



BYLAWS

OF

NATIONAL BLACK MBA ASSOCIATION, INC.

Amended and Restated Effective as of November 1, 2002
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**BYLAWS
OF
NATIONAL BLACK MBA ASSOCIATION, INC.**

**ARTICLE 1
CORPORATION**

Section 1.1 Corporate Name. The name of the corporation shall be National Black MBA Association, Inc. (the "Association").

Section 1.2 Registered Office and Other Offices.

- (a) **Registered Office.** The Association shall maintain a registered office in the City, County and State of New York.
- (b) **Other Offices.** The Association may also have offices, including its principal office ("Principal Office") at such other places, either within or without the State of New York, as the Board of Directors of the Association (the "Board of Directors" or the "Board") may determine.

Section 1.3 Corporate Purposes. The Association is organized for the purposes set forth in the Articles of Incorporation.

**ARTICLE 2
MEMBERSHIP**

Section 2.1 Eligibility. There will be four classifications of Membership. Membership in the Association shall be open to those persons as indicated by classification below.

- (a) **Full Membership.** Persons who have earned advanced degrees in business. Such person shall be eligible for "Full Membership" in the Association and shall be eligible to become a "Full Member" of the Association.
- (b) **Associate Membership.** Persons who have distinguished themselves in the business world through their business experience or entrepreneurial endeavors or who have an advanced degree in a field other than business. Such person shall be eligible for "Associate Membership" in the Association and shall be eligible to become an "Associate Member" of the Association.
- (c) **Student Membership.** Persons who are currently enrolled in a program for a business degree. Such person shall be eligible for "Student Membership" in the Association and shall be eligible to become a "Student Member" of the Association.
- (d) **Life Membership.** Persons who have met the requirements for either Full Membership or Associate Membership, have the desire for a long term commitment to the Association, and have met the Life membership requirements set by the Board. Such person shall be eligible for "Life Membership" in the Association and shall be eligible to be a "Life Member" of the Association.

Section 2.2 Attaining and Maintaining Membership

- (a) A Member of the Association (collectively referred to herein as the “Members” and individually as a “Member”) shall be a person:
 - (i) who meets the requirements for eligibility for a particular classification of membership in the Association set forth in Section 2.1 herein,
 - (ii) who has applied for membership in the Association pursuant to requirements established by the Board of Directors from time to time,
 - (iii) whose application has been accepted by the Association, and
 - (iv) who has been admitted to membership in the Association by completion and processing of the necessary paperwork by Principal Office.
- (b) A Member shall be deemed a “Member in Good Standing” if he or she meets all of the requirements for attaining Membership, as set forth in Section 2.2(a) above, has not been suspended or terminated pursuant to Section 2.3 herein, and is current in the payment of all dues to the Association.
- (c) A Member in Good Standing shall be entitled to all indicia of Membership as indicated herein, including membership in a Chapter.

Section 2.3 Suspension or Termination. The Association may suspend or terminate the membership of any Member who in its judgment has violated the Bylaws or whose conduct is deemed detrimental to the best interests of the Association or any Chapter. Written notice of an impending suspension or termination of a Member shall be mailed to the Member concerned at least twenty (20) days prior to the effective date of the termination or suspension. Such notice shall include the reasons for the proposed action. The Association may grant such Member an opportunity to resign or be heard prior to a decision on termination or suspension.

Section 2.4 Membership Dues. The Board of Directors shall approve the membership dues of Members of the Association, and such dues shall be due and payable by July 1 of each year, unless the due date is extended by the Board. Failure to pay dues by the due date may result in Suspension or Termination as described in Section 2.3 of these Bylaws.

Section 2.5 Membership Meetings.

- (a) **Annual Meeting:** The annual meeting of Members of the Association shall be held at such place on such dates as may be determined by the Board of Directors. A quorum will consist of those Members in Good Standing in attendance, but no less than 10% of all Members in Good Standing.
- (b) **Notice:** Notice of the annual meeting shall be given to each Member entitled to receive such notice, at least thirty (30) days before the day on which such meeting is to be held. The notice shall specify the place, date, and hours of the meeting.
- (c) **Voting:** Each Member in Good Standing shall have one (1) vote at all membership meetings of the Association. Unless a greater proportion is otherwise required by these Bylaws, a majority of the votes cast by the Members in Good Standing present at a meeting shall be necessary for the adoption of any matters requiring a vote of the membership of the Association.
- (d) **Special Meetings:** A special meeting of the Members may be called by the Board of Directors through a duly adopted resolution or by the Chairman of the Board. Any such meeting shall require at least ten (10), but no more than forty-five (45) days prior written notification to all Members in Good Standing. A Special Meeting may also be called by a written petition of not less than ten percent (10%) of all Members In Good Standing, specifying the date thereof. Any such meeting shall not be less than two (2) months nor

more than three (3) months from the date of the written petition. The Corporate Secretary of the Association, upon receiving the referenced written petition, shall promptly give notice of such meeting, or if he or she fails to do so within five (5) business days thereafter, any Member signing such petition may give such notice.

