

# *Constitution and Bylaws of* **BLACK WOMEN'S LEADERSHIP COUNCIL**

## ARTICLE I. NAME

**SECTION 1.** The name of the Organization shall be Black Women's Leadership Council, also known as BWLC.

**SECTION 2.** The primary location of the Organization shall be the United States.

## ARTICLE II. PURPOSE

**SECTION 1.** *VISION STATEMENT: We have reached our desired state when Xerox Corporation recognizes the importance of Black women and our value to the success of the corporation. Black women are visibly rewarded and recognized by having representation and leadership within all Xerox organizations at every level. Mentorship and sponsorship of Black women are standard practices that are utilized by the entire Xerox family.*

**SECTION 2.** *MISSION STATEMENT: BWLC serves as a catalyst to advance professional growth and development for Black women in the Xerox workplace.*

**SECTION 3.** **OPERATING PRINCIPLES:**

- A. Recognize, articulate and support the premise that The Document Company - Xerox Corporation has a legal, moral and social responsibility to employ, develop, promote and retain Black personnel at every level of the Corporation, and to recognize that an aggressive Affirmative Action Program is fundamental to ensuring realization of that commitment.
- B. Provide support, advice, council and direction to local Xerox Black Females
- C. Establish an effective method of communication among divisions, businesses and agencies for all Black female employees.
- D. Provide a mechanism to acquaint and familiarize employees with company policies and employee development and training programs.
- E. Create an atmosphere conducive to excellent job performance by all employees within The Document Company - Xerox Corporation by providing strong positive leadership and by espousing the value of healthy attitudes.
- F. Ensure and maintain a Black presence within The Document Company - Xerox where employees are provided opportunities to contribute and to fully realize their potential.
- G. Emphasize to the membership the importance of fully developing individual potential; to stress the aggressive pursuit of all education and training opportunities available for The Document Company - Xerox employees and community at large.
- H. Offer support and assistance to Black female employees and Blacks within the communities who are affected by discriminatory practices that inhibit their contributions.
- I. Provide educational training, financial aid and corporate counseling to Blacks outside Xerox to assist in the betterment of society.

**ARTICLE III. MEMBERSHIP**

**SECTION 1.** *General Membership:* All females of African origin, who is employed by Xerox, it's subsidiaries or affiliates, which subscribes to the purpose of this Organization.

**ARTICLE IV. BWLC BOARD**

**SECTION 1.** The BWLC Board shall consist of no less than 11 members and more than 21 members which includes 5 board officers of BWLC organization and 1 foundation member. Total board will consist of an odd number of people with 40% in non-band B positions. Board members serve a 2-year term with the option to extend 1-2 years. Board member can not serve more than 4 consecutive years.

**SECTION 2.** The BWLC Board will determine any policies or changes therein, within the limits of the bylaws, actively pursue its purposes and shall have discretion in the collection and disbursement of its funds.

**SECTION 3.** The BWLC Board will provide input to the Annual Conference agenda, format, content and location.

**SECTION 4.** The BWLC Board shall ensure that all constituencies are aware of the purpose and direction of the bylaws, and act in accordance with those BWLC bylaws.

**SECTION 5.** The BWLC Board will only serve as a negotiator in conflict situations when requested by the affected local Xerox Black Caucus organization(s).

**SECTION 6.** Shall be responsible for selecting the Corporate Champion.

**SECTION 7.** *Meetings:* The BWLC Board shall meet four times per year. Notification regarding a meeting will be sent sixty (60) days prior to the meeting, with a follow-up one- (1) month as well as one (1) week prior to the meeting. The agenda shall be determined by the Chairperson, with input from the Board, and published by the Secretary. The meetings will take place in February (2 day planning meeting), May (conference call), August (at the National conference) and October (conference call).

**SECTION 8.** *Quorum:* A quorum shall consist of one-half (1/2) of the BWLC Board plus one (1) for all voting decisions.

**ARTICLE V. BOARD OFFICERS**

**SECTION 1.** The Board shall consist of the Chairperson, and a Co-Chairperson, a Secretary, a Treasurer and a Communications Officer who are elected from the Board.

