

NWSA Bylaws, Approved by the Governing Council, 11/15/15

National Women’s Studies Association Bylaws

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ARTICLE I: NAME & OFFICE

A. Name

The name of this corporation is The National Women’s Studies Association, Inc., referred to as NWSA.

B. Offices

The principal office of NWSA will be located at such place as the Governing Council (GC) may designate. Maryland law requires that the office be located in the State of Maryland.

ARTICLE II: PURPOSE & ACTIVITIES

A. Purpose

NWSA is organized and operated exclusively for charitable and educational purposes as may qualify it for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or its successor provisions. Said purposes include actively supporting and promoting feminist education and supporting feminists involved in that effort.

NWSA is a professional organization dedicated to leading the field of Women’s Studies, as well as its teaching, learning, research, and service wherever they are found.

Our members actively pursue a just world in which all persons can develop to their fullest potential – one free from ideologies, systems of privilege or structures that oppress or exploit some for the advantage of others. In support of their work, we believe:

- Women’s Studies is vital to education;
- Women’s Studies is comparative, global, intersectional, and interdisciplinary;
- Scholarship, activism, and teaching are inseparable elements of a single whole.

We are further committed to a vision of education and scholarship that includes:

- Faculty, students, centers, other campus organizations, and community scholars;
- The exchange of regional, national, and international scholars; and
- Critical reflection and dialogue among community organizations on the social meaning and use of women's and gender studies broadly conceived.

B. Activities

NWSA activities make manifest and put into action its purpose as stated in these bylaws. Activities may include but are not limited to:

- Outreach, public information, and communication;
- Research and research dissemination;
- Curriculum and program development, evaluation, and consultation; and
- Programs that address the needs and interests of members, such as leadership training, skills development, professional development, or anti-oppression education.

ARTICLE III: MEMBERSHIP

A. Categories, Eligibility & Dues

1. **Categories.** There are two (2) categories of membership:

- **Individual.** Individuals
- **Institutional.** Academic or community-based programs, institutions, groups, and organizations that have some form of policy-making or advisory board OR an administrator recognized by a college or university

2. **Eligibility.** Individuals and institutions involved in feminist teaching, learning, research, administration, activism, and service are eligible for membership provided they:

- Support the mission, purpose and programs of NWSA,
- Adhere to the NWSA Code of Ethics and policies, **AND**
- Pay the currently stipulated membership dues (*i.e., maintain “good standing”*)

3. **Dues.** The Governing Council (GC) determines membership dues.

B. Duties & Rights

1. **Duties.** It is the duty of all members to promote the mission, interests, and wellbeing of NWSA.

2. **Rights.** Both individual and institutional members receive the programmatic benefits of membership, but only individuals may exercise the following rights:
 - Vote in NWSA elections as defined in these bylaws,
 - Hold office within NWSA, **AND/OR**
 - Present at the national conference, unless specifically invited to do so by the National Conference Committee (*e.g., keynote address from a non-member*).

C. Term & Termination of Membership

1. **Term.** The term of membership is one (1) year, renewable at its end. Annual membership follows the calendar year (January 1 – December 31) regardless of when dues are paid.
2. **Expiration.** Membership and its privileges expire upon the failure to pay annual dues. Expired memberships may be reinstated by payment of dues.
3. **Resignation.** A member may resign via written notice at any time. Resignations are effective upon receipt. Dues will not be refunded.
4. **Removal.** Any member may be recommended for removal from NWSA with or without cause. The authority to remove lies with the GC.