ARTICLE 3 **OFFICERS OF THE ASSOCIATION**

Section 3.1 **Officers.** The Officers of the Association shall be the President and Chief Executive Officer, Corporate Secretary and the Chief Financial Officer, as described below, which shall be ratified by the Board annually.

Section 3.2 **President**

- (a) **Appointment:** The President and Chief Executive Officer shall be appointed by the Board of the Directors and shall serve at its pleasure
- (b) **Function:** The President shall be the Chief Executive Officer (“CEO”) of the Association, shall nominate officers of the Association, shall appoint an appropriate staff to administer the affairs of the Association, and shall have such other authority and perform such other duties as may be determined by the Board of Directors. The President and CEO shall be an ex-officio member of the Board of Directors.
- (c) **Disqualification:** The President and CEO shall be disqualified from continuing to serve as an ex-officio Director upon the termination of his or her appointment as President.
- (d) **Compensation:** The President and CEO shall be a salaried employee of the Association and shall receive such compensation as the Board of Directors may determine.

Section 3.3 **Corporate Secretary**

- (a) The Corporate Secretary shall be selected by the President and CEO. Appointment of the Corporate Secretary shall be subject to ratification by a majority vote of the Board.
- (b) The Corporate Secretary shall be the custodian of the Association seal, maintain Association records. The Corporate Secretary shall also assist the Board Secretary, as needed and upon request, in preparing and serving the corporate and Board and recording and maintaining proceedings and meetings of the Board of Directors and the Association.

Section 3.4 **Chief Financial Officer**

- (a) The Chief Financial Officer (“CFO”) shall be selected by the President and CEO. Appointment of the CFO shall be subject to ratification by a majority vote of the Board.
- (b) The CFO shall keep the financial books and records of the Association, deposit corporate funds and make appropriate payments, maintain proper records of monies received and spent, and submit to the Board of Directors periodic updates reflecting the financial status of the Association, such reports to be provided no less frequently than annually. The CFO shall also report to and partner with the President and Chief Executive Officer, assess organizational performance against both the annual budget and the Association’s long-term strategy, and be responsible for overseeing all fiscal and fiduciary responsibilities for the organization, in conjunction with the Board of Directors and the Finance, and Audit Committees of the Board.

Section 3.5 **Other Association Officers.** Additional corporate officers may be appointed for the Association from time to time by the Board of Directors upon the recommendation of the President and CEO.

Section 3.6 **Removal of Association Officers.** Any officer of the Association may be removed, either with or without cause, by a majority vote of the Board at any meeting thereof called for the purpose or by any superior officer upon whom such power may be conferred by the Board.

ARTICLE 4 **CHAPTER GUIDELINES**

Section 4.1 Chapters. Chapters of the Association may be established, chartered, altered or abolished in accordance with the policy of the Board of Directors. The management and financial operation of Chapters must be consistent with the nonprofit nature of the Association. The purposes and policies of each Chapter shall conform to and be consistent with the Association's purposes and policies. Notwithstanding the foregoing, each Chapter established pursuant to these Bylaws shall be deemed to be a separate legal entity and no responsibilities or liabilities of any Chapter shall be imputed to the Association. Chapters shall not be authorized to collect membership dues on behalf of the Association.

Section 4.2 Chapter Use of Association Name. The Board of Directors of the Association shall prescribe regulations governing the use of the name National Black MBA Association Inc., its initials, and the trademarks of the Association. All Chapters of the Association shall adhere to such rules and regulations.

Section 4.3 Chapter Financial Responsibility. The Association shall not be financially responsible for the conduct of any Chapter of the Association. No Chapter or Member shall have authority to pledge the credit of the Association.

Section 4.4 Geographical Regions. For purposes of Chapter designation, the Association shall be comprised of five (5) geographic regions (collectively the "Regions" and individually a "Region"). The five (5) Regions shall be as follows:

- (a) East Region;
- (b) South Region;
- (c) Midwest Region;
- (d) Mideast Region; and
- (e) West Region.

The Board of Directors shall establish the boundaries for each Region. The Association shall assign each Chapter of the Association to a Region.

ARTICLE 5 **BOARD OF DIRECTORS**

Section 5.1 General Powers. All of the business and affairs of the Association shall be managed by or under the direction of the Board of Directors, subject to the limitation of the laws of the State of New York, the Articles of Incorporation, and these By-laws, and in accordance with the policies and principles of the Association. The Board of Directors shall have full authority to carry out the functions of directors authorized by the New York Not for Profit Corporation Act.

