed officers shall not serve as voting members of the Executive Board.

10.8.1. Parliamentarian

The Parliamentarian of the Association ("Parliamentarian") **shall** advise the presiding officer and members, as necessary; and be well versed in Robert's Rule of Order.

10.8.2. Sergeant-at-Arms

The Sergeant-at-arms of the Association ("Sergeant-at-Arms") **shall** maintain good order and discipline at all meetings and functions.

10.8.3. **Chaplain**

The Chaplain of the Association (“Chaplain”) **shall** provide spiritual guidance to all members of the organization, regardless of religious beliefs; record the names of fallen comrades and prepare memorial services on their behalf.

10.8.4. **Membership Chair and Assistant Membership Chair**

The Membership Chair of the Association (“Membership Chair”) **shall** be responsible for the active recruitment of members; shall maintain accurate and current listing of all members; distribute membership cards, notify members of dues renewals, and collaborate with the regional membership chair and/or chapter membership chair.

10.9. **Additional Officers**

The Board **may** empower the President, or chief executive, to appoint or remove such other Officers as the business of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board, from time to time, may determine.

10.10. **Removal of Board Members and Other Officers for Missing NABMW’s Meetings.**

Board members and Other Officers may be removed from their position if they miss Executive Board meetings, General meetings, Special meetings, Emergency meetings, and/or any other meetings in accordance with sections a. and b. below.

10.10.1. **Specified Times of removal for Missing NABMW Meetings** - An Officer of the NABMW’s Executive Board shall be removed from their Officer’s position when the member is:

- a. Absent and/or excused for more than three (3) monthly, special, emergency, and/or any other meetings within the same calendar year and/or a combination of (b);
- b. Late for more than four (4) meetings within the same calendar year. Two (2) lates are equivalent to one (1) absence. A member is late after 15 minutes from the meetings’ commencement.

NOTE: Officers that cannot meet the requirements to attend meetings as required, their responsibilities are at risk of “lack of performance” and their duties and performance level may be hindered. It is essential that Officers attend meetings on time and regularly.

10.10.2. Board Member Vacancy - When a Board members’ position is vacated due to 10.9.1. (a) and (b), the National President shall appoint a member to fill the position until the next National election.

11. CHAPTERS

11.1. Local Subsidiary Chapters

Local, subsidiary chapters **may** be formed with NABMW to carry out the mission of the Association, and to promote its activities, programs, and policies, in accordance with the provisions of the bylaws, and any policies, rules, and regulations (collectively “Bylaws”) of the Association. Formation of any subsidiary chapter shall be subject to the approval of the Board, and in accordance with the NABMW Procedures Manual.

11.2. Chapter Formation

Any group of two or more NABMW members, in good standing, **may** request to establish an authorized NABMW chapter, in accordance with the “How to Start a Chapter” Manual.

11.3. Chapter Formation Requirements

Members requesting to start a new Chapter, at a minimum, shall complete the following requirements; however, they shall comply with the “How to Start a Chapter” Manual:

- a. Be comprised of at least 10 members in Good Standings (active and financial); it is highly recommended to have 12 members initially in case someone drops out. This will ensure there are enough members to start the chapter. To maintain an active chapter status, there must be a minimum of 10 active members, **at all times**.
- b. Five (5) members must be Veteran women and four (4) of the five (5) Veteran women must hold the four (4) core positions: President, Vice President(s), Secretary, and Treasurer.

c. Be in full compliance with the Bylaws.

11.4. Chapters in Good Standing

To maintain good standing, the members requesting to start a Chapter **shall** complete the following:

a. All Chapter Officers and members shall review, sign, and submit to the Chapter Secretary a “Code of Conduct and Ethics” form. The Chapter President and Vice President must submit their form to the National Secretary;

b. Submit all required reports to their Regional Director in accordance with the Manual, or as requested;

c. Submit all required reports to the National Membership Chair and/or the Board, or as requested; and

d. Remit timely payments of National and/or Chapter dues and assessments, if any. The total amount of Chapter annual dues and/or assessments shall be set by resolution of the Chapter’s Board.

11.5. Chapter Non-Compliance

A chapter that is not in good standing will be considered noncompliant and will not be allowed to participate in further NABMW affairs or represent itself as an NABMW Chapter until in compliance.

11.6. Chapter Dissolution, Disaffiliation, or Secession

In the event of the complete dissolution, disaffiliation, or secession of a chapter, all records **shall** be assumed by the national NABMW organization.

