



## **Minnesota Women of Today Bylaws Table of Contents**

*As amended May 2024(bylaw change)*

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# BYLAWS OF THE MINNESOTA WOMEN OF TODAY

*As amended November 2022 (housekeeping)*

## **ARTICLE I. NAME AND HEADQUARTERS**

Section 1. The name of this corporation shall be the Minnesota Women of Today (MNWT).

Section 2. The headquarters of this corporation shall be the Minnesota Women of Today Chapter Service Center (CSC).

## **ARTICLE II. PURPOSE, MISSION STATEMENT, AND CREED**

Section 1. The purpose of this corporation shall be to encourage, foster, and support the growth and establishment of Minnesota Women of Today chapters.

Section 2. The mission of the Minnesota Women of Today is to help women improve their own lives and the lives of the people in the communities around them. This organization shall be a place in which young women are actively encouraged to become involved and hold positions of leadership. The organization shall provide opportunities for all members:

- A. To contribute to their communities by raising funds for worthy causes and by providing services or education to benefit community members.
- B. To develop and to foster skills and talents related to becoming successful individuals, interacting well with other people and becoming capable leaders.
- C. To develop friendships and to find personal support within the organization.

Section 3. The creed of the Minnesota Women of Today shall be:

We, the Women of Today, are Service, Growth, and Fellowship.  
We believe that through us great lessons can be learned, worthy deeds performed,  
and a hand of fellowship extended to millions of women everywhere.  
May we leave the world a better place because we lived and served within it.

## **ARTICLE III. MEMBERSHIP**

Section 1. Member Chapters

- A. Any duly organized Minnesota Women of Today chapter shall be eligible for membership in this corporation provided that its objectives are civic, educational, recreational, and social; and further provided, it is not organized for religious, political or private purposes.
- B. Application for membership shall consist of an Intent to Charter form, the \$20. charter fee, and a minimum of 10 new members in good standing.
- C. The following clause shall be inserted in the constitution or bylaws of each member chapter. "This organization is a member of the Minnesota Women of Today in regard to dues, support of projects whenever possible, and compliance with bylaws and policies."
- D. Admission to membership shall be by simple majority vote of the member chapters present and voting at a duly called meeting. When the application of a new chapter has been approved, said member chapter and the individual members thereof shall immediately become fully paid-up qualified members entitled to all privileges of membership.
- E. Any member chapter may withdraw from this corporation by submitting 90 days' written notice prior to voting on dropping as a chapter. (Exceptions will be allowed with State President and Chapter Management Vice President authority.) In addition, the chapter must submit to the State President its written resignation, a copy of the chapter minutes of the meeting at which time the decision to withdraw was made, its charter, and a remittance in full of all obligations due. All records of the chapter shall

be turned over to the District Director who shall then forward them to the Chapter Service Center. Chapters wishing to reinstate their membership must do so as a new chapter.

- F. This corporation may expel any member chapter by a three-fourths (3/4) vote of the member chapters present and voting at a duly called meeting, provided that the member chapter in question has had the opportunity to show cause why its membership in this corporation shall not be terminated upon receiving written notification of at least 30 days in advance of said meeting for either of the following reasons:
1. If such membership is not in the best interest of the Minnesota Women of Today.
  2. If any member chapter has failed to comply with state bylaws and policies.
- G. Chapters must have a minimum of ten (10) members. If the chapter remains under ten (10) members for two consecutive trimesters, the chapter shall automatically be removed from the rolls of the Minnesota Women of Today on September 1<sup>st</sup>, January 1<sup>st</sup> or May 1<sup>st</sup>, whichever is applicable. All records of the chapter shall be turned over to the District Director who shall then forward them to the Chapter Service Center. A chapter wishing to reinstate their membership must do so as a new chapter with a minimum of ten (10) members in good standing.