Section 5.2 Duties and Qualifications of Board of Directors

- (a) **Management:** The management of the affairs of the Association shall be vested in the Board of Directors. It shall be the duty of the Board of Directors to carry out the objectives and purposes of the Association and, to this end, it may exercise all powers of the Association and may delegate any of its functions as it sees fit.
- (b) The duties and responsibilities of the Board of Directors shall be:
 - (i) To engage and ratify the Officers of the Association in accordance with these By-Laws;
 - (ii) To oversee and monitor the management of the Association; and

- (iii) To oversee, assist and monitor the CEO's management and control of the property and affairs of the Association;
- (c) Each Director must satisfy the Directors' financial obligation as established by the Board and such financial obligation must be met by May 31.
- (d) Each Director must attend at least two (2) Board meetings per year and is expected to attend the Annual Membership Meeting.
- (e) Each Director must serve on at least one (1) Board Committee in each year of his or her term.
- (f) Eligibility and Criteria: A candidate for membership on the Board of Directors shall at a minimum:
 - (i) have attained Membership status pursuant to the requirements established by Section 2.1 of these Bylaws; (ii) have demonstrated his/her commitment to the mission of the Association as evidenced by his or her membership in either the Association or other community and professional organizations (preferably having served at the board of directors or national level within those organizations); and (iii) have a minimum of ten (10) years business experience in the private, government or educational sectors.

A current Chapter officer may not serve in a dual capacity as a Chapter officer and a Director of the Association. Members of the Association who are classified in the Student Membership category are not eligible to serve as a Director of the Association.

Additional criteria for Board membership shall be set forth by the Board and reviewed from time to time to ensure diversity of experience and that a breadth of resources, skills, and expertise is available to the Board and Association. These criteria will be maintained in the Board Resource Manual.

- (g) Any Director who has failed to fulfill his or her duties as set forth in clauses (a) – (e) of this Section 5.2, as established by the Board, may be removed from the Board by majority vote of the Board.

Section 5.3 Composition of Board of Directors

- (a) Number of Directors: The Board of Directors shall be comprised of no less than seven (7) and no more than fifteen (15) members (collectively referred to as the "Directors" and individually as a "Director"). The number of Directors comprising the Board may be adjusted within the stated range from time to time by a resolution of the Board by a two-thirds (2/3) vote.
- (b) Directors: Each such Director shall be a Member meeting the eligibility requirements of at least one of the membership classifications set forth in Section 2.1 herein, appointed to the Board through the Director selection process set forth in Section 5.4 below. The term of office for Directors shall be three (3) years beginning January 1 of the year immediately following the selection.

Section 5.4 Selection of Directors.

- (a) Board Nominating and Selection Process. Each year the Nominating Committee will be charged with recommending candidates to the Board of Directors based on qualifications and needs predetermined by the Board. These nominations stem from recommendations made by the Members in Good Standing as of the date recommendations are due (as set by the Board) and the Board. The number of candidates will be determined by the number of current Directors whose terms are set to expire at the end of that current year and any current vacancies that exist as of January 1 of the immediately following year.

The candidates for Directors, as recommended by the Nominating Committee, will be presented to the Board of Directors for approval, either at a regular meeting or at a specific Board meeting designated for this purpose. Each individual under consideration will be reviewed by the Board and must receive a two-thirds (2/3) vote in order to move forward in the process.

Once each candidate for Director has been approved by the Board by a two-thirds (2/3) majority vote, each of the candidates must be ratified by the Members in accordance with the procedures set forth in Section 5.4(b) below.

Once ratified by the Members, the official term of Directors will commence January 1 of the following year for a period of three (3) years.

In the case where a Director is filling the un-expired term of a previous Board member, the new member will serve out the remainder of that term. This Director is eligible to serve a maximum of two (2) more consecutive terms of three (3) years each.

- (b) Ratification of Candidates for Board Membership. Members in Good Standing as of July 1 of any election year shall be entitled to vote to approve or reject the candidates recommended by the Board to become Directors. Ballots for the ratification of candidates recommended by the Board to become Directors shall be sent either by U.S. mail or electronically to Members in Good Standing no later than November 30 in each election year and must be returned by the mode specified in the ballots no later than December 15 of that election year

The Members shall vote for or against ratification by either a yes or no vote for each individual candidate for Director. Board-approved candidates not receiving a majority from the returned membership ballots are not eligible for appointment as a Director to the Board of Directors during the current election year.

Announcement of the new Directors will be sent either by U.S. mail or electronically. to all Members in Good Standing within thirty (30) business days of the ratification of the candidates.

If any candidate for a Director position that has been approved by the Board does not receive a simple majority from the voting Members, the position will be declared vacant. The Nominating Committee will then have up to sixty (60) days to present the Board with additional candidates to fill the vacancy. Such a candidate is appointed to the Board by a two thirds (2/3) majority of the Board. No member ratification is required in this circumstance.

If the Nominating Committee is unable to present a qualified candidate within the sixty (60)-day timeframe, or no candidate receives a 2/3 vote of the Board the Board may choose to either continue its search or leave the position vacant for a longer period.

Section 5.5 Removal of Directors. Any or all Directors may be removed for cause by a majority vote of the Members in Good Standing or by a 2/3 vote of the Board of Directors, provided there is a quorum of not less than a majority present at the meeting at which such action is taken. A detailed list of causes for removal is provided in the Board Resources Manual.

The Director whose removal is sought shall be mailed written notification (via certified mail or traceable overnight courier) stating the cause for the proposed action at least twenty (20) business days prior to the effective date of the planned removal and shall have the right to be heard on a Board conference call or at the next regular meeting of the Board and/or resign prior to action being taken. If the Director does not request a meeting to be heard within five (5) business days after receipt of written notification, such Director shall have forfeited the right to appeal any decision made by Board. Upon removal of any Director, the vacancy shall be filled as provided under Section 5.7 of these Bylaws.