In the event of the complete dissolution, disaffiliation, or secession of a chapter that is not a 501(C)3 or 501c19, all funds, assets, and property real or personal, shall be assumed by any charitable and/or veteran organization. All records shall be assumed by the national NABMW organization.

12. TRANSACTIONS BETWEEN ASSOCIATION AND BOARD OF DIRECTORS (DIRECTORS) OR OFFICERS

12.1. Transactions with Directors and Officers

12.1.1. Interested Party Transactions

Except as described in Section 12.1.2, the Association **shall not** be a party to any transaction:

- a. in which one or more of its Directors or Officers has a material financial interest, or
- b. with any Association, firm, or other entity in which one or more Directors or Officers has a material financial interest.

12.1.2. Requirements to Authorize Interested Party Transactions

The Association **shall not** be a party to any transaction described in 13.1.1 unless:

- a. the Association enters into the transaction for its own benefit;
- b. the transaction is fair and reasonable to the Association at the time the transaction is entered in to;
- c. prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a two-thirds (2/3rd) majority vote of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- e. prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Association could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- f. minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 13.1.2.

12.1.3. Material Financial Interest

A Director or Officer **shall not** be deemed to have a “material financial interest” in a transaction:

- a. that fixes the compensation of a Director as a Director or Officer;
- b. if the contract or transaction is part of a public or charitable program of the Association and it (1) is approved or authorized by the Association in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- c. where the interested Director has no actual knowledge of the transaction, and it does not exceed the lesser of one percent of the gross receipts of the Association for the preceding year or \$100,000.

12.2. Loans to Directors and Officers

The Association **shall not** make any loan of money or property to or guarantee the obligation of any Director or Officer.

12.3. Interlocking Directorates

No contract or other transaction between the Association and any Association, firm or of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director’s other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a two-thirds (2/3rd) vote of the voting Directors. (ii) the contract or transaction is just and reasonable to the Association at the time it is authorized, approved, or ratified.

12.4. Duty of Loyalty; Construction with Article 12

Nothing in this Article 12 **shall** be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Association. Furthermore, nothing in this Article 12 shall be construed to override or amend the provisions of Article 14. All conflicts between the two articles shall be resolved in favor of Article 12.

13. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

13.1. Definition.

For purposes of this Article 13, Directors may be indemnified for actual and reasonably incurred expenses, including attorney's fees, judgements, fees, and amounts paid in settlements so long as there is no reasonable basis to believe that the conduct was unlawful.

13.1.1. "Agent"

Means any person who is or was a Director, Officer, employee, or other agent of the Association.

13.1.2. "Proceedings"

Means any threatened, pending, or completed action or proceedings, whether civil, criminal, administrative, or investigative; and

13.1.3. "Expenses"

Includes all attorneys' reasonable fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position that has written preapproved authorization by the Board/Vice President of Operations or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 13.

13.2. Applicability of Indemnification Provisions

13.2.1. Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 13, or in the defense of any claim, issue, or matter therein, the Agent **may** be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

13.2.2. Settlement or Unsuccessful Defense by Agent

If an Agent either settles any proceeding referred to in this Article 13, or any claim, issue, or matter therein, or sustains a judgment rendered

against her or him, then the provisions of Section 12.3 through Section 13.6 shall determine whether the Agent is entitled to indemnification.

13.3. Actions Brought by Persons Other than the Association.

Section 13.3 applies to any proceeding other than an action “by or on behalf of the Association” as defined in Section 13.4. Such proceedings that are not bought by or on behalf of the Association are referred to in this Section 13.3 as “Third Party Proceedings.”

13.3.1. Scope of Indemnification in Third Party Proceedings

Subject to the required findings to be made pursuant to Section 13.3.2, the Association **may** indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

13.3.2. Required Standard of Conduct for Indemnification in Third Party Proceedings

Any indemnification granted to an Agent in Section 13.3.1 above is conditioned on the following. The Board must determine, in the manner provided in Section 13.5, that the Agent seeking reimbursement acted in good faith, in a manner she or he reasonably believed to be in the best interest of the Association, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *solo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Association or that he or she had reasonable cause to believe that his or her conduct was unlawful.

13.3. Action Brought By or On Behalf Of the Association

This Section 13.4 applies to any proceeding brought (i) by or in the right of the Association, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in

charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Association”).

