

National Women's Political Caucus of Washington State BYLAWS (Draft Pending Approval)

ARTICLE I NAME

The name of this organization shall be the National Women's Political Caucus of Washington State (NWPC-WA), a bipartisan, not-for-profit membership corporation incorporated in the state of Washington, which shall have a perpetual existence and which shall not have issue or pay dividends.

ARTICLE II PURPOSES AND GOALS

The purpose of the NWPC-WA is to increase women's participation in the political process and to identify, recruit, train and support feminist women for election and appointment to public office. While in pursuit of this goal, NWPC-WA will strive to win equality for all women; to ensure reproductive freedom; to achieve quality dependent care; and to eradicate violence, poverty and discrimination on any basis.

ARTICLE III MEMBERSHIP

(A) **ELIGIBILITY.** Membership in the NWPC-WA shall be open to any individual, without regard to **race**, ethnicity, ~~sex~~, national origin, **gender identity**, age, ~~handicap~~, **ability**, **religion**, economic status, or sexual orientation, who supports the purposes and goals of the organization and for whom dues have been remitted.

(B) **MEMBERSHIP.** A member of the NWPC-WA by definition shall be a member of the National Women's Political Caucus (NWPC), and a member of the local caucus **or local endorsement action committee (LEAC)** where residing or employed if one exists.

ARTICLE IV LOCAL CAUCUSES AND ENDORSEMENT ACTION COMMITTEES (LEACs)

(A) **PURPOSE.** Members shall be organized into local caucuses or LEACs in order to promote the purpose of the NWPC-WA and to take action at the local level.

(B) **DEFINITION.**

1. Any group of ten or more persons may form a local Caucus. Locals shall be chartered by the State Board of Directors in accordance with procedures established by that body, along elective political boundaries or combination of such areas that shall be declared at the time of credentialing.
2. Where insufficient resources exist to form a local Caucus, members may choose to form a LEAC for the purposes of recruiting, identifying, endorsing and supporting candidates for local elective and appointive offices.

- (a) A LEAC shall consist of a minimum of three Caucus members in good standing and must be recognized by the state endorsement committee.
- (b) A LEAC shall function as a subcommittee of the State Endorsement Committee for the purposes of endorsing local candidates and are bound by the state endorsement policies.

(C) CAUCUS BOUNDARIES.

~~1. If a local caucus wishes to be credentialed within the established boundaries of an existing local, or if its boundaries encroach the boundaries of an existing local, it must petition that local for permission to form.~~

1. Local caucus/LEAC boundaries are county boundaries.

~~(a) The petitioning group shall provide the existing Caucus Board of Directors with the following:~~

- ~~1) A definition of its proposed boundaries;~~
- ~~2) A list of the elective and appointed offices within its boundaries for which it wishes to be responsible in the endorsement process. This list may be amended annually.~~

~~(b) If the petitioning group and the local Caucus cannot reach agreement, the two groups shall present their case to the State Board which shall resolve all such disputes.~~

- 2. An existing Caucus/LEAC may change its boundaries by petitioning the State Board, defining for the State Board its proposed new boundaries and responsibilities, providing that these new boundaries and responsibilities do not encompass any part or work of an existing local except by mutual consent.

(D) RESPONSIBILITIES. Local Caucus chapters shall:

- 1. Comply with all federal, ~~and~~ state, **and local** laws governing political contributions, political activity, and candidate support;
- 2. Refrain from any activity that would jeopardize the tax status of the NWPC, the NWPC Campaign Support Committee, ~~or NWPC-WA;~~ **or NWPC-WA PAC;**
- 3. Adopt bylaws that comply with state and national bylaws and the policy of the state and national Political Planning and Appointments Committee and/or Endorsement Committee, and file those bylaws and amendments thereto with NWPC-WA;
- 4. Transmit official information, including lists of officers, meeting notices, meeting minutes, newsletters, bylaws, mode of operation and endorsements to NWPC-WA in timely fashion;
- 5. Hold regular, open, publicly announced meetings at such locations as will accommodate the majority of their members;
- 6. Develop and implement an affirmative action process which will assure membership representation of racial and ethnic minorities, as well as a multipartisan balance in the geographic area of the local Caucus. Caucuses failing to meet this requirement are subject to challenge, including loss of credentialing as a member caucus;

7. Endorse and provide support for candidates for offices within their jurisdictions who support NWPC issues.
8. Take no position in opposition to the national organization.