Section 5.6 Resignations. Any Director may resign at any time by giving written notice to the Board Chairperson or the Board Secretary. Such resignation shall take effect at the time specified therein or, if no time is so specified, shall take effect immediately; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.7 Board Seat Vacancies. Any vacancy occurring on the Board of Directors by reason of death, incapacity, resignation or otherwise, may be filled by a 2/3 vote of the remaining Directors per the recommendation of the Nominating Committee subject to ratification by the Membership as follows. Any such appointed Director shall be included in the next scheduled slate of Directors to be presented to the Membership for ratification of the decision to fill the unfulfilled term.

The term of the Board member filling the vacancy shall be for the remaining unfilled term of the Director being replaced. In addition, any Director's seat to be filled by reason of an increase in the number of Directors shall be filled by the process of selecting Directors as set forth in Section 5.4 of these By-Laws.

Candidates to fill a vacant Board position require a two-thirds (2/3) majority vote of the Board of Directors for appointment and shall not require ratification by a vote of the Members in Good Standing as described in Section 5.4(b). The Board may, at its discretion, fill or leave empty any Board position that becomes vacant. Subject to the requirements of Section 5.3(a).

Section 5.8 Term Limits. No Director shall serve on the Board of Directors for more than nine (9) consecutive years. A Director who has previously met his/her term limit may return to the Board through the standard nomination and appointment/ratification process after taking a minimum of one (1) fiscal year off of the Board.

Section 5.9 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by these Bylaws, the Articles of Incorporation, or as otherwise provided by law. Each Director shall have one (1) vote, provided; however, the Board Chairperson shall only be entitled to vote in the event of a deadlock of the Board.

Section 5.10 Attendance by Telephone. Any or all of the members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in this manner constitutes presence in person at the meeting. If a written secret ballot vote is to be taken, the person on the phone may verbally give their proxy for written ballot vote to a member who is physically present at the meeting at which the written ballot vote is being cast, in which case such Director shall not be deemed 'present' for the written ballot vote.

Section 5.11 Quorum. For all the meetings of the Board of Directors, two-thirds (2/3) of the Directors shall constitute a quorum for all purposes during the meeting. Directors physically present at the meeting and those who have properly issued proxies for the meeting shall be counted for purposes of determining whether a quorum has been established. A quorum is required in any and all voting situations.

Section 5.12 Informal Action By Directors. Any action that is required to be taken at a meeting of the Board of Directors, may be taken without a meeting if all Directors of the Board entitled to vote consent in writing to the adoption of a resolution authorizing the action ("Unanimous Written Consent"). In such case, the resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceeding of the Board.

Section 5.13 Compensation. Directors shall not receive any cash compensation or excessive non-cash benefits for their services as Directors.

Section 5.14 Board of Director Meetings

- (a) The Board of Directors shall meet at least twice per year at such a place as is determined by the Board or by the Executive Committee, if determined when the Board is not in session.
- (b) Notice of Regular Meetings: Notice of regular meetings shall be given to each Director entitled to receive such notice, at least thirty (30) days before the day on which such meeting is to be held. The notice shall specify the place, date, and hours of the meeting.
- (c) Special Meetings: Special meetings may be called at any time by the Board Chairperson.
- (d) Notice of Special Meetings: Written notice of the time and place of special meetings shall be given to each Director at least five (5) days prior thereto, sent by email, first-class mail (postage pre-paid), overnight courier, or fax, provided, however, that notice of a special meeting to remove a Director shall be delivered to all Directors at least ten (10) days prior to such meeting. The purpose of any special meeting of the Board shall be specified in the notice or waiver of notice and no other business shall be transacted except that stated in the notice. Special Meetings may occur by conference call if that mode of meeting is specified in the announcement.
- (e) Place of Meeting: Meetings of the Board may be held at any place that has been designated from time to time by resolution of the Board or in the notice of the meeting or, if not designated or there is no notice, at the Principal Office of the Association.
- (f) Waiver of Notice: Notice of a meeting may be waived in writing by a Director either before or after the meeting and shall be made a part of the minutes of such meeting. Appearance by a Director at a meeting shall be deemed a waiver of notice unless the Director attends for the express purpose of asserting the illegality of the meeting. Notwithstanding any other provisions of these Bylaws, any meeting of the Board of Directors shall be a valid meeting without any notice thereof having been given if all Directors attend.

ARTICLE 6
COMMITTEES OF THE BOARD

Section 6.1 Committees of Board of Directors

- (a) The Committees of the Board of Directors shall be standing ("Standing Committees") or ad hoc ("Ad Hoc Committees"). The Standing Committees of the Board shall be as set forth in Section 6.4 of these By-Laws. Ad Hoc Committees and additional Standing Committees may be created in accordance with these Bylaws.
- (b) Creation of Committees: The Board of Directors, by a 2/3 vote of the Directors present at a meeting thereof, may designate and appoint one or more Standing committees in addition to the Standing Committees specified herein. The functions, responsibilities, and accountability of each Standing Committee are detailed in the Board Resources Manual.

