



**BYLAWS
OF
THE
EQUAL RIGHTS AMENDMENT
NORTH CAROLINA
ALLIANCE**

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BYLAWS OF THE EQUAL RIGHTS AMENDMENT NORTH CAROLINA ALLIANCE

ARTICLE I – NAME AND GOVERNANCE.

Section 1 NAME. The name of the organization shall be the Equal Rights Amendment North Carolina Alliance (ERA-NC Alliance), hereinafter known as “the Alliance”.

Section 2 GOVERNANCE. The Alliance will operate on a non-partisan basis under the governance mechanisms described in these bylaws, in compliance with the requirements of federal, state, and local law. The Alliance will operate as a separately governed organization in direct collaboration with the national ERA Coalition.

ARTICLE II – PURPOSE AND OBJECTIVES.

Section 1 PURPOSE. The purpose of the Alliance is to achieve ratification of the Equal Rights Amendment (ERA) to the United States Constitution in order to guarantee that equality of rights under the law shall not be denied or abridged by the United States or by any state on account of sex.

Section 2 OBJECTIVES. The objectives of the Alliance are:

1. To build a broad collaborative initiative with the participation of diverse organizations and individuals in the state of North Carolina committed to equal rights under the law and the ratification of the Equal Rights Amendment.
2. To educate the public, the media, and political representatives about the historical importance of and the continuing need for the Equal Rights Amendment.
3. To organize support for the Equal Rights Amendment both within the state of North Carolina and in collaboration with other ERA supporters at state and national levels.
4. To operate as a non-partisan alliance, recognizing that the principle of legal equality without regard to sex is supported not solely by members of only one political party, and a constitutional amendment will not advance politically without a super-majority of legislators from both major parties.
5. To validate both the traditional and the three-state strategies for ERA ratification as legally and politically desirable, and not at present mutually exclusive. Credible and politically astute advocacy for either of the ERA ratification strategies can benefit both strategies, and actions taken in collaboration with the Alliance should not intend or produce a detrimental effect on either

ARTICLE III – NAME AND LOGO USE.

- Section 1 **POLICY ON LOGO USE.** No member or member entity shall use the Alliance name or logo in a manner that violates the purpose and objectives of the Alliance.
- Section 2 **PROPERTY RIGHTS.** The ERA-NC Alliance name and logo are the property of the Alliance with an approved usage of the equality icon by the national ERA Coalition.
- Section 3 **APPROVED USE.** The Alliance name and logo shall be used only by members and member entities for initiatives that include but are not limited to programs, promotional endeavors, and fundraising. Use of the Alliance name and logo requires documented approval for each separate initiative by the Alliance Executive Council, and each member and member entity is responsible for ensuring the Alliance name and logo are used only as approved.
- Section 4 **COMPLIANCE.** Failure to comply with this article is grounds for the Alliance to revoke the rights of the member and/or member entity to use the Alliance name and logo. Additionally, Alliance membership and/or other association may be revoked by a majority vote of the Alliance Board of Directors.

ARTICLE IV – MEMBERSHIP.

- Section 1 **CATEGORIES OF MEMBERSHIP.** There shall be three categories of membership: Lead Organization, Member Organization, and Individual Member. These categories constitute the Full Membership Body.
- Section 2 **LEAD ORGANIZATION.** A Lead Organization is an organized North Carolina group which pledges support for the Alliance’s purpose and objectives and endorses the ERA and/or recognizes it as a legislative priority. Members of Lead Organizations may serve on Alliance committees and be nominated to serve as Directors if eligible. A Lead Organization may designate one (1) North Carolina resident to represent it at Full Membership Body meetings as provided in Article V.
- Section 3 **MEMBER ORGANIZATION.** A Member Organization is an organized North Carolina group which pledges support for the Alliance’s purpose and objectives. Member Organizations are non-voting, non-dues paying affiliates whose members may elect to join the Alliance as Individual Members. Note: Although Member Organizations may typically be a chapter or branch of a Lead Organization, an organization applying to be a Member Organization does not have to be affiliated with a Lead Organization. Members of Member Organizations may serve on Alliance committees and be nominated to serve as Directors if eligible.
- Section 4 **INDIVIDUAL MEMBER.** An Individual Member must be a resident of North Carolina who pledges support for the Alliance’s purpose and objectives. Individual Members may serve on Alliance committees, be nominated to serve as Directors if eligible, and vote at Full Membership Body meetings as provided in Article V. Military affiliated individuals and college students residing in North Carolina are permitted as members.