D. Membership Assembly

1. **Timing.** The NWSA membership meets annually at the time and place of the national convention. The annual meeting of the NWSA membership is referred to as the “Membership Assembly” or MA.
2. **Purpose.** The purpose of the MA is to:
 - Receive an annual report on the status of NWSA,
 - Receive reports from committees and constituent groups as appropriate,
 - Deliberate upon recommendations for fostering the mission of NWSA, and
 - Consider such other business as may properly come before the membership
3. **Chair.** The NWSA President chairs the MA.
4. **Attendance.** The MA is open to all NWSA members. All members of the Governing Council are expected to attend the MA.
5. **Agenda.** The President and Executive Director collaborate in setting the agenda in consideration of the following:
 - Any member of NWSA may propose recommendations for consideration under conditions prescribed by the GC.
 - Recommendations must be signed by at least three (3) percent of NWSA’s voting members and meet prescribed timelines in order to be considered for the agenda.
6. **Notice.**
 - **Window.** NWSA shall provide notice to members at least ten (10) days prior to the MA.
 - **Content.** Notice shall state the MA’s place, date, and time.
 - **Waiver.** Whenever notice is required to be given:
 - **Written.** A written waiver thereof, signed by the person(s) entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, will be the equivalent of such notice.
 - **Performed.** Anyone who attends a meeting in person, without protesting at the beginning of the meeting, will be conclusively deemed to have waived notice of the meeting.

E. Action of the Membership

1. **Voting Authority.**
 - **General.** No individual may have more than one (1) vote.
 - **Proxy.** Voting by proxy is expressly prohibited.
 - **Abstention.** Failure to vote when present counts as an abstention. Abstentions do not affect quorum.
2. **Quorum & Authorization.** Unless otherwise specified or required, when action is taken in a meeting, by vote:
 - The MA requires quorum, defined as participation of **no fewer than fifty (50)** eligible members.
 - Action is authorized by a **simple majority of the votes cast** by members entitled to vote, once quorum is met.
 - Actions (except for elections) are non-binding recommendations forwarded from the MA to the GC.
3. **Limitations.** No action of the membership or of the MA may proceed to a vote if it will:
 - Commit NWSA resources or negatively impact its financial position
 - Impede NWSA’s ability to carry out its fiduciary responsibilities
 - Violate NWSA’s Code of Ethics
 - Threaten NWSA’s legal standing as a tax-exempt organization
 - Open NWSA up to possible liability or lawsuit (*e.g., contain erroneous, tortious, or possibly libelous statements*)
 - Alter the mission, purpose of NWSA, or bylaw provision that the resolution did not explicitly intend to alter
4. **Action Without Meeting.** Unless otherwise restricted by law, the Articles of Incorporation or these bylaws, members may vote by mail or by electronic transmission without a meeting provided the action is approved by no fewer than the minimum portion of eligible member votes cast that would be necessary to authorize or take the action at a meeting provided that **at least ten (10) percent of the membership**

participates in the vote.

The Governing Council may adopt reasonable procedures for conducting a mail and/or electronic transmission vote.

All members entitled to vote on the matter shall be notified of the results of any action taken via mail or electronic transmission not later than ten (10) days after the effective date of the vote.

ARTICLE IV: GOVERNING COUNCIL

A. Authority

The Governing Council (GC) serves as the NWSA board of directors. As such, the GC has all the authority and responsibilities usually assigned to such a body and as set forth in law, Articles of Incorporation, these bylaws, and other policy documents.

B. Duties

1. **Individual.** Each member of the GC is individually expected to:

- Meet all legal obligations of board service including:
 - Diligent attention to board responsibilities – acting as a prudent person would in a like position and under similar circumstances
 - The dedicated pursuit of NWSA interests rather than personal interests or the interest of another person or entity
 - Adherence to the NWSA mission, within the bounds of law generally,
- Perform all duties set forth in Articles of Incorporation, bylaws, and policy including but not limited to:
 - Attend meetings of the GC, the MA, and any relevant committees
 - Serve on at least one NWSA committee (governance or program as in Article VI)
- Serve with keen attention to NWSA’s core principals and high ethical standards

2. **Assigned.** The GC may, at its discretion, assign specific roles to individual GC members as it sees fit (*e.g., program liaison*). That said the following are standing assignments:

- **Officers** – Specific responsibilities of NWSA officers are described in Article V of these bylaws.
- **Member Liaison** – The GC will appoint one of its members to serve as Member Liaison. It is the responsibility of this person to act as a neutral point of contact for member concerns and/or conflict resolution within NWSA. In cooperation with the Executive Committee and accordance with NWSA policy the Member Liaison brings items to the attention of staff and/or the GC, which may in turn convene an *ad hoc* committee to address the matter.