The Board, Board Chair, and/or Executive Committee may from time to time appoint such other committees, to be known as Ad Hoc Committees, with such qualifications for membership, powers, and duties as the Board shall determine by resolution.

- (c) Committee Chair Appointments: - With the exception of the Nominating Committee or as otherwise specified herein, the Board Chairperson shall appoint committee chairs and co-

chairs with concurrence of a majority of the Executive Committee. Committee Chairs must be current Directors. The Chair of the Nominating Committee shall be elected by a majority vote of the Nominating Committee.

- (d) Committee Make-up: With the exception of the Nominating Committee, Committee chairs have autonomy to select members to their committee that they deem qualified and may seek advice from the Executive Committee and/or other Board members. In no instance shall any Committee consist of less than three (3) Directors. Committee chairs must be current Directors. Other members of committees do not have to be current Directors. The Nominating Committee shall be comprised of five (5) members elected by the Board of Directors.
- (e) Limitation on Committee Authority: No committee shall have the authority to take any actions outside the scope of its authorization or take any action on behalf of the Association or otherwise bind the Association or the Board of Directors or take any action not authorized by the New York Not for Profit Corporation Act.
- (f) Committee Dissolution: A standing committee may be dissolved by affirmative 2/3 vote of the Board members present at a meeting thereof. An Ad Hoc Committee may be dissolved upon completion of its stated task or upon majority vote of the Executive Committee.

Section 6.2 Committee Procedures. Reasonable notice of the meetings of any committees shall be given to the members thereof and to the Board Chairperson. A majority of the members of any committee including at least one (1) current Director shall constitute a quorum for the transaction of business. The action of a majority of the members of any committee shall be the action of the committee. Any action required or permitted to be taken at a committee meeting may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by a majority of the committee members or indication of agreement is indicated via email correspondence. Such consent shall have the same force and effect as a majority vote of the committee.

Section 6.3 Resignation or Removal of Committee Members. A member of a committee may resign at any time by giving written notice to the chair of the committee and/or the Board Chairperson. The Board Chairperson may remove any member from a committee, upon recommendation of the chair of the involved committee, with or without cause, subject to the approval of a majority of the Executive Committee.

Section 6.4 Standing Committees. A Standing Committee is a committee that has ongoing work to do and has a long-term requirement to ensure fiduciary responsibility and Board effectiveness.

Committee descriptions shall be included in the Board Resource Manual.

Standing Committees of the Board will consist of the following committees, which shall be as described in the Board Resource Manual:

- (a) Audit;
- (b) Executive;
- (c) Finance;
- (d) Nominating;
- (e) Advancement and Development

Section 6.5 Ad Hoc Committees. The Board, Board Chair, and/or Executive Committee may from time to time appoint such other committees, to be known as Ad Hoc Committees, with such qualifications for membership, powers, and duties as the Board shall determine by resolution.

Section 6.6 **Executive Committee**

- (a) The Executive Committee shall consist of the Board Officers and the President/Chief Executive Officer, provided, however, the Board Chairperson shall only be entitled to vote in the event of a deadlock of the Executive Committee.
- (b) The President/Chief Executive Officer of the Association is an ex-officio, non-voting member of the Executive Committee and all Standing Committees of the Board.
- (c) The Board Secretary shall be responsible for overseeing the recording the proceedings of meetings of the Executive Committee.
- (d) A majority of voting members of the Executive Committee shall constitute a quorum.
- (e) No individual may serve in more than one Executive Committee position at one time.
- (f) The Executive Committee may invite other Directors of the Board, Members of the Association or consultants to serve as advisors or participate in meetings or conference calls of the Executive Committee.

The Executive Committee shall have and exercise powers and responsibilities of the Board of Directors between Board meetings, when the full board participation is not practical, subject to any prior limitation established by the Board of Directors. The Executive Committee, however, shall not have the power, or the authority, without the consent of two-thirds (2/3) of the Board, to amend, alter, or rescind any policy adopted by the Board of Directors, amend any aspect of the annual budget previously approved by the Board, assume financial liability on behalf of the Association or the Board above or beyond the levels established in the annual budget previously approved by the Board, or enter into any litigation or settlement of litigation on behalf of the Association or the Board.

Regular minutes of the proceedings of the Executive Committee shall be kept and shall be reported to the Board of Directors within thirty (30) days after each meeting of the Executive Committee.

Section 6.7 **Attendance by Telephone**

Any or all of the members of a committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in this manner constitutes presence in person at the meeting. If a written, secret ballot is required during a meeting where members are participating via telephone or similar communications equipment, those who are not physically present may give their (s) to those who are in physical attendance so as to cast their ballots in accordance with the voting procedure. Proxies may not be used by Directors who are not otherwise present at a meeting.