Section 5 GOOD STANDING. An Individual Member or Lead Organization in good standing is one who meets all membership eligibility requirements and is duly registered by the Alliance. Lead Organizations must be based in North Carolina. Lead Organizations must pay annual dues to the Alliance according to Article X. Individual Members must reside in North Carolina and pay annual dues to the Alliance according to Article X. Additionally, Individual Members must be at least 18 years of age to serve on the Board as either a Director or an Officer.

Section 6 REMOVAL. Organizations or Individual Members may be removed from membership in the Alliance for failure to adhere to membership requirements. The Membership Committee will consider any such violations and bring a recommendation to the Board of Directors. An Individual Member may be removed for cause at a meeting of the Board of Directors. A member/organization whose removal is to be considered shall receive written notice of such proposed action at least fourteen (14) days before such a meeting and shall have the opportunity to address the Board of Directors regarding such action prior to any vote on such removal. Any action by the Board to remove a member or organization is considered final. Removed members or organizations will be notified in writing by a Co-President of the Alliance within thirty days (30) of the Board action. Paid dues will not be reimbursed.

ARTICLE V – BOARD OF DIRECTORS.

Section 1 POWERS. The Board of Directors shall have all powers and authority to manage the business, property, and affairs of the Alliance; and to perform such lawful actions and duties as it deems proper and appropriate to promote the purposes and objectives of the Alliance. The Board of Directors may delegate, as necessary from time to time, responsibility for such affairs, business, and property to the Executive Council (described in Article VI). The Executive Council shall have like powers and have license to exercise them between Board meetings.

Section 2 ELIGIBILITY. Any member or organizational representative who meets the good standing requirements in Article IV, Section 5.

Section 3 ELECTION OF BOARD OF DIRECTORS.

1. An Individual Member is afforded one vote at Full Membership Body meetings.
2. Each Lead Organization may designate one (1) representative which is afforded one vote at Full Membership Body meetings.
3. No Individual Members or Lead Organizations shall have more than one (1) vote and no voting by proxy shall be allowed.
4. The Full Membership Body of the Alliance is composed of 1) designated representatives of Lead Organizations, and 2) Individual Members. A quorum of the Full Membership Body is ten (10) percent of the total of Individual Members

and Lead Organization designated representatives in good standing as of the date of the annual meeting.

- Section 4 **TERMS OF SERVICE.** The terms of the Directors shall be for two years, with three (3) of the Directors to be elected in even years and four (4) of the Directors to be elected in odd years by the Full Membership Body. No Director shall serve more than two full consecutive terms. Two (2) full consecutive terms is four (4) complete years. A partial term does not count toward a full term. A Director who has left the Board because of a term limit may be reelected or reappointed to the Board after a period of one year. Directors may serve a third consecutive two-year term upon a special vote by the Full Membership Body at an annual meeting.
- Section 5 **ANNUAL AND REGULAR MEETINGS.** An annual meeting of the Board of Directors with the attendance of the Full Membership Body shall be held upon electronic notice transmitted thirty (30) days prior to the annual meeting. Notice shall specify the time, place, and purposes of the meeting, including electing Directors and Officers, and conducting other business as may come before it. All meetings may be conducted through technology-assisted communications. The Board of Directors may provide for additional regular or special meetings of the Full Membership Body upon 14 days' electronic notice specifying time, place, and purposes of the meeting. A regular or special meeting of the Full Membership Body shall be scheduled by the Board of Directors upon receipt of a request in writing to the Co-Presidents by three-fifths (60%) of the Individual Members, with the purposes of the meeting included in the communication.
- Section 6 **MEETINGS.** The Board of Directors shall meet quarterly and as needed. Meetings will be called by the Co-Presidents. No Director shall have more than one (1) vote and no voting by proxy shall be allowed.
- Section 7 **MEETING OTHER THAN IN PERSON.** The Board of Directors or a committee of the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to communicate adequately. At the written request of a Co-President, a vote of the Board of Directors may be taken by mail or email, which shall have the force and effect of a vote taken at a meeting. The Secretary's records shall contain an accurate record of all such votes.
- Section 8 **BOARD OF DIRECTORS QUORUM.** A majority of the Directors, which includes Officers, shall constitute a quorum of the Board of Directors for the transaction of business. The action of the majority of the Directors in attendance at any meeting at which a quorum is present at the time of a vote shall be the action of the Board of Directors.
- Section 9 **RESIGNATION OR REMOVAL.** A Director may resign by submitting a resignation in writing to the Board of Directors. A Director may be removed for cause at a meeting of the Board of Directors by the affirmative vote of at least two-thirds of the full Board of Directors. A Director whose removal is to be considered shall receive