## Section 2. Members of Member Chapters

- A. A member in good standing is any person at least 18 years of age when his/her state/national dues are paid.
- B. In the event a member transfers his/her membership from one chapter to another chapter within the state, he/she shall be considered a “member in transit” and shall remain on the state roster and continue to receive the NEWSLET.
- C. A member in good standing shall be listed on the roster of only one (1) chapter in the Minnesota Women of Today.
- D. A member in good standing in the Minnesota Women of Today is also a member of the United States Women of Today.

## ARTICLE IV. FINANCE

Section 1. Member chapters shall pay annual dues in the amount of \$50, of which \$45 is state dues and \$5 is national dues, for each chapter member in good standing. These dues shall be due in each member's respective anniversary trimester. Dues must be paid on a minimum of 10 members per chapter in order for a chapter to retain its membership.

Section 2. No refund of annual dues shall be made under any circumstances.

Section 3. A “member in transit” shall not be required to pay state and national dues until his/her next annual dues date.

Section 4. Any member chapter delinquent in the payment of financial obligations to the state organization at the time of a state meeting loses its voting privileges with that meeting. If said obligations are not paid after two (2) consecutive state meetings, the chapter may be expelled from the membership.

Section 5. This organization shall assess finance charges on past due accounts as recommended by the Finance Committee and as documented in the Policies.

Section 6. Any member delinquent in the payment of financial obligations to the state organization 180 days may be expelled from the membership.

Section 7. All member chapters must purchase liability insurance through the Minnesota Women of Today.

## ARTICLE V. MEETINGS

Section 1. There shall be three (3) regular business meetings of this corporation held yearly. These meetings shall be referred to as Fall State Meeting, Winter State Meeting, and Annual State Meeting.

Section 2. There shall be five (5) special meetings held yearly which are open to the general membership.

A. Special Executive Council meeting for incoming Executive Council members shall be held Sunday morning at the Annual State Meeting.

B. Minnesota Women of Today June Officers Training Seminar (MNJOTS) for Executive Council members shall be held the first or second weekend in June.

C. Mid-Year Executive Council Meeting (Mid-Year Exec) shall be held between the Fall State Meeting and the Winter State Meeting.

D. March Planning shall be a planning session where present staff shall report on and make recommendations in their area for the coming year. This meeting shall take place on the second or third Saturday in March. (remove on the second or third Saturday and change to take place in March).

E. Local Officer Training Seminar (LOTS) shall be held during the month of April/ May.

Section 3. Special meetings of this corporation shall be held at such time and place as determined by two-thirds (2/3) vote of the Executive Council or by request of two-thirds (2/3) vote of the member chapters. Written notice stating time, place, and purpose of such meeting shall be given to all member chapters at least 30 days in advance.

Section 4. The order of business for regular and special meetings shall be determined by the presiding officer; however, the order of business may be changed by a majority vote of the voting delegates present and voting.

Section 5. At all general membership business meetings of this corporation, a quorum shall consist of the representatives from one-third (1/3) of the member chapters in good standing.

Section 6. The accountant will mail or email to the chapters owing over \$3, monthly statements of the monies owed to the state organization. Chapters will have until close of Financial Credentials at the next state meeting to pay amounts owing. Any chapter who has not paid Dues, shall lose its voting privileges effective with that meeting. Chapters owing amounts after the Financial Credentials listing has been mailed or emailed will not be notified, but any additional amounts due must be paid at the next convention before voting privileges are granted.

Section 7. The Finance Committee shall review the contracts for all state meetings. The maximum registration fee shall be listed in the contract.

## ARTICLE VI. REPRESENTATION

Section 1. Each member chapter of the corporation shall be entitled to a proportionate number of votes on each prevailing issue at each State meeting.

Section 2. Proportionate voting strength shall be determined by the chapter's trimester base number of members in good standing at the end of the previous membership trimester according to the following schedule:

A. Chapters with 3-15 members shall be entitled to three (3) votes.

B. Chapters with 16-25 members shall be entitled to four (4) votes.

C. Chapters with 26-35 members shall be entitled to five (5) votes.

- D. Chapters with 36 and over members shall be entitled to six (6) votes.
- E. Chapters with less than three (3) members but still on the rolls of the Minnesota Women of Today shall be entitled to one (1) vote.