3. **Collective.** The GC’s collective duties include, but are not limited to:

- Oversight of NWSA affairs and wellbeing including:
 - Developing policy and taking action necessary to preserve NWSA’s mission and operations
 - Stewardship of NWSA assets, including allocating resources appropriately and approving the NWSA budget
 - Appointing and removing the executive director as well as prescribing/overseeing duties for this office
- Advancement of goals to increase equity, diversity, inclusiveness, and accessibility throughout NWSA.
- Performance of all duties set forth in law, Articles of Incorporation, bylaws, and policy such as:
 - Meeting at such times and places as required
 - Determining dues of membership in NWSA
 - Establishing and overseeing the operation of its committees
 - Deciding on the location of the national office and of the national conference
- Proposal of projects to maintain or advance the wellbeing and mission of NWSA

4. **Delegated.** Only the GC, **acting as a whole**, may exercise the powers of the board of directors as defined by state law. However, the GC may, and thus does, delegate its powers to the Executive Committee between sessions.

C. Members

1. The GC consists of eleven (11) **voting** members as follows:

- Four (4) officers as described in Article V
- Four (4) members elected “at-large”
- Three (3) *ex officio* voting members as follow:
 - The Chair of Record for the Women of Color Caucus
 - The Chair of Record for the Lesbian Caucus
 - The Immediate Past President

Inclusion of these three (3) *ex officio* seats serves two purposes critical to the mission and function of NWSA. They sustain its founding commitment to Women of Color and Lesbian voices.¹ They ensure leadership continuity and mentorship via the Immediate Past President.

2. In addition, the Executive Director serves as a **non-voting** member of the GC, *ex officio*.

D. Resignation, Removal & Replacement

The Resignation, Removal & Replacement provisions of Article VIII.E of these bylaws apply equally to the GC.

E. Meetings

¹ These founding commitments are outlined in *Re-Membering National Women’s Studies Association 1977-1987*. Kathryn Towns, Caroline Cup, and Phyllis Hageman, eds. College Park, MD: NWSA, 1987.

1. **Chair.** The President chairs the Governing Council.
2. **Frequency.** The Governing Council meets a minimum of two (2) times per year.
3. **Participation by Conference Telephone.** Any or all members of the Governing Council or any committee may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.
4. **Notice of GC Meeting.** The notice provisions of Article III.D.6 apply to the GC, with the exception that the notice need only be given to the members of the GC.

F. Action of the GC

1. **Voting Authority.** The Voting Authority provision of Article III.E.1 of these bylaws applies to the GC.
2. **Quorum & Authorization.** Unless otherwise specified or required, when action is taken in a meeting, by vote:
 - The GC requires quorum, defined as participation of **no fewer than fifty (50) percent** of eligible members.
 - Action is authorized by a **simple majority of the votes cast** by members entitled to vote, once quorum is met.
3. **Action Without Meeting.** Any action required or permitted to be taken at any GC meeting may be taken without a meeting if a unanimous written consent which sets forth the action is:
 - Signed by each member of the GC, **AND**
 - Filed with the minutes of proceedings of the GC.

G. Conflicts of Interest

The NWSA conflict of interest policy (*detailed in a separate policy document*) requires that conflicts, potential conflicts, and/or the perception of conflict be disclosed and the affected person be recused from any decision-making with regard to the matter. The policy is designed to help individuals associated with NWSA identify situations that present potential conflicts of interest and to provide NWSA with a procedure with respect to the transaction.

The policy is intended to comply with Maryland Statutes, Section § 2-419 and its successor provisions. In the event there is an inconsistency, statute controls.