written notice of such proposed action at least fourteen (14) days before such a meeting and shall have the opportunity to address the Board of Directors regarding such action prior to any vote on such removal.

Section 10 VACANCIES. Vacancies on the Board of Directors shall be filled by majority vote of the current Directors within sixty (60) days of the existence of the vacancy, or as soon as practical thereafter. Any Director thus appointed shall serve for the remainder of the vacated term. The Board Development Committee shall bring nominations to the board to fill unexpired board vacancies (See Article VII. Section 1.1).

Section 11 COMPENSATION. Directors shall not receive any fee, salary, or remuneration of any kind for their services in such capacity, provided however that Directors may be reimbursed for reasonable expenses incurred with the approval of the Board of Directors upon presentation of vouchers.

ARTICLE VI – EXECUTIVE COUNCIL (OFFICERS).

Section 1 The Executive Council of the Board of Directors is composed of eight (8) Officers: two Co-Presidents; Vice-President, Fundraising; Vice-President, Public Relations; Vice-President, Membership; Vice-President, Legislation; Secretary; and Treasurer. The Officers are subject to the parameters for membership on the Board of Directors as described in Article V. The Board Development Chair serves on the Executive Council with no vote.

Section 2 TERM OF SERVICE.

1. Officers shall be elected by the Full Membership Body at an annual meeting with the exception of the Board Development Chair who is appointed by the Co-Presidents (See Article VII, Board Development Committee).
2. Officers shall serve no more than two consecutive two-year terms. Officers may serve a third consecutive two-year term upon a special vote by the Full Membership Body at an annual meeting.

Section 3 MEETINGS. The Executive Council of the Board of Directors shall meet quarterly and as needed. Meetings will be called by the Co-Presidents. No Officer shall have more than one (1) vote and no voting by proxy shall be allowed.

Section 4 MEETING OTHER THAN IN PERSON. The members of the Executive Council may participate in a meeting of the Council by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to communicate adequately. At the written request of a Co-President, a vote of the Executive Council may be taken by mail or email, which shall have the force and effect of a vote taken at a meeting. The Secretary's records shall contain an accurate record of all such votes.

Section 5 EXECUTIVE COUNCIL QUORUM. To constitute a quorum for the exercise of specific powers of the Executive Council there must be a majority of members of the Executive Council present.

Section 6 DUTIES. The duties and authority of the Officers as defined in this section may be altered from time to time by the Board of Directors, with notification of any substantial alterations to be presented to the Full Membership Body at the next annual meeting. The Executive Council shall have the power and authority to manage the affairs of the Alliance between Board meetings. Subject to any such Board determinations, the Officers shall have the following duties and authority:

1. The Co-Presidents shall be the chief officers of the Alliance and shall jointly have general charge and supervision over and responsibility for the affairs of the Alliance. Each Co-President will act in the absence of the other or with written notification by the other that she/he is unable to carry out her/his duties.
2. The Co-Presidents shall perform all the duties required and may interchangeably preside over all meetings, sign all official documents, and execute all other duties that usually devolve upon a president.
3. The Co-Presidents shall appoint a Parliamentarian with the approval of the Board of Directors.
4. The Co-Presidents shall appoint a Board Development Chair with the approval of the Board of Directors. This Chair must be a current Director. The Co-Presidents of the Alliance, with the advice and consent of the Board of Directors, shall appoint a Board Development Committee of three or more members, which may include members who are not Directors. The Chair shall serve on the Executive Council with no vote.
5. The Co-Presidents may appoint an advisor to serve without vote on the Board of Directors with the approval of the Board of Directors.
6. The Vice-President, Fundraising shall preside at all meetings in the absence of the Co-Presidents or at their request. The Vice President, Fundraising shall serve as chair of the Fundraising Committee. The Vice-President, Fundraising shall succeed to the office of Co-President in the event of a vacancy in that office during the two-year term of office.
7. The Vice-President, Public Relations shall preside at all meetings in the absence of the Co-Presidents and Vice-President, Fundraising. The Vice-President, Public Relations shall serve as Chair of the Public Relations Committee. The Vice-President, Public Relations shall succeed to the office of Co-President in the event of vacancies in the offices of Co-Presidents and Vice-President, Fundraising.
8. The Vice-President, Membership shall preside at all meetings in the absence of the Co-Presidents and Vice-President, Fundraising and Vice President, Public Relations. The Vice-President, Membership shall serve as Chair of the Membership Committee. The Vice-President, Membership shall succeed to the office of Co-President in the event of vacancies in the offices of Co-Presidents and of the Vice-President, Fundraising and Vice-President, Public Relations.

9. The Vice-President, Legislation shall preside at all meetings in the absence of the Co-Presidents and other Vice-Presidents. The Vice-President, Legislation shall serve as Chair of the Legislative Committee. The Vice-President, Legislation shall succeed to the office of Co-President in the event of vacancies in the offices of Co-Presidents and the other Vice-Presidents.
10. The Secretary shall keep all minutes of the meetings of the Alliance. The Secretary shall perform such other duties and possess such powers as are incidental to the office or as shall be assigned by the Co-Presidents or the Board of Directors.
11. The Treasurer shall accurately keep all financial records, maintain all banking accounts, make deposits, issue properly authorized payments, and make regular written and oral reports on money received and expended to the Board of Directors or Executive Council as directed. The Treasurer shall make all records available for audit and shall turn over all records to the succeeding Treasurer within thirty (30) business days of the end of the term of office.
12. Board Development Chair shall facilitate the Board Development Committee's work to nominate, train, and support a strong board of directors. (See Section VII).
13. All Officers leaving an office shall turn over to her/his successor all records relating to the office being vacated within thirty (30) business days of leaving the office.

ARTICLE VII – COMMITTEES OF THE BOARD OF DIRECTORS.

Section 1 STANDING COMMITTEES. These Standing Committees shall be:

1. BOARD DEVELOPMENT COMMITTEE. The Board Development Committee shall provide orientation materials to all new board members, identify any specific skills or experiences needed for the Board, recruit and identify potential members for any vacancies. This Board Development Committee shall also perform the functions of a Nominating Committee. The Board Development Committee shall present to the Full Membership Body at least thirty (30) days before an annual meeting a slate of nominated Officers and a slate of nominated Directors to fill any expiring terms.
2. FUNDRAISING COMMITTEE. The Fundraising Committee shall plan and implement fund-raising projects to help meet the financial goals of the Alliance.
3. PUBLIC RELATIONS COMMITTEE. The Public Relations Committee shall coordinate with other committee chairs and Officers in publicizing appropriate information relating to programs, projects, activities, and public business of the Alliance. The Public Relations Committee will also maintain the Alliance website and social media accounts.

4. MEMBERSHIP COMMITTEE. The Membership Committee shall duly credential and register membership forms, make recommendations to the Board to 1) accept newly applying members and 2) remove members violating terms of membership. This Committee will also maintain all membership lists and records.
5. LEGISLATIVE COMMITTEE. The Legislative Committee shall keep members informed on policy issues and legislation pending on national, state, and local levels pertinent to the ERA ratification efforts. This Committee shall also oversee the State Action Network in their state action mobilization efforts.
6. Other standing or ad hoc committees may be established as needed by a majority vote of the Board of Directors.
7. The Board of Directors shall appoint chairs of standing or ad hoc committees by a majority vote unless otherwise specified by the bylaws. The appointed chair of each committee except the Board Development Committee shall recruit additional committee members.
8. Each committee shall be chaired by a member of the Board of Directors. Each committee, except the Board Development Committee, shall include a minimum of two current members of the Board of Directors.