ARTICLE V STATE CAUCUS

- (A) **PURPOSE.** Members shall be organized into a state Caucus in order to promote the purpose of the NWPC and to take action at the state level.
- (B) **RECOGNITION STANDARDS.** The state Caucus shall be organized in conformity with recognition standards formulated by the NWPC Board of Directors and adopted by the national convention. Only one state Caucus, as defined by the NWPC Board of Directors, shall be recognized for the state of Washington.
- (C) **RESPONSIBILITIES.** The NWPC-WA shall:
1. Assist in organizing and developing, and provide assistance as required to local Caucus chapters;
 2. Adopt bylaws in compliance with the bylaws of the NWPC and the NWPC Political Planning and Appointment Committee, and file all such bylaws and amendments thereto from NWPC to local Caucus chapters;
 3. Transmit official communications from NWPC to local Caucus chapters;
 4. Maintain a body of at least thirty (30) NWPC-WA members in good standing;
 5. Endorse and provide support for candidates to statewide office, ~~congressional office~~ and local office where no local Caucus chapter exists;
 6. Select delegates and alternates to the NWPC biennial convention;
 7. Transmit to the NWPC dues and membership proof for each member;
 8. Credential local Caucus chapters;
 9. Establish state Caucus dues and assessments.

ARTICLE VI FINANCIAL ADMINISTRATION

- (A) **FISCAL YEAR.** The fiscal year of the NWPC-WA shall commence on the first day of January of each year for national, state and local Caucuses.
- (B) **FINANCIAL SUPPORT.** Financial responsibility for the work of the NWPC-WA as a whole shall be assumed annually by the state and local Caucuses.
- (C) **DUES.** Members shall pay annual dues.
1. Dues shall be of sufficient amount to cover national, state, and local dues per member payments established by a two-thirds vote of the State Board of Directors.
 2. Dues are paid on an anniversary date.

- (D) SCHOLARSHIPS. The local Caucus chapters and state Caucus will establish policy, dependent on fiscal condition, to cover local and state scholarships.
- (E) STANDING. Any state Caucus member whose name has been duly certified to the NWPC and whose NWPC dues have been paid shall be a member in good standing. Only members in good standing shall be eligible to serve as NWPC-WA officers, members of the State Board of Directors, or voting delegates at NWPC-WA annual membership meetings, or have any other privileges of membership.

ARTICLE VII OFFICERS

- (A) ENUMERATION AND ELECTION OF OFFICERS. The officers shall be the President, two Vice Presidents (one Republican and one Democrat), Secretary, Treasurer, and Endorsement Committee Chair. The President, one Vice President and the Secretary will be elected during the business session of the annual membership meeting held in ~~odd~~ **even** years. The other Vice President, the Endorsement Committee Chair and the Treasurer will be elected at the business session of the membership meeting held in ~~even~~ **odd** years. All officers will assume their offices on January 1 of the year following the annual membership meeting/annual meeting or within forty-five (45) days, whichever is the shorter time period.
- (B) TERMS. All officers will serve two-year terms as mandated in Section A of this Article.
- (C) VACANCIES. A vacancy in the office of President shall be filled by the Vice President elected in the same year as the President. Vacancies in other elected offices shall be filled by the State Board of Directors.
- (D) STATE BOARD OF DIRECTORS. All officers are voting members of the State Board of Directors.
- (E) ELIGIBILITY FOR STATE OFFICE. The State President must have served on the State Board for at least one year.
- (F) ENDORSEMENT GUIDELINES FOR ELECTED OFFICERS.
1. The State President, Vice Presidents and Candidate Endorsement Chair(s) shall refrain from lending their names, contributing money and/or publicly supporting candidates whose offices are to be considered in the state and local endorsement procedure until after the endorsement procedure is completed for that race.

2. During their terms in office, the President, Vice Presidents and Candidate Endorsement Chair(s) shall not personally endorse any candidate whose opposition has been endorsed by the state and/or local caucuses.

(G) **REMOVAL OF OFFICERS.** An officer may be removed for cause by two-thirds vote of the total membership of the State Board provided notice of the pending vote has been sent to all members of the State Board and all local presidents at least thirty days prior to the meeting. Cause for the pending vote to remove shall be included in the notice.