ARTICLE V: OFFICERS

A. Elected Officers

1. **Number.** NWSA has four (4) officers (President, Vice-President, Treasurer, and Secretary) all of whom are elected by the NWSA membership as set forth in Article VIII of these bylaws.
2. **Duties.** All officers are expected to maintain regular meeting attendance and to ensure that NWSA affairs are carried out consistent with the mission, bylaws, and policies. In addition individual offices have specific duties as follow.
 - **President.** The President has the powers and duties usually vested in the office of a President, including but not limited to:
 - Oversight of NWSA's day-to-day affairs in the absence of an Executive Director
 - Chairing the GC, the Executive Committee, the MA, and the national conference
 - Providing content leadership for the national conference(s) planned during the President's term of office
 - Serving as NWSA spokesperson and external liaison in partnership with the Executive Director
 - Maintaining *ex officio* membership on all committees
 - **Vice President.** The Vice President serves as may be required in the President's absence with all the attendant powers and duties. The Vice President also chairs the Elections Committee, collaborating with NWSA staff to:
 - Foster leadership opportunities and development throughout NWSA
 - Ensure the integrity of elections throughout NWSA
 - **Treasurer.** The Treasurer is responsible for NWSA's financial affairs in partnership with the Executive Director. The Treasurer chairs the Finance Committee, collaborating with Executive Director to:
 - Provide NWSA's financial oversight
 - Review financial reports, policies, and the annual budget
 - **Secretary.** The Secretary is responsible for NWSA's corporate records in partnership with the Executive Director. The Secretary collaborates with NWSA staff to:
 - Ensure proper notice for GC, Executive Committee, and MA meetings
 - Keep and distribute minutes of those meetings to their respective members within fourteen (14) days of the meeting or as otherwise provided in these bylaws
3. **Resignation, Removal & Replacement.** The Resignation, Removal & Replacement provisions of Article VIII.E of these bylaws apply equally to officers.

B. Executive Director

1. **Appointment.** The GC may appoint and employ an Executive Director to be NWSA's chief executive officer. An Executive Director's appointment/reappointment will be contingent upon annual performance evaluations and NWSA's financial health.
2. **Duties.** The Executive Director provides professional leadership to NWSA. As such, the Executive Director works under the direction of the GC to execute the policies and strategic plan of NWSA in a manner that is consistent with these bylaws, NWSA policy, and state and federal regulations.

The Executive Director is responsible for NWSA's daily operation and business including but not limited to:

- Continually innovating for the betterment of NWSA and advancement of its mission
- Recommending and initiating activities within the scope of NWSA’s strategic plan, budget and mission
- Serving as NWSA spokesperson and external liaison in partnership with the NWSA President
- Providing services traditionally associated with a chief administrative officer, chief financial officer and director of staff;
- Serving as an *ex officio*, non-voting member of the GC and its standing committees

In the event that NWSA does not have an Executive Director, the President is responsible for the obligations of this position until such time as it is refilled. However, the President may delegate duties among members of the GC, NWSA staff, and/or service contracts as appropriate

3. **Performance.** The Executive Committee conducts an annual performance review of the Executive Director, reports its findings to the GC, and recommends appropriate compensation changes.

ARTICLE VI: COMMITTEES

A. General

1. **Formation.** Either the GC or the Executive Director may create committees to advise their work and/or the work of NWSA.
2. **Composition.** Unless otherwise specified, committees may include any NWSA member (*i.e., both GC and non-GC members*)
3. **Meetings.** All committees meet as required to fulfill their duties. Committees may meet by conference telephone or similar communications equipment if all persons participating can hear one another at the same time.
4. **Committee Rules.**
 - Unless the GC provides otherwise, a committee may make, alter, and repeal rules for the conduct of its business.
 - A committee will keep a record of its meetings and report the results of its work to NWSA.
 - The Voting Authority provision of Article III.E.1 of these bylaws applies to committees.
 - No committee may amend the Articles of Incorporation or these bylaws.

B. Committees of the GC

Committees of the GC are charged with tasks necessary for NWSA governance. All such committees report to and are formed by the GC.