Section 3. Each member chapter must report the number of voting delegates present to be registered to vote. Registration shall be closed 30 minutes after the business meeting has been called to order. After that point, no additional voting delegates may be seated.

Section 4. Each member chapter's votes shall be cast by selected delegates of the chapter. At the time of voting, the number of delegates present must correspond to the allotted number of votes. If fewer delegates are present than allotted number of votes, the number of votes cast shall correspond to the number of delegates present.

Section 5. The official representative of the chapter shall be the State Delegate. He/she shall represent the view of his/her chapter at State and District meetings. He/she is responsible for verification of voting strength and voting delegates.

Section 6. The Credentials Committee shall be available at a set time and place on Saturday morning for chapters to challenge their base figure. Base figure cannot be challenged after adjournment of the Credentials Committee.

Section 7. Any member in good standing may make motions and enter into discussion at all regular business meetings of this corporation. The maker and seconder of said motion cannot come from the same chapter.

Section 8. Any member in good standing may enter into discussion at all meetings of the Executive Council.

Section 9. Any member of the Executive Council may make motions at an Executive Council meeting.

## **ARTICLE VII. EXECUTIVE COUNCIL**

Section 1. The Executive Council of this corporation shall be composed of the State President, Administrative Vice President, Membership Vice President, Chapter Management Vice President, Programming Vice President, Marketing Vice President, State Secretary, Financial Vice President, State Parliamentarian, Extensions Director, Chairman of the Board, District Directors, State Program Managers, Executive Director, and the Presidential Assistant. Voting members of this Council shall be the State President, Chairman of the Board, and District Directors. State Program Managers shall vote on bids for programming areas only.

Section 2. The Executive Council shall meet at stated times to be determined by it, upon call of the State President, or upon call of a majority of its members.

Section 3. The duties of the Executive Council shall include the following:

- A. It shall be authorized to act on all matters relative to the policies of this corporation, its welfare and membership and may direct activities for the general good of the corporation.
- B. It shall perform such other duties and exercise such other powers as may be directed or delegated by the member chapters as provided for in the bylaws and policies.
- C. The Executive Council in its entirety shall be the primary membership of the Minnesota Women of Today Foundation.

Section 4. The member chapters may override by a simple majority any action of the Executive Council. In any case where the member chapters shall take affirmative action, such

action shall govern the Executive Council.

Section 5. Matters of importance may be submitted to the voting members of the Executive Council by the State President at any time for a vote by mail/email.

- A. Each voting member shall have one (1) vote in such matters.
- B. A matter submitted for a mail/email vote shall require approval by a majority of votes cast for adoption.
- C. Bylaws may not be voted on through this procedure.
- D. All votes must be returned to the State President within a designated time period (no more than 30 days). Any vote not returned within the designated time limit shall be considered an abstention.
- E. Results must be published in the NEWSLET and read into the minutes of the next Executive Council meeting.

## **ARTICLE VIII. OFFICERS AND DUTIES**

Section 1. The officers of this corporation shall be the President, Administrative Vice President, Membership Vice President, Chapter Management Vice President, Programming Vice President, Marketing Vice President, Extensions Director, State Secretary, Financial Vice President, Parliamentarian, Chairman of the Board, District Directors and State Program Managers.

Section 2. The duties of the officers shall be as follows:

- A. President shall preside at all meetings of this corporation and its Executive Council and shall generally supervise all affairs of this corporation.
- B. Administrative Vice President shall supervise the district directors. In the absence of the State President, presides at all regular and special meetings of this corporation and its Executive Council. He/She shall assist the State President at the President's request.
- C. Membership Vice President shall be the State President's administrator of membership. In the absence of the State President and the Administrative Vice President, presides at all regular and special meetings of this corporation and its Executive Council. He/She shall assist the State President at the President's request.
- D. Chapter Management Vice President shall promote the use of chapter management tools. In the absence of the State President, Administrative Vice President, and Membership Vice President, presides at all regular and special meetings of this corporation and its Executive Council. He/She shall assist the State President at the President's request.
- E. Programming Vice President shall be the State President's administrator of programming. In the absence of the State President, Administrative Vice President, Membership Vice President, and Chapter Management Vice President, presides at all regular and special meetings of this corporation and its Executive Council. He/She shall assist the State President at the President's request.
- F. Marketing Vice President shall be responsible for overseeing marketing activities, supervise the Public Relations Assistant and Newsletter Editor and chair the Marketing committee. He/she shall assist the president at his/her request.
- G. Extensions Director shall supervise all extension activity and shall initiate contact with targeted communities. He/She shall assist the State President at the President's request.
- H. Secretary shall take the minutes of all meetings of this corporation and its Executive Council; shall be responsible for the distribution of these minutes to each chapter and members of the Executive Council; and shall assist the State President at his/her request.
- I. Financial Vice President shall be responsible for overseeing the fundraising activities, supervise the state store manager and chair the financial committee. He/she shall

give an annual report of the year's financial transactions at the Fall State Executive Council Meeting of the new administration.

- J. Parliamentarian shall advise the State President and work with him/her in selecting the proper procedure to transact business. He/She shall assist in reviewing the state's Articles of Incorporation, bylaws, and policies and shall keep updated copies of the same. He/She shall assist the State President at the President's request.
- K. Chairman of the Board shall act as an advisor to the Executive Council. He/She shall assist the State President at the President's request.
- L. District Directors shall, within their Districts, preside at all district meeting, be involved with extending new chapters and be the State President's representative. He/She shall assist the State President at the President's request.
- M. State Program Managers shall promote participation and provide information in their respective programming areas. He/She shall assist the State President at the President's request.

Section 3. Upon notification of non-performance of duties by a District Director, the Administrative Vice President and the State President shall advise him/her that he/she has 30 days in which to refute such allegations or take measures to correct the situation. After such time, the Administrative Vice President, and the State President shall determine the necessity of bringing the matter before the Executive Council for consideration of suspension. Prior to bringing the matter before the Executive Council, the District Director shall be notified of the decision.

Section 4. Any officer not fulfilling his/her duties may be suspended by the Executive Council. The Executive Council may appoint an acting officer until the next regular business meeting. The officer in question shall be given an opportunity within 30 days after receiving written notice from the Executive Council to show cause why he/she should not be suspended from his/her term of office. This notice shall contain a detailed explanation of the alleged neglected duties as outlined in the bylaws and policies.

Section 5. All Minnesota Women of Today funds received by any officer must be reported immediately to the accountant. The officer will provide a complete accounting of where the funds have come from and the date of receipt. The accountant will instruct the officer as to proper disposition of the funds.

## **ARTICLE IX. ELECTIONS AND APPOINTMENT OF OFFICERS**

Section 1. The officers of this corporation shall be elected or appointed for a term of one (1) year, which begins immediately following the election meeting at Annual Convention. They shall not be eligible for election or appointment to the same office for two (2) consecutive one-year terms.

Section 2. Members seeking the office of District Director:

- A. A member must meet the following qualifications to be eligible to serve as a District Director:
  - 1. Be a member in good standing in his/her local Minnesota Women of Today chapter for at least two (2) years or more on assuming position.
  - 2. Have personal backing of his/her chapter, as indicated by a letter of support.
  - 3. Have served as a local officer for one (1) year.
- B. In the event a District has not elected a District Director by the Annual State Meeting, the newly elected State President, with the approval of the Executive Council, shall appoint by MNJOTS a District Director to fulfill the position.

Section 3. No person shall serve on Executive Council in excess of eight (8) years excluding any term served as Chairman of the Board or Presidential Assistant or prior to May 1, 1994.

Section 4. Members seeking the office of State President must meet the following qualifications to be eligible for election to office.