ARTICLE VIII DUTIES OF OFFICERS

(A) **GENERAL DUTIES.** State Board members shall be responsible for all legal and fiduciary decisions for the organization. Board members shall also be responsible for fundraising for the organization.

(B) **STATE PRESIDENT.** The President shall:

1. Serve as the executive officer of NWPC-WA and preside at all meetings of NWPC-WA;
2. Act as official spokesperson for NWPC-WA;
3. Chair the State Board of Directors meetings;
4. Serve ex-officio on all committees of NWPC-WA, except the Nominating Committee;
5. Establish other committees as may be deemed necessary, except otherwise provided in these bylaws;
6. Execute contracts and other instruments authorized by the State Board of Directors;
7. Ensure that NWPC-WA complies with all applicable federal, ~~and state,~~ **and local** laws governing political activity, political contributions, and candidate support, as determined by the legal opinion of independent council;
8. Draft an annual budget in consultation with the treasurer to present to the Board prior to the ~~biennial~~ annual membership meeting;
9. The President may delegate some of her functions to an Executive Director with the consent of the State Board.

(C) **VICE PRESIDENTS.** The Vice Presidents **shall**:

1. In the absence of the President, preside at meetings and otherwise act for the President;
2. Succeed to the office of President in the event of vacancy;
3. Serve as official spokesperson(s) for NWPC-WA upon request of the President;
4. Serve as resource person(s) to state and local Caucuses;
5. Serve on at least one standing committee;
6. Perform other duties as may be assigned by the President.

(D) **SECRETARY.** The Secretary shall:

1. Assume responsibility for issuance of all meeting notices of NWPC-WA and the State Board;
2. Record and distribute minutes of all meetings of NWPC-WA and the State Board.
3. Assume responsibility for maintenance and custody of the official NWPC-WA books, records, and files, **and State Board of Directors roster.**
4. Exercise the powers and perform such other duties as are usual to the office of Secretary;
5. Perform such other duties as may be assigned by the President.

(E) TREASURER. The Treasurer shall:

1. Assume responsibility for internal accounting procedures of NWPC-WA as authorized by the President or the State Board;
2. Be responsible for receipt, custody and disbursement of all NWPC-WA monies, as authorized by the President or the State Board;
3. Keep accurate account, as required by federal or state law, of monies received and paid out;
4. Render monthly and annual financial reports for distribution to members of the State Board;
5. Serve as a member of the ~~Finance~~ **Fundraising** Committee;
6. Prepare all federal, state, and local reporting forms, including public disclosure, and forward copies of all C-4s and related materials to the State ~~Chair~~ **President** on dates that those forms are due;
7. Exercise the powers and perform such other duties as are usual to the office of Treasurer;
8. Perform such other duties related to finance as may be assigned by the President;
9. ~~Assure~~ **Ensure** that the books of the Treasurer be audited annually by an accountant or approved bookkeeping service, or by a committee composed of three (3) members of NWPC-WA appointed by the President with the consent of the State Board;
10. The Treasurer may delegate some of her functions to an accounting firm, bookkeeper, or CPA with the consent of the State Board.

(F) ENDORSEMENT COMMITTEE CHAIR. The Endorsement Committee Chair shall:

1. Carry out candidate endorsement procedure, including May's List and other priority designations, in a timely fashion;
2. Serve as chair of the PAC committee;
3. Carry out other duties relating to the endorsement process as may be designated by the Chair.

ARTICLE IX ANNUAL MEMBERSHIP MEETING

- (A) GOVERNANCE. The state Board of Directors shall hold at least one publicly announced, open statewide meeting a year (Annual Meeting) that shall be the governing body of NWPC-WA.