Section 2 AUTHORITY. Actions taken at each committee meeting shall be kept in a written record of its proceedings, which shall be reported to the Board of Directors within fourteen (14) days of a committee meeting.

ARTICLE VIII – FISCAL YEAR.

The fiscal year of the Alliance shall be January 1 to December 31.

ARTICLE IX – AMENDMENTS.

Section 1 PROCEDURES. These Bylaws may be amended at a Full Membership Body meeting, or by a special voting session called at the request of the Executive Council and approved by the Board of Directors. Amendments may be proposed by the Executive Council, the Board of Directors, or by the Bylaws Committee. Any proposed Bylaws amendments must be presented in writing to the Co-Presidents and the Bylaws Chair at least fourteen (14) days prior to a meeting of the Board of Directors. A special meeting of the Board of Directors may be called for the purpose of reviewing proposed bylaws amendments. The Board of Directors shall review all proposed amendments and shall determine those amendments to be presented to eligible voters for consideration.

Section 2 Written notice of any such Bylaws change to be voted upon by the Full Membership Body shall be transmitted via email or mail thirty (30) days prior to the meeting of the Full Membership Body at which such change shall be proposed for a vote. Proposed amendments shall require a two-thirds vote of the Full Membership Body for adoption.

ARTICLE X – RULES OF ORDER.

The rules contained in the most recent version of Robert’s Rules of Order, Revised, shall govern the Alliance in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws of the Alliance. The Parliamentarian serves at meetings of the Executive Council, Board of Directors and Full Membership Body to ensure the rules of order are followed. The Parliamentarian as such serves with no vote.

ARTICLE XI – DUES.

Section 1 SCHEDULE. Dues shall be payable annually up to thirty (30) days following the beginning of the Alliance’s fiscal year (January 1) by both Lead Organizations and Individual Members, with each new and renewed membership confirmed by receipt of a dues payment.

1. Dues shall be set by a two-thirds vote of the Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 30 days prior to the Board vote.
2. Lead Organizations or Individual Members joining at a time other than the start of the fiscal year shall pay dues within thirty (30) days of submitting duly registered membership forms to join the Alliance.

Section 2 DELINQUENCY. Members and organizations whose dues are delinquent for a period of one year after the start of a fiscal year shall be dropped from the membership list.

ARTICLE XII – DISSOLUTION.

Section 1 PROCEDURE. In the event of dissolution of the Alliance, by consensus of the Board of Directors, its assets shall be distributed to the national ERA Coalition. If the ERA Coalition is not in operation, the assets shall be distributed to another organization or organizations, chosen by consensus of the Board of Directors, working on ratification or implementation of the Equal Rights Amendment.

Section 2 In the event of dissolution, all applicable federal, state, and local laws shall be upheld.

ARTICLE XIII – EFFECTIVE DATE.

These Bylaws were adopted by the Full Membership Body at the first annual meeting on March 13, 2017.

APPENDIX 1 – DUES

| Member Category | Effective April 2, 2017 Annual Amount |
|-----------------------------------|--|
| Individual Member | |
| Annual Dues | \$35.00 |
| Optional Sliding Scale | \$10.00 - \$34.00 |
| Lead Organization | Based on Annual Operating Budget |
| Annual Budget under \$3,500 | \$35.00 |
| Annual Budget \$3,500 - \$99,999 | \$100.00 |
| Annual Budget \$100,000-\$500,000 | \$150.00 |
| Annual Budget over \$500,000 | \$250.00 |
| Member Organization | |
| | Do not pay dues |

NOTE: Dues were adopted by Board of Directors on 2017-04-02 by direction of the Full Membership Body at the Annual Meeting held on March 13, 2017.