

Constitution and By-Laws
of the
National Black MBA Association, Inc.
Charlotte Chapter
(Revised as of March 2009)

Article I - Name and Purpose

The By-Laws shall provide the management and governance of the Charlotte Chapter (hereinafter referred to as the “Chapter”) of the National Black MBA Association, Inc. (hereinafter referred to as “National”). The National Black MBA Association, Inc. Charlotte Chapter is a non partisan business organization which emphasizes the development of technical and managerial skills of its members and leads in the creation of economic and intellectual wealth for the Charlotte African-American community. Officers, members, etc. shall not use their affiliation with the organization in participation with partisan causes.

Primary goals of the organization are:

- To establish and maintain an effective information and communications network, which will serve the membership and the business community
- To serve as a conduit between business enhancement resources and individuals
- To disseminate current information affecting minorities who operate in the business environment
- To provide professional education in business related areas in the form of seminars, classes, group discussions and pertinent publications
- To provide scholarships to minorities to attend institutions of higher learning, and to capture information on scholarship availability for business students

Article II - Membership

Section 1: Eligibility

Membership in the Association shall be open to those persons who:

- a. Have earned advanced degrees in the management area, such person shall be eligible for “Full Membership” in the Association and shall be eligible to become a “Full Member” of the Association.
- b. Have distinguished themselves in the business world through their management experience or entrepreneurial endeavors. Such person shall be eligible for “Associate Membership” in the Association and shall be eligible to become an “Associate Member” of the Association.
- c. Are currently enrolled in a program for an advanced management 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. Have met the requirements for either Full Membership or Associate Membership and have the desire for a permanent commitment to the Association. Such person shall be eligible for “Life Membership” in the Association and shall be deemed to be a “Life Member” of the Association.

Section 2: Members in Good Standing

Members in “Good Standing” of the Association (collectively referred to herein as the “Members” and individually as a “Member”) shall be those persons meeting the requirements for eligibility for membership in the Association set forth in Section 1 herein, who have applied for membership in the Association pursuant to requirements established by the Board of Directors from time to time, have been admitted to membership in the Association by action of the Principal Office, have not been suspended or terminated pursuant to Section 6 herein and who are current in the payment of all dues to the Association.

Section 3: Duties of Membership

- a. All members are encouraged to serve on a minimum of one committee during each calendar year.
- b. Each member shall have knowledge of and comply fully with the constitution and by-laws of the Chapter and National.

Section 4: Dues

- a. The National Black MBA Association shall set the amount of dues and the date of payment, which shall include both the National organization and the Charlotte Chapter.
- b. Only members whose dues are current shall be entitled to vote at any regular or special meeting of the membership.
- c. An individual shall be automatically dropped from membership for nonpayment of dues; but shall be reinstated as a member in good standing upon the payment of dues.

Section 5: Rights and Privileges

Any financial member has the right to inspect the books and records of the organization (i.e., minutes, financial statements, correspondence) at an agreed upon time between the individual responsible for maintaining the record(s) and the inquiring member.

Section 6: Suspension or Termination

The Executive Board may, at any meeting, by two-thirds vote of those present, suspend or terminate the membership of any Member who in its judgment has violated the By-laws or whose conduct is deemed detrimental to the best interests of the Association. Written notice of proposed suspension or termination of a Member shall be mailed to the Executive Board and the Member concerned at least twenty (20) days prior to the meeting of the Executive Board at which action is to be considered and shall include reasons for the proposed action. The Member will be granted an opportunity to be heard prior to a decision on termination or suspension.

Article III – Government

Section 1: Executive Board

The Executive Board shall consist of the President, Vice President Administration, Vice President Operations, Treasurer, and Secretary. The immediate past Chapter President shall serve as a member of the Executive Board.

The Executive Board shall be the policy making body of the Organization and shall approve all expenditures subject to prior approval based on budgeted line item and current account balance. All expenses must be reflected on a funds request requisition/reimbursement form. The President shall serve as Chairperson of the Board.