- A. Be a member in good standing in his/her local chapter and a member of the Minnesota Women of Today for at least four (4) years on assuming position.
- B. Have served as a local officer for one (1) year.
- C. Have served on the State Executive Council for two (2) years.
- D. Have served as state staff for one (1) year.
- E. Have personal backing of his/her local chapter, as indicated by a letter of support.

Section 5. A member must meet all the following qualifications to be eligible for appointment to serve on the Minnesota Women of Today Staff:

- A. Be a member in good standing in his/her local Minnesota Women of Today chapter for at least three (3) years on assuming position.
- B. Have been a local officer for one (1) year.
- C. Have served on the State Executive Council for one (1) year. District representatives or district contacts do not meet these criteria. The Presidential Assistant is not required to have served on State Executive Council.
- D. Have the personal backing of his/her local chapter, as indicated by a letter of support.

Section 6. The Minnesota Women of Today Executive Director and Accountant may not serve in an office on the Executive Council unless he/she resigns from his/her position previous to election or appointment. The Minnesota Women of Today Executive Director and Accountant may not campaign for any candidate for any elected or appointed state position.

Section 7. The State President shall be elected as follows:

- A. The Elections Committee requires the candidate to submit the information as requested on the nomination form.
- B. The Elections Committee shall write an article about the nominees and their qualifications and goals for the NEWSLET prior to Annual State Meeting.
- C. By Mid-Year Executive Council meeting, the Elections Committee shall set dates for caucuses in the spring for the purpose of meeting and hearing all candidates. Dates and places shall be given to each candidate.
- D. Presidential candidates not previously announced by the Elections Committee may run for office. To be eligible for nomination from the floor, credentials must be checked by Friday noon at Annual State Meeting by the chairman of the Elections Committee.
- E. The State President shall be elected by a simple majority vote of member chapters present and voting at the Elections Meeting of the Annual State Meeting.
- F. The elections for State President will be conducted by a roll call vote. However, in the event of a non-contested election, a voice vote shall be conducted.

Section 8. The District Directors shall be elected at their Spring District Meeting. Each District may determine its own voting procedure at the district meeting. In the event a District Director is not elected; a special meeting may be called for purposes of electing a District Director.

Section 9. The Presidential Assistant shall be appointed as an ex-officio member of staff by the State President. Approval of the membership is not necessary.

Section 10. The Administrative Vice President, Membership Vice President, Chapter Management Vice President, Programming Vice President, Marketing Vice President, Financial Vice President, State Parliamentarian, Extensions Director and State Secretary shall be appointed by the State President, subject to the approval of the membership.



Section 11. The Chairman of the Board shall automatically serve as advisor to the Executive Council.

Section 12. In the event that the State President is unable to complete his/her term of office, the Administrative Vice President shall finish out the year as State President. The new State President shall appoint replacements to any vacancies subject to the approval of the Executive Council. If the Administrative Vice President is unable to complete the term of office, the Membership Vice President shall succeed the State President. If the Administrative Vice President and Membership Vice President are unable to complete this term of office, the Chapter Management Vice President shall succeed the State President. If the Administrative Vice President, Membership Vice President, and Chapter Management Vice President are unable to complete this term of office, the Programming Vice President shall succeed the State President.

Section 13. In the event that a District Director is unable to complete his/her term of office, the district in which he/she serves shall elect a new District Director within 30 days of the District Director vacating the office.

Section 14. In the event that the Presidential Assistant is unable to complete his/her term of office, the State President shall appoint a successor; approval of the Executive Council is not necessary.

Section 15. In the event that an appointed staff officer is unable to complete his/her term of office, the State President shall appoint a successor, subject to the approval of the Executive Council.

#### **ARTICLE X. STATE PROGRAM MANAGER AND STATE PROJECTS**

Section 1. There shall be program areas within this corporation, to be defined in the Minnesota Women of Today policies.

Section 2. All program areas shall be subject to evaluation every three (3) years using the model for program evaluation process as found in the policies. Results of this evaluation will be reported to the membership at the Winter State Meeting.