ARTICLE 7 **OFFICERS OF THE BOARD**

Section 7.1 **Officer Descriptions.** The Officers of the Board shall be: Chairperson, Vice Chair of Development, Vice Chair of Policy and Programs, Board Secretary, and Board Treasurer, all elected by the Board of Directors by December 31 in the year prior to the officers assuming their respective positions. In addition, under the circumstances outlined in Section 7.4 herein, the Immediate Past Chairperson serves as an ex-officio, non-voting Officer of the Executive Committee.

An Officer may be re-elected with the length of service limited only by Board member term limit. The Board Treasurer shall serve as Chair of the Finance Committee; and the Vice Chairs shall oversee key committees and strategic programs, as designated by the Board Chairperson. The Vice Chair of Development succeeds the Chairperson if the Chairperson does not fulfill his/her term.

Section 7.2 **Election Process.** Officers of the Board shall be elected at a Board meeting designated for this purpose by a majority vote of the Directors. All Directors will be eligible to hold positions as Officers

with the exception of current Nominating Committee members and current Directors whose Board term is set to expire as of January 1 of the year following the Officer election. No member of the Nominating Committee may run for office in any calendar year in which he/she serves on the Nominating Committee.

The Nominating Committee, represented by the Chairperson of the Nominating Committee or a Nominating Committee designee, will present candidates to the Board for each available office. Additional nominations, if any, will be accepted from the Board at this time. A motion will be made and recorded to accept the nominee(s) and close nominations. The Directors present at this meeting shall cast a written, secret ballot.

The Nominating Committee Chair or such other person as the Board of Directors may designate shall be responsible for conducting the election and counting the ballots. The candidate with the highest number of votes cast shall fill the Officer position provided the candidate received a majority of the votes cast for the office.

Section 7.3 **Term of Office.** The term of office for Officers of the Board shall be two (2) years running from January 1 of the year immediately following his or election. Officers may serve multiple terms, limited only by their Board seat term limit. If an Officer's Board term expires while he/she is in office, he/she must be re-appointed or re-elected to the Board to complete his/her Officer term.

Section 7.4 **Duties and Responsibilities.** The duties of the Officers of the Board shall be as follows:

- (a) **Chairperson:** The Chairperson shall provide primary leadership to the Association and is responsible with leading the Board in the strategic development of the mission, policies, and goals for the Association. The Chairperson also is charged with leading the Board in the oversight of management's implementation of programs and actions to achieve the mission, goals, and corporate purpose. The Chairperson is a non-voting ex-officio member of all Standing Committees, participates in Board meetings as a non-voting member (except in the case of ties), and is a member of the Executive Committee.

These specific duties to include among others supervising the President and CEO and evaluating his/her performance on an annual basis , ensuring that the President and CEO has complete and up-to-date policies in place for management of staff (personnel policies), ensuring that the NBBMBA's management systems are adequate and appropriate, etc.

The Chairperson shall preside at all meetings of the membership of the Association, the Board of Directors, and the Executive Committee.

- (b) **Vice Chair of Development:** Vice Chair of Development is responsible for fund development oversight of the NBBMBA and serves as Chair of the Advancement and Development Committee. The Vice Chair of Development will work with the President and CEO to assess the Association's funding requirements and to identify potential sources to fulfill funding requirements while continuously cultivating both current and new funding prospects. The Vice Chair of Development will work with the President and CEO to ensure that a fund development plan is drafted annually and to ensure that the Board is regularly updated on his/her results. The Vice Chair of Development will also ensure that the President and CEO is equipped with the necessary tools and resources to carry out his/her fund development responsibilities.

These specific duties to include among others working with the President and CEO to develop a fund development prospect (individual, corporate, foundation) database, identification of workshops/training courses/training materials to enhance the staff's fund development skill set, providing advice and counsel to the President and CEO in the

recruitment of fund development staff resources, assist the President and CEO and staff in external constituent relations, etc.

The Vice Chair of Development participates in Board meetings as a voting member, is a member of the Executive Committee, and shall in the absence of the Board Chair, preside at meetings. Should the Chairperson resign or otherwise be removed from office prior to the completion of his/her term, the Vice Chair of Board Development shall assume the office of Board Chair and, with the concurrence of a majority of the full Board, appoint a replacement as Vice Chair of Development.

- (c) Vice Chair of Policy and Programs: The Vice Chair of Policy and Programs is responsible for oversight of strategic programs at the commencement of each fiscal year, depending on the needs of the NBMBA, based on the recommendation of the President and CEO, Executive Committee and approval of the Board. The Vice Chair of Policy and Programs will work with the President and CEO, COO, and staff program coordinators to ensure that services/programs the NBMBA provides are in accordance with the current strategic plan and are achieving the desired results.

Specific duties among others include evaluating NBMBA services/programs and operations on a regular basis, evaluating all NBMBA policies on a regular basis, receives and evaluates proposals/recommendations from the President and CEO for appropriate action, custodian of the Board Resource Manual, development and oversight of the Board's policies with regard to Code of Business Conduct, Conflict of Interest, Whistleblower, Media Relations, Board Spokespersons, etc.

The Vice Chair of Policy and Programs participates in Board meetings as a voting member, is a member of the Executive Committee, and shall in the absence of the Chairman and Vice Chair of Development, the Vice Chair of Programs shall preside at appropriate meetings.