13.3.1. Scope of Indemnification in Proceeding By or On Behalf Of the Association

Subject to the required findings to be made pursuant to Section 13.4.2, and except as provided in Sections 13.4.3 and 13.4.4, the Association may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Association, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

13.3.2. Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Association

Any indemnification granted to an Agent in Section 13.4.1 is conditioned on the following: The Board must determine, in the manner provided in Section 13.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

13.3.3. Claims Settled Out of Court

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Association, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

13.3.4. Claims and Suits Awarded Against Agent

If any Agent is adjudged to be liable to the Association in the performance of the Agent’s duty to the Association, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 13.4.1. for expenses actually and reasonably incurred in connection with the

defense of that action shall be made only if both of the following conditions are met:

a. The determination of good faith conduct required by Section 13.4.2 must be made in the manner provided for in Section 13.5; and

b. Upon application, the court in which the action was brought must determine that, in view of all circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

13.4. Determination of Agent's Good Faith Conduct

The indemnification granted to an Agent in Section 13.3 and Section 13.4 is conditioned on the findings required by those Sections being made by:

a. the Board by a two-thirds ($2/3^{\text{rd}}$) majority vote of Directors who are not parties to the proceeding; or

b. the court in which the proceeding is or was pending. Such determination may be made on application brought by the Association or the Agent or the attorney or other person(s) rendering a defense to the Agent, whether the application by the Agent, attorney, or other person(s) is opposed by the Association.

13.5. Limitations

No indemnification or advance shall be made under this Article 13, except as provided in Section 13.2.1 or Section 13.5(b), in any circumstances when it appears:

a. that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

13.6. Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 13 shall affect any right to indemnification to which persons other than Directors and Officers of the Association, or any of its subsidiaries, may be entitled by contract or otherwise.

13.7. Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 13, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether the Association would have the power to indemnify the Agent against the liability under the provisions of this Article 13.

14. **CORPORATE RECORDS, REPORTS AND SEAL**

14.1. Minute Book

The Association **shall** keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; (ix) formal dissents from Board actions; and (x) a current and complete membership roster.

14.2. Books and Records of Account

The Association shall keep adequate and correct books and records of account. "Correct books and records" include but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

14.3. Articles of Incorporation and Bylaws

The Association shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

14.4. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Association shall always keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

14.5. Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Association's fiscal year containing the following information:

- a. The assets and liabilities of the Association as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes during the fiscal year;
- d. The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year;
- e. A statement of any transaction (i) to which the Association, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest): biennial reports are required.
 - (1) Any Director or Officer of the Association, its parent, or its subsidiary,
 - (2) The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Association; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in

which such person is a partner, only the interest of the partnership need be stated.

f. A brief description of the amounts and circumstances of any guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 10 or Article 11.

14.6. Directors' Rights of Inspection

Every Director **shall** have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Association and each of its subsidiaries. The inspection may be made in person or by the Director's agent or NABMW's attorney or the Attorney General. The right of inspection includes the right to copy and make extracts of documents.

14.7. Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

15. EXECUTIONS OF INSTRUMENTS, DEPOSITS AND FUNDS

15.1. Execution of Instruments

The Board, Officers, or agent of the Association shall not enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association without a 2/3rd vote of the Directors, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

15.2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President and/or Vice President of Operations.

15.3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, or other depositories as the Board may select.

15.4. Gifts

The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of the Association.

16. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of New York Nonprofit Association Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Association and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

17. TERM OF OFFICE

All officers shall be elected by the membership for a period of **two years**. **Elections will be conducted** prior to the **Biennial** meeting. Assumption of office will begin at the **beginning of the new fiscal year (January 1st)**. All officers shall be eligible for re-election not to exceed three consecutive terms. In the event an elected officer fails to perform her assigned duties, it is the responsibility of the NABMW National President to appoint an acting officer to replace the officer until the expiration of the officer's present term.

18. AMENDMENTS OF BYLAWS

18.1. Amendment by Directors

The Board may adopt, amend, or repeal bylaws. Such power is subject to the following limitations:

- a. Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended, or repealed except by the vote of such a greater number.
- b. No amendment may extend the term of Director beyond that for which such Director was elected.
- c. If bylaws are adopted, amended, or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations; therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.
- d. These bylaws may be altered, amended, or repealed at any regular or special meetings of the Association in which the affirmative vote of **two-thirds** ($2/3^{\text{rd}}$) of the members present and are eligible to vote. A **30-day notice**, oral or in writing, stating the subject of the proposed change must be given before a meeting is called.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **the National Association of Black Military Women**, a domestic nonprofit Association; that these Bylaws, consisting of 53 pages (including this page), are the Bylaws of this Association as adopted by the Board of Directors on 8 September 2024; and that these Bylaws have not been amended or modified since that date.

Executed on: **8 September 2024**

at: **5:00 a.m. EST**

National Secretary: Judith L. Cotten
Print Name



Signature