Section 3. The external programming affiliations shall be subject to an annual review process as found in the policies.

Section 4. Bids for the priority programming area will be presented at the Annual State Business Meeting and voted on at the Fall State Business Meeting.

Section 5. A member must meet all the following qualifications to be eligible to serve as a State Program Manager:

- A. Be a member in good standing in his/her local Minnesota Women of Today chapter for at least two (2) years.
- B. Have personal backing of his/her chapter, as indicated by a letter of support.
- C. Have served as a (LPM), served on a local board and or District Board, a minimum of one (1) year. (can be concurrent).

Section 6. Upon notification of non-performance of duties by a State Program Manager, the Programming Vice President shall advise him/her that he/she has 30 days in which to refute such allegations or take measures to correct the situation. After such time, the Programming Vice President and the State President shall determine the necessity of bringing the matter before the Executive Council for consideration of suspension after informing the State Program Manager of their decision.

Section 7. Any State Program Manager not fulfilling his/her duties may be suspended by the Executive Council. The Executive Council may appoint an acting program manager until the next Executive Council meeting. The program manager in question shall be given an opportunity 30 days after receiving written notice from the Executive Council to show cause why he/she should not be suspended from his/her position. This notice shall contain a detailed explanation of the duties, which were allegedly neglected. If the program manager is not reinstated the acting program manager shall complete the term.

Section 8. In the event that a State Program Manager is unable to complete his/her term, the State President, with the approval of the Executive Council, may appoint a new program manager.

Section 9. The State Program Managers shall be permitted to enter into a contract for goods and services in the name of the Minnesota Women of Today with prior approval of the contract by the Executive Council.

Section 10. No new State Program Manager shall promote his/her area until after the Annual State Meeting.

#### **ARTICLE XI. EXPENSES OF STATE OFFICERS**

Section 1. All State Officers of this corporation shall be reimbursed for expenses incurred in the performance of their duties, not to exceed the maximum set by the annual budget.

Section 2. No reimbursements will be made for expenses occurring prior to Annual Convention and will not be reimbursed until June 1<sup>st</sup>.

#### **ARTICLE XII. ANNUAL BUDGET**

Section 1. The Finance Committee and Accountant shall be responsible for all financial transactions of the corporation.

Section 2. An annual budget shall be proposed by the Finance Committee. This proposed budget shall be submitted to the member chapters at the Fall State Business Meeting for their approval.

Section 3. The annual budget shall consist of an income statement. The budgeted income statements shall set maximum expenditures for each operating expense.

Section 4. All disbursements shall be made by check, signed by the accountant and countersigned by the State President or, in the absence of the State President, the Administrative Vice President. No check shall be signed by the State President or the Administrative Vice President unless it is completely filled out. The Executive Director shall have the authority to co-sign checks as necessary.

Section 5. No expenditures of funds in excess of \$100 not provided for in the annual budget shall be made without the approval of the member chapters.

A. Prior notification in the NEWSLET and/or Chapter Mailing shall be made to all members when approval is needed on an expenditure of over \$300.

Section 6. The fiscal year of this corporation shall run from June 1 to May 31.

### **ARTICLE XIII. RIGHTS TO NAME**

Section 1. No chapter or member shall be allowed to sell merchandise and/or services with the Minnesota Women of Today corporate name or logo without the permission of the Finance Committee.

Section 2. Only chapters in good standing shall be allowed to use the Minnesota Women of Today corporate name and logo.

### **ARTICLE XIV. COMMITTEES**

Section 1. The State President, with the approval of the Executive Council, shall appoint such committees as he/she deems necessary to implement the policies and purposes of this corporation.

Section 2. The State President, with the approval of the Executive Council, shall appoint a member of the corporation to chair such committees.

Section 3. Any member in good standing is eligible to chair or serve as a member of any committee.

Section 4. No committee shall be vested with the power to enter into any agreement, contract, or to otherwise obligate this corporation.