1. **Standing.** The following are the standing committees of the GC:
 - **Executive.** The Executive Committee consists of the four (4) NWSA officers as chaired by the President, with the Immediate Past President and Executive Director serving *ex officio*.
 - **Delegated Authority.** The Executive Committee:
 - a. Is delegated all the authority of the GC except as otherwise provided by law when the GC is not in session.
 - b. Serves as *de facto* Personnel Committee:
 - i. Reviewing Executive Director performance consistent with Article V of these bylaws
 - ii. Overseeing “whistleblower” and other conflict resolution processes for which the Executive Director might have a conflict of interest
 - iii. Coordinating search processes for the position of Executive Director
 - iv. Ensuring implementation of NWSA’s compensation policy as contained in Article IX of these bylaws
 - **Limit of Authority.**
 - a. The GC may resolve to limit Executive Committee authority.
 - b. The Executive Committee must communicate its actions to the GC as promptly as practicable.
 - c. The GC may override such action with a two-thirds (2/3) majority vote within fourteen (14) days of communication of the decision provided that the decision has not already taken effect.
 - **Finance.** The Treasurer chairs the Finance Committee. This committee collaborates with the Executive Director (here serving as chief financial officer) in oversight of NWSA’s fiscal health and integrity such as ensuring:
 - Appropriate financial planning and policies that safeguard NWSA assets
 - GC approval of the annual budget, receipt of regular financial reports, and filing of required legal documents
 - **Elections.** The Vice President chairs the Elections Committee. This committee collaborates with NWSA staff to:
 - Foster leadership opportunities and development throughout NWSA
 - Provide leadership to NWSA in cultivating candidates for election
 - Ensure the integrity of elections throughout NWSA
2. **Ad Hoc.** The GC may create *ad hoc* committees to address other needs of NWSA. These committees have a specified term of no more than two (2) years. Unless reauthorized, they dissolve automatically at term-end. The GC may dissolve them earlier.

C. Program Committees

The Executive Director may convene program committees as appropriate in support of executive duties or the mission and healthy operation of NWSA.

Program committees perform tasks related to NWSA activities (*e.g., national conference, pre-conferences, scholarships, awards, and leadership projects*). All such committees collaborate with NWSA staff to do their work.

Neither chairs nor members of these committees sit on the GC by virtue of this service.

ARTICLE VII: CONSTITUENT GROUPS

A. Types

NWSA offers a range of constituent group opportunities to its members in order to advance its mission, the field, and to foster paths to leadership, including but not limited to:

- **Caucuses.** Caucuses focus on groups that are under-represented within society or NWSA.
- **Program Administration & Development and Women’s Centers.** These two groups focus on roles that are vital to the NWSA mission.
- **Task Forces.** Task Forces focus on an issue relevant to NWSA that can be addressed through action.
- **Interest Groups.** Interest groups focus on areas of scholarly inquiry.

B. Status & Operation

1. **General.** The GC may set policy regarding constituent groups, consistent with these bylaws.
2. **Members.** Individual members interested in joining one or more constituent groups do so via their annual membership forms.
3. **Formation.** In order for NWSA staff to reduce the likelihood of duplicate groups, maintain a current list of constituent groups, publish said list to the membership, and update the membership form, a constituent group must:
 - Submit a request for recognition to the national office, including:
 - Its name,
 - Its purpose relative to the mission of NWSA, **AND**
 - The signatures of at least twenty-five (25) current members
 - Submit subsequent changes to its name or purpose for approval by the national office

NWSA staff may approve such requests and changes at their discretion.
4. **Leadership.** In order to fulfill their role as paths to leadership and maintain process consistency throughout NWSA, constituent groups are expected to have a Chair of Record defined as follows:
 - A constituent group chair is elected via election by the members as set forth in Article VIII.A-C of these bylaws.
 - Constituent group chairs are subject to the terms/term limits set forth in Article VIII.D of these bylaws.
 - Groups with co-chairs to manage their affairs must designate one (1) individual as Chair of Record.
5. **Authority**
 - **General.** Constituent groups may not act on behalf of NWSA or commit NWSA resources.
 - **Financial.** The GC may set policy for collecting fees on behalf of any or all constituent groups and/or for distributing those fees for group activity. However, no group may collect such fees directly nor are they automatically entitled to financial support.

C. Dissolution, Removal & Reinstatement

1. **Dissolution.** Any group may decide to dissolve. Dissolution will be effective upon submission to the national office of a statement signed by the individuals who participated in the decision.
2. **Defunct.** Following notice to a group of one or more of the following, NWSA staff may deem a group defunct if:
 - Group activity appears to have stopped for a year or more,
 - Membership has fallen below the required minimum of twenty-five (25), and/or
 - The group has failed to select a Chair of Record at the next regularly scheduled election.
3. **Removal.** If a constituent group violates these bylaws, NWSA policy, or state or federal laws, the GC may remove the group or assign conditions under which the group must operate to retain recognition.
4. **Reinstatement.** Constituent groups may petition the national office for reinstatement. The GC considers petitions for reinstatement and may require such groups to undergo a probationary period.