- (d) Board Secretary: The Board Secretary is responsible for helping to ensure that accurate and sufficient documentation exists to meet legal governance requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. As such the Board Secretary shall be accountable for recording minutes of meetings of the Board, the Executive Committee and the Association, ensuring their accuracy, and availability, proposing policies and practices, submitting reports to the board, as needed, serving as the custodian of all records (i.e., by-laws; articles of incorporation; list of directors; directors' terms; voting rights; financial reports and other official records), including membership records; and ensuring proper notification of meetings and matters is given to Directors in accordance with the By-Laws. These specific duties may be delegated by the Board Secretary to Board Committees, Association Staff, or others retained for a particular purpose.

The Board Secretary participates in Board meetings as a voting member, is a member of the Executive Committee, and serves as the Board Chair in the absence of the Board Chair and the Board Vice Chairs. The Board Secretary shall also serve as the Chair of the By-Laws Committee and the Parliamentarian of the Board.

- (e) Board Treasurer: The Board Treasurer shall provide oversight for the development of the financial policies of the Association. The Board Treasurer shall ensure financial accountability of the NBMBA. The Board Treasurer shall Chair the Finance Committee. The Board Treasurer shall oversee the finance responsibilities of the Board.

Specific duties to include among others working with the President and CEO, the CFO, and the Finance Committee to develop an ongoing process for budget development, approval, monitoring and review; monitoring of property and investment transactions; identification

of workshops/training courses/training materials to enhance the staff's financial skill set, providing advice and counsel to the President and CEO in the recruitment of CFO/Controller staff resources, etc.

The Treasurer participates in Board meetings as a voting member, is a member of the Executive Committee, and shall, in the absence of the Chairperson, Vice Chair of Development, Vice Chair of Policy and Programs, and Board Secretary, preside at appropriate meetings.

- (f) Immediate Past Chairperson: The Immediate Past Chairperson is the Board member who most recently served as Chairperson. He/she retains this title for one year after serving as Chairperson. The Immediate Past Chairperson serves on the Executive Committee as an ex-officio/non-voting member of the Committee. It is required that this position be held only by a current Board member.

Section 7.5 Resignation. Any Officer of the Board may resign at any time by giving written notice to the Chairperson or Board Secretary. Any such resignation shall take effect at the time specified therein and, if no effective date is specified, such resignation shall take place immediately. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.6 Board Officers' Vacancies.

- (a) Chairperson. Should the Chairperson of the Board resign, be removed from, or otherwise leave office prior to the completion of his or her term, the Vice Chair of Development shall assume the office of Chairperson for the unfulfilled term and, with the concurrence of a majority of the full Board, appoint a replacement as Vice Chair of Development for the unfulfilled term.
- (b) All Other Board Officers. In the event that any Board Officer other than the Board Chairperson resigns, is removed from, or otherwise leaves office, the Chairperson, with the concurrence of a majority of the Executive Committee, shall appoint a Director to serve as the Board Officer for the unfulfilled term.

ARTICLE 8
FUNDS

Any and all contributions, gifts, grants, devices, or bequests of real or personal property, or both, or any charitable funds otherwise coming into the possession of the Association shall promptly be forwarded to the Chief Financial Officer (CFO) for deposit on behalf of the Association.

ARTICLE 9
INDEMNIFICATION

The Association shall indemnify any Director or Officer of the Association as set forth below, to the extent and in the manner set forth in and permitted by the New York Not for Profit Corporation Act. In the event of any conflict between the provisions of this Article 9 and the New York Not for Profit Corporation Act, the New York Not for Profit Act shall control

- (a) The Association shall indemnify any Director or Officer of the Association (collectively, the "Indemnified Party"), who was or is party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether criminal, civil, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that the Indemnified Party is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director, Officer,

employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by the Indemnified Party in connection with and as a result of such action, suit, or proceeding, or any appeal thereof, if the Indemnified Party acted in good faith, for a purpose which the Indemnified Party reasonably believed to be in, or, in the case of service for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the Indemnified Party did not act in good faith, for the purpose which the Indemnified Party reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Association or, that the Indemnified Party had no reasonable cause to believe his/her conduct was unlawful.

- (b) The Association may indemnify any Indemnified Party who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the Indemnified Party is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against amounts paid in settlement and reasonable expenses (including attorneys' fees), actually and necessarily incurred by the Indemnified Party in connection with the defense or settlement of such action or suit, or in connection with an appeal thereof, if the Indemnified Party acted in good faith, for a purpose which, the Indemnified Party reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Association, except that no indemnification shall be made in respect of (i) any threatened action, or pending action by the Association against an Indemnified Party which is settled or otherwise disposed of (ii) any claim, issue, or matter to which the Indemnified Party shall have been adjudged to be liable to the Association, unless, and only to the extent that the court in which such action or suit was brought, or if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, such Indemnified Party is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- (c) Expenses incurred in defending a civil or criminal action or proceeding under this Article 9 may be paid by the Association in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such Indemnified Party to repay such amount as, and to the extent, required by Section 725(a) of the New York Not for Profit Corporation Act.
- (d) Except in the case of an Indemnified Party who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in subparagraphs (a) and (b) above, any indemnification hereunder, unless ordered by a court, shall be made by the Association, only if authorized in the specific case: (i) by the Board of Directors acting by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that the Indemnified Party has met the standard of conduct set forth in this Article 9 or, (ii) if a quorum under clause (i) is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs: (A) by the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct

set forth in this Article 9 has been met by such Indemnified Party, or (B) by the Members upon a finding that the Indemnified Party has met the applicable standard of conduct set forth in this Article 9.