**SECTION 2.** Duties and Responsibilities:

- A. Recommend policy for the Organization and maintain the constitution and bylaws.
- B. Set BWLC objectives for the calendar year and long-range goals and plans for future development.
- C. Shall determine allocation of BWLC funds within the organization.

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- D. Provide a forum for proactive and/or reactive procedures.
- E. Meet with Corporate Champion at least on an annual basis to discuss items of mutual interest and concern.

**SECTION 3.** The following are the offices of BWLC. The BWLC Board will select each office.

- A. **CHAIRPERSON.** Shall be the principal elective officer of the Organization, shall preside at all regular and Special Meetings of the Organization. She shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. She shall also, at the Annual Conference of the Organization, and at such times as shall be deemed proper, communicate to the Organization, or to the Board Officers such matters, and make such suggestions as may in her opinion tend to promote the welfare and increase the usefulness of the Organization, and shall perform other duties as are necessarily incident to the office of Chairperson. Shall stand responsible to the Board for the satisfactory operation of the Organization in accordance with these bylaws. Shall make Board Officer appointments subject to Board approval. Shall sign with the Treasurer all contracts or other committing documents authorized by the Board and give consent to sign checks for the disbursement of Organization funds. Shall, along with selected members of the Board, meet with Corporate Champion at least on a quarterly basis, to discuss items of mutual interest and concern. The Chairperson (or her designee) shall officially represent the Organization at meetings of other organizations/associations, which espouse similar purposes.

The present Co-Chairperson fills chairperson. Chairperson shall serve a term of 2 years.

- B. **CO-CHAIRPERSON:** Shall, as requested or required, fill the responsibilities of Chairperson. Shall have responsibility for the administrative operations of the Organization. Shall work with the membership the Annual Conference. She shall preside over the planning for the BWLC Day at the National Conference. Shall perform other duties as may be prescribed by the Board Officers.

Co-Chairperson is an elected position and shall replace the chair at the end of her term.

- C. **TREASURER.** Shall collect and have charge of all funds due or belonging to this Organization and shall deposit it in bank or trust company approved by the Board Officer: under direction of Board Officer shall disburse funds. Shall keep books and accounts of the Organization and report the financial status of the Organization quarterly to the Board. The account shall be audited annually by the Board. Shall sign with the consent of the Chairperson contracts or other committing documents authorized by the Board, and checks for the disbursement of Organization funds. Shall arrange the orderly transition of the Organization's bank accounts to the new administration at the end of her time of office. Shall arrange for the bonding of Chairperson and Co-Chair at the expense of the Organization, in such a sum, as the Board shall prescribe, should such bonding become appropriate.

Treasurer is an elected position that shall serve a term of two years with the option for a 2-year extension.

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- D. **SECRETARY.** Shall keep an accurate record of the proceedings of all meetings of the Organization, the Board, and of any committees when so requested. Board members and Board Committee members shall be responsible for the issuance of notices for all regular and special meetings of the Board. Shall be the key contact for the website. Shall perform other duties as prescribed by the Board.

Secretary is an elected position that shall serve a term of two years with the option for a 2-year extension.

- E. **COMMUNICATION OFFICER:** Shall assist the Secretary in maintaining a list of all members, Board Members and update the DL. Shall be responsible for the communication of Regular and Special Meetings and other meetings convened by the Chairperson or her designee. Shall assist and/or substitute for the Secretary as required. Shall perform other duties as prescribed by the Board.

Communication Officer is an elected position that shall serve a term of two years with the option for a 2-year extension.

**SECTION 4.** **VACANCIES:** The BWLC Board will be responsible for filling vacancies. The BWLC Board can select someone to act in the role of the vacant office, as it deems necessary.

**SECTION 5.** **REMOVAL:** The BWLC Board may request the removal of any officer on the Board. The removal of an officer will require a vote of the BWLC Board. An affirmative vote of two-thirds (2/3rd) of the Board Members present at a meeting is required for removal.

**ARTICLE VI. ELECTION PROCESS**

**SECTION 1.** The Election Process covers the four (4) elected positions on the Board:

- A. Co-Chairperson
- B. Treasurer
- C. Secretary
- D. Communication Officer

**SECTION 2:** The following process will be followed for candidates to be nominated for any of the four (4) elected positions on the BWLC Board

- A. Nominations must be submitted to the Board Secretary a minimum of 30 days prior to the August meeting.