- (B) **TIME AND PLACE.** The NWPC-WA Annual Meeting shall be held at a time and place to be fixed by the state Board of Directors.
- (C) **NOTICE.** Not less than thirty (30) days' notice of time and place shall be given **on the website and** in written or electronic mail, ~~and website~~ to all members in good standing.
- (D) **SPECIAL MEETINGS.** Special meetings of NWPC-WA may be called by the state Board of Directors, or upon written request of twenty-five (25) percent of the membership, upon a minimum of thirty days' notice to the membership, to act upon business brought by the state Board of Directors.
- (E) **QUORUM.** Five (5) percent of the paid membership for that fiscal year shall constitute a quorum. Each member present shall be entitled to one vote. Voting by proxy shall not be allowed. A credentials committee composed of the Treasurer and/or Membership Chairperson(s), or another designated member shall certify that a quorum is present.
- (F) **ELECTION OF OFFICERS.** The annual membership meeting shall elect NWPC-WA officers.
- (G) **POLICIES.** The annual membership meeting shall establish the policies of NWPC-WA by receiving and acting upon resolutions brought before the body.
- (H) **BYLAWS AND OTHER BUSINESS.** The annual membership meeting shall act upon proposed amendments to the bylaws and conduct such other business as may be brought before it.
- (I) **ANNUAL BUDGET.** The annual membership meeting shall adopt an annual budget.

ARTICLE X STATE BOARD OF DIRECTORS

(A) **COMPOSITION.**

1. State officers;
2. Local Caucus representatives.
 - (a) Chair or Vice Chair or elected representative of established local Caucus chapters;
 - (b) Local county Caucus contacts where no local Caucus **or LEAC** exists.
 - 1) These persons must be working with members in their county to establish a local Caucus and/or promote the NWPC-WA and its work and policies in that county.
 - 2) Local contact persons must be approved by the state Board of Directors and serve a one-year term.
3. **LEAC Chair or Representative;**

4. **Standing** Committee Chairs;
5. NWPC Board Representative;
6. **Immediate Past President**
7. At-large members as appointed by the President and approved by a vote of the majority of the Board of Directors
 - (a) There will be a maximum of ~~5 (five)~~ **five (5)** At-large Board members;
 - (b) Each At-large Board member will serve on at least ~~1 (one)~~ **one (1)** committee.

(B) **LOCAL ALTERNATES.** If a local chapter Chair or representative is unable to attend a meeting of the state Board of Directors, then an alternate local chapter steering committee or Board member may be designated to attend in accordance with procedures established by the local Caucus chapter.

(C) **AUTHORITY.**

1. The state Board of Directors shall conduct the business of the organization and carry out the duties and responsibilities of the organization, including establishing policies between annual membership meetings.
2. The state Board of Directors shall implement policy established by the Annual membership meeting and approve programs and priorities consistent there with, except that the Board may change policies and programs established by the Annual membership meeting only in event of emergency provided that notice of the proposed change shall be sent to **the chairs of any** local Caucus chapters **that exist in the state** ~~chairs~~ at least thirty (30) days prior to the **Board Committee** meeting at which action is expected to be taken. A two-thirds (2/3) vote of the **Board Committee** shall be required to adopt any such change.

(D) **EXECUTIVE COMMITTEE.** An Executive Committee of the elected officers ~~along with two local caucus chairs elected by their peers~~ shall conduct business as allowed by policy set by the full Board of Directors. **The committee may include two LEAC or local caucus chairs elected by their peers.** This committee will meet at the call of the President between Board of Directors meetings. They shall not allot monies outside the budget nor vote on endorsements nor mandate any actions affecting local Caucus chapters. These functions are reserved to the full Board of Directors. Minutes and agendas **for any Executive Committee meetings** must be **communicated via email or other electronic means** in a timely manner to the entire Board of Directors.

(E) **MEETINGS.**

1. The state Board of Directors shall meet at least once a quarter and for early endorsement and regular endorsement in alignment with endorsement timelines.
- ~~2. The meeting shall be rotated among the local Caucus chapters as much as practicable.~~

(F) MEETING NOTICE. At least seven (7) days' notice of a regular meeting and 24 hours for an emergency meeting must be given to members unless otherwise specified in these bylaws.

(G) QUORUM. No fewer than **one third (1/3) of the voting members of the Board to include three (3) elected officers** ~~one member from a majority of the local Caucus chapters~~ shall constitute a quorum for the transaction of business. A majority of the votes entitled to be cast by the members present shall be necessary for the adoption of any matter voted on by the members, except where these bylaws require a different ~~number~~ **threshold for passage**.

(H) VOTING. Each member of the state Board of Directors shall have one (1) vote.