- (e) Notwithstanding anything to the contrary contained in this Article 9 or in any other agreement of the Association, no indemnification may be made to or on behalf of any Director or Officer of the Association if a judgment or other final adjudication adverse to the Director or Officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

ARTICLE 10 **CONFLICT OF INTEREST**

Section 10.1 Conflict of Interest Policy. It shall be the policy of the Association to avoid all conflicts of interest and to minimize any appearance of conflict by any Director, Officer, employee, consultant, or other individual who provides services or furnishes goods to the Association. All Directors are required to sign a Conflict of Interest Agreement at the beginning of each year they serve on the Board.

Section 10.2 Definition of Conflict of Interest. A conflict of interest may exist if a transaction is entered into by the Association and one or more of its Directors or Officers, or by the Association and any other corporation, partnership, association, or other entity in which one or more of its directors, officers, or general partners is or are Director(s), Officer(s), or have a material financial interest.

Section 10.3 Disclosure of Conflict of Interest. Any conflict of interest and any situation that may give the appearance of a conflict of interest, even though no actual conflict of interest exists, shall be disclosed to the Board of Directors in good faith in writing as soon as practicable after the conflict or appearance of conflict becomes known. The Board of Directors, acting without the vote of any Director who may have a conflict of interest with respect to the matter under consideration, shall determine the optimum course for eliminating the conflict of interest and minimizing any appearances that a conflict of interest exists. These requirements shall not be construed as preventing a Director from briefly stating his/her position in the matter, nor from answering pertinent questions of other Directors. All Board actions taken on matters that involve a conflict of interest or appearance of conflict shall clearly reflect, in the minutes of such action, that the above requirements have been met. All Directors and Officers shall submit to the Corporate Secretary upon request a signed written statement disclosing possible conflicts of interest.

ARTICLE 11 **MISCELLANEOUS PROVISIONS**

Section 11.1 Depositories. All funds of the Association not otherwise employed shall be deposited on a regular basis to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors or its duly authorized agent may designate.

Section 11.2 Checks, Drafts, Etc.. All checks, drafts, or other orders for the payment of money issued in the name of the Association may be signed by such Officer or Officers or other individuals in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11.3 Deeds, Mortgages, Bonds, Contracts, and Other Instruments. Officers or other individuals, as the Board of Directors may designate and authorize by resolution, may sign all deeds, mortgages, bonds, and other contracts or instruments of the Association.

Section 11.4 Fiscal Year. The Fiscal Year of the National Black MBA Association, Inc. is from January to December of a given calendar year.

Section 11.5 Maintenance of Corporate Records. The Association shall maintain its corporate records at its principal office, including the Association's Articles of Incorporation and these Bylaws. Minutes of the proceedings of the Directors, Board, or Committees of the Board shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 11.6 Inspection of Corporate Records. Directors shall have the right to inspect, copy, and make extracts of the Association's books, records, and documents and to inspect the physical properties of the Association during regular business hours and at its Principal Office. Reasonable notice shall be given to management in the event a Director requires inspection of such books, records, and documents.

Section 11.7 Financial Reporting. The Board of Directors shall approve an annual budget for the Association and, following the close of each fiscal year, shall cause the preparation of an annual report, which shall summarize the activities of the Association for such year, compare the actual results of the Association to the budget and prior year, and include audited financial statements.

Section 11.8 Audit. Each year the Board of Directors shall appoint a firm of certified public accountants, who are not Directors, to make an audit and report to the Board of Directors.

Section 11.9 Order of Business. The presiding Officer shall prescribe the order of business at all meetings of the Association. Robert's Rules of Order (revised) shall govern all meetings of the Association on any point not covered in the Bylaws or Policies of the Board of Directors.

Section 11.10 Use of Association Name. The Board of Directors of the Association shall prescribe regulations governing the use of the name National Black MBA Association Inc., its initials, and the trademarks of the Association.

ARTICLE 12 **AMENDMENTS**

Section 12.1 Bylaws

- (a) **Amendments:** The Board of Directors may amend, restate or repeal these Bylaws by resolution of the Board of Directors adopted by an affirmative vote of a two-thirds (2/3) of the Directors at any duly convened annual, regular or special meeting of the Board of Directors.
- (a) **Effective Date:** Amendments shall be effective on the date approved by the Board of Directors or on the date specified in the amendment.
- (b) **Publication:** Notice of adopted changes in the Articles of Incorporation and Bylaws shall be made available to all Members in Good Standing as soon as practicable but no later than ninety (90) days after the effective date.