ARTICLE VIII: ELECTIONS & TERMS

A. Elections

1. Elections are held annually to select members to serve in leadership roles within NWSA (*including all GC members and constituent group Chairs of Record*). Unless stated otherwise, all leadership positions are subject to election managed out of and by the national office **except for** committees of the GC, program committee membership, committees within constituent groups, and NWSA staff.

B. Election Eligibility

1. **To Vote.** In order to vote, an individual must be on record as a member in good standing no fewer than three (3) days before publication of the ballot.
2. **To Run.**
 - No individual may hold more than one (1) elected office at any given time.
 - Candidates for election must be individual members of NWSA in good standing.
 - Policy documents may set forth additional requirements for election or leadership eligibility.

C. Conduct of Elections

1. **Responsibility.** NWSA staff manage all elections in collaboration with the Vice President and Elections Committee.
2. **Form.** Elections may take place via paper ballot, mail, electronic transmission, or other appropriate technology (all referred to as “ballots”).
3. **Procedures.** Distribution of ballots and casting of votes shall follow GC-approved policy and procedure.

4. **Ballots.** Ballots will be available to eligible members for no fewer than fourteen (14) days.
5. **Results.** Members shall be notified of election results not later than ten (10) days after the effective date of the vote.
6. **Tie.** In the event of a tie vote, the GC will select the winner from among the tied candidates by majority vote.

D. Terms

1. **Term.** All elected positions in NWSA last two (2) years, staggered. NWSA staff will maintain a schedule making clear which seats come up for election in even and odd years.
2. **Limits.** Individuals elected to leadership may only serve consecutive terms as follows before taking at least one (1) year off:
 - An individual may serve the **same body** for no more than three (3) consecutive terms or a total of six (6) years, **BUT**
 - An individual may serve in the **same position** for no more than two (2) consecutive terms or a total of four (4) years, **AND**
 - The **President** may NOT serve consecutive terms
3. **Exception.** An extension to the term limit **may** be granted to accommodate *ex officio* service of the Immediate Past President.

E. Resignation, Removal & Replacement

1. **Resignation.** An individual elected to a leadership role may resign at any time. Unless otherwise specified, a resignation is effective upon receipt.
2. **Removal.** Any individual elected to leadership may be removed for cause by a three-fourths (3/4) vote of the remainder of the body, or in the case of the GC out of session, by the Executive Committee. Cause may occur upon (but is not limited to):
 - Failure to meet duties set forth in these bylaws, policy documents and/or as expected by law
 - Failure to meet attendance rules as may be designated by the body
3. **Ineligibility.** Any individual whose membership in NWSA has expired or been otherwise terminated will lose candidate eligibility and/or terminate that individual's elected position.

F. Vacancies

1. **Elected.**
 - **Governing Council.** Should a vacancy occur on the GC, its members elect a replacement for the remainder of the term.
 - **Constituent Groups.** Should a vacancy occur in constituent group leadership, the group will continue to function under volunteer leadership until the Chair of Record can be formally replaced through the next regularly scheduled election.
2. **Ex Officio.** Should an individual vacate chair-ship of a constituent group, the remainder of the unexpired term transfers to that group's new Chair of Record.

ARTICLE IX: GENERAL PROVISIONS

A. Fiscal Matters

1. **Fiscal Year.** The NWSA fiscal year begins on January 1 and ends on December 31.
2. **Deposit of Funds.** All NWSA funds will be deposited in appropriate vehicles as the GC may designate from time to time.
3. **Commercial Paper.** The Executive Director or NWSA officer designated by the GC signs all NWSA checks, drafts, notes, and evidence of indebtedness. All such documents exceeding \$40,000 require approval by two (2) officers as designated by the GC.
4. **Assets Upon Dissolution.** Upon the dissolution of NWSA, assets shall be distributed 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, as shall be selected by the Governing Council.