1. **Voting on endorsement decisions shall be determined by the State Endorsement Committee policies with approval of the Board of Directors.**
2. **Standing committees may be combined in practice, but the chairs of each standing committee enumerated in Article XI Section (A) retain their individual voting rights on the Board.**

(I) ABSENCES. Unexcused absences from three (3) meetings of the Board of Directors **may** ~~shall~~ be cause for removal of a member of the **Board** ~~Committee~~.

(J) DUTIES AND RESPONSIBILITIES. The State Board of Directors shall:

1. Fill vacancies in NWPC-WA offices as they occur by electing replacements, except as otherwise provided by these bylaws;
2. Establish policies and procedures for chartering of local Caucus chapters by the Board of Directors;
3. Select the location and dates of the NWPC-WA Annual membership meeting;
4. Recommend the biennial budget to the Annual membership meeting;
5. Establish policies and procedures for resolving disputes and grievances by members and local caucuses;
6. Fill vacancies in NWPC board representatives.

ARTICLE XI STANDING COMMITTEES

(A) NUMBER OF STANDING COMMITTEES. There shall be seven (~~7~~**9**) standing committees as follows:

1. Political Action and Legislation;
2. Membership and Outreach;
3. Candidate Recruitment and Endorsement;
4. Nominations;
5. Bylaws and Procedures;
6. Fundraising;
7. Training and Education.

8. Diversity.
9. Communication.

(B) COMPOSITION. The membership of the Standing Committees shall include at least one (1) member from each local Caucus chapter, unless a local Caucus has not submitted the name of its representative within sixty (60) days after the Annual membership meeting. Additional members to standing committees may be appointed by the State President. The chair of each standing committee who is not an elected officer shall be appointed by the state President with the advice and consent of all the state officers. The Nominations Committee shall elect its own chair.

(C) TERMS. The terms of committee members shall be concurrent with the terms of the officers elected at the Annual membership meeting. The Endorsement Chair may advise and present additional endorsement committee members to the President after his/her election.

(D) MEETINGS. Standing committees shall meet at the call of their chairs, or upon written request of one third (1/3) of the committee members.

(E) REPORTS. All Standing committees shall report through their chairs to the State President, to the State Board of Directors, and to the NWPC-WA Annual membership meeting.

(F) DUTIES. The State Board of Directors shall determine the duties of the standing committees.

ARTICLE ~~XII~~ **XII** PARLIAMENTARY AUTHORITY

Except as otherwise provided in these bylaws, Robert's Rules of Order, Newly Revised, shall govern the proceedings of all meetings of the NWPC-WA and its committees.

ARTICLE ~~XIV~~ **XIII** APPOINTMENT AND DUTIES OF THE NWPC BOARD REPRESENTATIVE

The state Board of Directors shall appoint as many representatives to the National Board of Directors as the Washington chapter is allocated based on membership.

Washington state national Board Representative(s) shall attend National Board meetings and represent the interests of the Washington state chapter of the Caucus at those meetings. They shall report to the Washington state chapter Board of Directors relevant information from the national organization.

ARTICLE ~~XV~~ XIV AMENDMENT TO THESE BYLAWS

- (A) These bylaws may be amended by NWPC-WA, at an Annual membership meeting, by a majority of the delegates voting, a quorum being present, provided that a copy of the proposed amendment(s) shall have been delivered to each member in written or electronic mail, and **posted on the** website, not less than thirty (30) days prior to the Annual membership meeting at which the action is to be taken. Provided further that, in relation to any federal, state, or local legislation governing NWPC-WA legal and/or tax status, the state Board of Directors shall be empowered to make such amendments as are necessary to retain legal compliance and to project the effectiveness of the NWPC-WA in pursuing its goals and objectives.
- (B) Changes mandated by NWPC bylaws will be brought to the first statewide meeting following the NWPC convention. If a statewide meeting is not held within three (3) months of the NWPC convention, the membership will be informed of any mandated items. Following a thirty (30) day notice the state Board of Directors will be allowed to take action.

ARTICLE XV DISSOLUTION

In the event of the dissolution of NWPC-WA, assets remaining after discharge of all liabilities shall be distributed to an organization having similar objectives. Determination of such distribution shall be made by the State Board.

*Revised and ratified by the membership November 1980, May 1983, March 1985, October 1985, 1987, 1989, 1990, 1993, January 1997, January 2001, 2003, 2004, 2005, 2008, 2010, January 2011, January 2013, **November 2019***