Section 5. Within the budget limitations and subject to the approval of the Executive Council, committee chairmen and committee members shall be reimbursed for necessary expenses.

Section 6. All committee chairpersons shall be under the direct supervision of the Chairman of the Board.

### **ARTICLE XV. NEWSLET**

Section 1. The NEWSLET shall be the official publication of this corporation. All notices of meetings, reports, et cetera, published in it shall be considered official notification.

Section 2. The Executive Director shall be permitted to enter into a contract for the publication of the NEWSLET in the name of the Minnesota Women of Today with prior approval of the contract by the Finance Committee.

Section 3. The NEWSLET Editor shall be permitted to enter into a contract agreement in the name of the Minnesota Women of Today with NEWSLET sponsors and advertisers with the approval of the State President, State Secretary, and Accountant

### **ARTICLE XVI. MINNESOTA WOMEN OF TODAY FOUNDATION**

Section 1. The Minnesota Women of Today Foundation shall be an auxiliary of the Minnesota Women of Today.

Section 2. The purpose of the Minnesota Women of Today Foundation shall be to seek and receive contributions from individuals, partnerships, corporations and government agencies to further the educational, leadership training and fundraising programs supported and promoted by the Minnesota Women of Today, and to cooperate with other agencies, organizations, groups, and individuals having similar purposes and goals.

## **ARTICLE XVII. UNITED STATES WOMEN OF TODAY**

Section 1. Minnesota Women of Today is a member state of the United States Women of Today in regard to the dues, support of projects whenever possible and compliant with bylaws and policies.

Section 2. Minnesota members seeking National positions must seek state support no earlier than Winter State Convention by stating their intent to the Chairman of the Board.

Section 3. Members seeking state support for the position of United States Women of Today President shall have served on the state staff of Minnesota Women of Today for at least one (1) year and have served as a local chapter president.

Section 4. In the event a member seeks a National position after Annual Convention, a special vote will be called by the State President either at MNJOTS or by email to the voting members of Executive Council. A majority vote is needed to approve.

## **ARTICLE XVIII. DISSOLUTION**

Section 1. Upon dissolution of a chapter, after paying debts, any remaining assets are to be given to organizations organized exclusively for charitable, educational, or scientific purposes as shall at that time qualify as exempt under section 501(c)(3) of the current Internal Revenue Code.

Section 2. Upon dissolution of a district, after paying debts, any remaining assets are to be given to organizations organized exclusively for charitable, educational, or scientific purposes as shall at that time qualify as exempt under section 501(c)(3) of the current Internal Revenue Code.

Section 3. Upon dissolution of the state organization, after paying debts, any remaining assets are to be given to organizations organized exclusively for charitable, educational, or scientific purposes as shall at that time qualify as exempt under section 501(c)(3) of the current Internal Revenue Code.

## **ARTICLE XIX. PARLIAMENTARY AUTHORITY**

Section 1. Robert's Rules of Order, Newly Revised, shall prevail at all meetings except when in conflict with the bylaws.

## **ARTICLE XX. FINAL AUTHORITY**

Section 1. The Minnesota Women of Today Bylaws and Policies shall have the final authority over state and local member organizations.

## **ARTICLE XXI. AMENDMENT AND SUSPENSION OF BYLAWS**

Section 1. These bylaws may be amended or replaced by a two-thirds (2/3) vote of the member chapters present and voting at any meeting of the corporation, provided that written notice of 60 days specifying the changes proposed has been given to each member chapter.

Section 2. Such amendments may be revised at the meeting before being acted upon, without further notice being sent to the member chapters.

Section 3. These bylaws may be suspended by two-thirds (2/3) vote of the member chapters present and voting at any meeting of this corporation.

Section 4. The members of this organization have the authority to place a three (3) to five (5) year moratorium on any bylaw they deem necessary.

Section 5. The Bylaw Review Committee may edit punctuation, formatting, and spelling errors within the bylaws of The Corporation, without vote, so long as the edits do not change the intent and purpose of the bylaws written.