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- B. Each Board member will bring to the August meeting one (1) vote for each of the newly nominated Board positions.

**SECTION 4:** The following minimum criteria must be met by each nominee:

- A. All Nominees must be active Board members. "Active" participation as defined by the BWLC Board.
- B. Nominees for office of the Co-Chair must be a minimum Grade Level Band B.
- C. Nominees for the office of Secretary and Communication Officer must have access to Xerox PC Mail and the Internet.
- D. It is preferable that Nominees for the office of Treasurer have prior experience/expertise in financial management, financial analysis or in position(s) with responsibilities similar to those of the office of the Treasurer.

**ARTICLE VII. BWLC FOCAL POINTS**

**SECTION 1.** Focal Points are 1-3 members of BWLC selected from the following key cities: Rochester, Atlanta, Chicago, Houston, Dallas, New York, Oakland, Los Angeles and Florida.

**SECTION 2.** BWLC Focal Points may officially represent the organization at local meetings of other organizations/associations who espouse similar purposes.

**SECTION 3.** Focal Points are responsible for the following activities:

- Participate in and attend a minimum of two (2) BWLC Board meetings.
- Shall publish and make known the time, place and agenda of any local activities.
- Shall actively and openly work with the Board to further the purpose of the BWLC as stated in the bylaws.
- Promote, encourage and motivate local members to become active participants in all BWLC functions.

**SECTION 4.** ***ELECTION/APPOINTMENT AND TERMS:*** Elections for the BWLC Focal Points shall occur at the BWLC Board's discretion. Focal Points may or may not be board members, and shall serve a term of two (2) years with the option for a two-year extension.

**ARTICLE VIII. SENIOR ADVISORY COUNCIL**

**SECTION 1.** The Advisory Board shall consist of two to four Senior Black Women in the Corporation.

**SECTION 2.** Shall be responsible for the following:

- Providing feedback on BWLC's effectiveness
- Guide the Board in identifying opportunities for success
- Be in a visible position to support the organization
- Participates in board meetings and planning sessions
- Be an effective influencer within and without the organization

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- Positively promote the value of BWLC

**SECTION 3.** *ELECTION/APPOINTMENTS AND TERMS:* Shall be selected and recruited by the Board. They shall serve a two-year term.

**ARTICLE IX. NATIONAL CONFERENCE**

**SECTION 1.** There shall be a National Conference in conjunction with NBEA held annually.

**SECTION 2.** The goal for BWLC in National Conference will be to foster the mission and vision of the organization. There will be a designated day during the conference identified as "BWLC Day."

**SECTION 3.** The final budget should be submitted no later than one hundred and eighty (180) days prior to the date of the Conference. All of the expenses associated with BWLC at the joint conference will be fully funded by BWLC. All other contributions to the national conference shall be negotiated.

**ARTICLE X. FINANCE AND PROPERTY**

**SECTION 1.** The Organization shall not be operated for profit, and its entire properties, assets and funds shall be used only to accomplish the objectives and purposes specified in these bylaws. On dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) selected by the BWLC Board. No parts of said funds should be distributed to members of the Organization.

**SECTION 3.** Funds will be used per Board approval for the following:

- Teleconference Calls
- Conference Funding
- (refer to Financial Addendum)

**SECTION 4.** Fiscal Year: January to December

**ARTICLE XI. AFFILIATIONS**

In furtherance of its purposes, the BWLC and the BWLC Foundation shall seek and maintain affiliations with BWLC and groups or organizations that support this organization's purposes as outlined herein.

**ARTICLE XII. AMENDMENTS TO BYLAWS**

**SECTION 1.** These bylaws may be altered, amended or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the BWLC Board present at any annual meeting, or at any special meeting called for this purpose, or where such proposed actions have been incorporated in the notice of the meeting.

**ARTICLE XIII. TRUSTEES OF THE ORGANIZATION**

**SECTION 1.** The trustees of the Organization shall be the Board officers.

Adopted in  
City / State  
Date

Approved in  
City / State  
Date