B. Compensation Policies

1. **General Prohibition & Exception.**
 - No member may receive compensation for:
 - Serving on the GC or for performing duties normally associated with the responsibilities of that position
 - Engaging in activities normally associated with membership, including serving on committees and/or holding an elected or appointed position.
 - Reasonable meeting expenses may be reimbursed when authorized by the GC or otherwise stipulated in policy.
2. **Setting Compensation When Allowed.** In establishing appropriate compensation for an individual who is the Executive Director, a GC member, officer, member of a committee with GC-delegated powers, or anyone else exercising substantial influence over NWSA, the GC or relevant committee shall:
 - Recuse members who receive directly or indirectly a substantial portion of their income from NWSA;
 - Rely on appropriate comparative data, including comparable agreements in similar organizations, compensation levels for similar positions in both exempt and taxable organizations, and regional economic data; **AND**
 - Document the information and rationale upon which it makes its compensation determinations.

The GC may establish an *ad hoc* committee to set appropriate levels of compensation. Such committee will consist solely of disinterested persons with respect to the transaction in question and follow the above-outlined procedures.

C. Prohibited Activities

Notwithstanding any other provisions of these bylaws, the Articles of Incorporation, state or federal, NWSA may not engage in or carry on

activities prohibited under Section 501(c)(3) of the Internal Revenue Code of 1954 or its successor provisions.

1. **Private Benefit.** No part of NWSA's net earnings may inure to the benefit of or be distributable to its directors or officers, except that NWSA has the authority to pay reasonable compensation for services rendered to/for NWSA.
2. **Political Influence.** No substantial part of the activities of NWSA may consist of carrying on propaganda, or otherwise attempting to influence legislation, **AND** NWSA may not participate in, or otherwise intervene in (including publication or distribution of statements), any political campaign on behalf of or in opposition to candidates for public office.
3. **Contracts.** No NWSA member may be interested, directly or indirectly, in any contract relating to its operations, nor in any contract for furnishing services or supplies to it, **unless** the contract is authorized by the GC in compliance with its conflict of interest policy such that:
 - The interest is disclosed to the GC at the meeting during which the contract is authorized, **AND**
 - The affected person has been recused from any decision-making with regard to the matter.

D. Required Recordkeeping

1. **Minutes.** The Secretary or relevant designee keeps or causes adequate minutes to be kept for all GC meetings and Membership Assemblies. Minutes reflect, at a minimum, the names of those in attendance, any resolutions passed and the outcomes of any votes taken.
 When potential conflicts of interests are discussed, the minutes shall include the:
 - Names of the persons who disclosed financial interests;
 - Nature of the financial interests;
 - Names of the persons present for the discussions
 - Content of those discussions, including:
 - Result of the discussion, specifically whether or not the GC determined that a conflict existed
 - Any alternative transactions or arrangements; **AND**
 - Record of votes related to the relevant transaction or arrangement
 Any participating GC member may request that the records of such discussions and individual votes may be sealed, with only the outcome reported publicly.
2. **Document Retention.** NWSA will keep its records as required by law, Articles of Incorporation, bylaws, or policy documents, retaining them per GC-approved policy.
3. **Public Disclosure.** NWSA shall keep copies of the Form 1023 (exemption application) as filed and any Form 990 (information tax return) filed within the past three (3) years available for public inspection at its office. Names and identifying information of contributors may be redacted from publicly available copies.
 In addition, NWSA will **EITHER**:
 - Make these materials widely available to the public, such as by posting on the Internet, **OR**
 - Provide copies of the materials to any individual requesting them via writing or in person during normal business hours.
 This obligation is no broader than required by law and does not apply to requests made as part of a harassment campaign targeting NWSA.

E. Indemnification

NWSA will indemnify its officers, committee chairs, and volunteers to the extent required by law as provided in Maryland Code: Corporations & Associations, Title 2, Section 418 or its successor provisions.
 NWSA purchases and maintains insurance against any liability asserted against or incurred whether or not NWSA would have the power to indemnify the person against that liability under law.

ARTICLE X: AMENDMENTS

These bylaws may be amended by the affirmative vote of at least two-thirds (2/3) of GC members.
 Proposed amendments will be made available to members (*e.g., posted online*) fourteen (14) days prior to the vote.
 Amendments adopted by the GC will be published on the NWSA website following the vote.