The Executive Board may invite other Members of the Chapter to meet with it and participate in conferences of the Executive Board, without vote. The Executive Board shall have and exercise the powers of the Chapter Officers, subject to any prior limitations established by the Chapter.

The Executive Board, however, shall not have the power, nor the authority to amend, alter, to rescind any policy adopted by the Chapter. Regular minutes of the proceedings of the Executive Board General Body meetings shall be kept and reported to the Members as soon as practicable after each Executive Board meeting.

Section 2: Leadership Team

The Leadership team shall consist of the officers of the organization and the chairs/co-chairs of the standing committees. It shall be the administrative body of the organization. The Vice President of Operations shall serve as chair of this committee.

Section 3: Duties of Elected Officers

- a. **President** - The **President** shall serve as the chief executive officer of the Chapter by developing goals and objectives for the Chapter that is in line with the NBMBA mission statement. . All elected officers and ad-hoc committee directors shall report directly to this office.

The scope of duties for this office includes:

1. Acting as official spokesperson for the Chapter;
2. Presiding at all General Membership meetings, Executive Board, and Special Call meetings;
3. Representing the Chapter before the National Office of this organization;
4. Appointing and/or removing standing committee director(s) with the consent of a simple majority of the Executive Board;
5. Appointing replacement officers or committee directors for those who are removed or resign from office with the concurrence of a simple majority of the Executive Board;
6. Calling special meetings as actions deem necessary of the Executive Board and/or the general membership;
7. Creating ad-hoc committees to complete specific goals or missions and appointing the director(s) for such committee;

8. Casting the deciding vote in the event of a tie at an Executive Board, General Membership, or Special Call meeting;
9. Having the right to veto any decision of the Executive Board, provided the Executive Board has the right to override the veto with a two-thirds majority vote;
10. Signing check authorization requests before Treasurer releases reimbursement funds; and
11. Serving as an ex-officio non-voting member of all committees. The Advisory Board will report to the President.

- b. **Vice President, Administration** - The standing committees reporting to this office are Community Relations, and Corporate Partners, Scholarships.

The scope of duties for this office includes:

1. Presiding at meetings in the absence of the President;
2. Acting as parliamentarian for General Membership, Executive Board, and Special Call meetings which includes being familiar with and keeping a copy of the most current edition of Robert's Rules of Order for the Chapter; Assuming the office of the President if for any reason the President cannot complete his or her term, and appointing a replacement for the Vice President, Administration pending Executive Board approval.
3. Overseeing the implementation and revision of the Constitution and By-laws;
4. Ensuring the efficient administration of the Chapter's rules, policies, and procedures;
5. Assisting the National Conference Chairperson in the planning and administration of the National Conference of the NBMBA when it convenes;
6. Completing special projects as delegated by the President or the Executive Board;
Signing check authorization requests before Treasurer releases funds;
and
7. Serving as an ex-officio member of the, Community Relations, and Corporate Partners committees.

- c. **Vice President, Operations** - The standing committee reporting to this office is, Marketing, Programming, Student Affairs., Leaders of Tomorrow.

The scope of duties for this office includes:

1. Presiding at meetings in the absence of the President and Vice President, Administration;
2. Seeking opportunities where the Chapter or its members can benefit from or assist companies, entrepreneurs, or government agencies;
3. Ensuring the effective operation of the Chapter's committees; Completing special projects as delegated by the President or the Executive Board;
4. Signing check authorization requests before Treasurer releases funds;
and

5. Serving as an ex-officio member of the Programming and Student Affairs committee.
- d. **Treasurer - .**
- The scope of duties for this office includes:**
1. Presiding at meetings in the absence of the President and both Vice Presidents;
 2. Maintaining current and accurate records of the financial position of the Chapter by recording, classifying, and summarizing all monetary transactions;
 3. Preparing detailed, written financial reports for all Chapter accounts to be presented at each Executive Board meeting;
 4. Submitting all financial reports required by the National Office which include but are not limited to, quarterly and year-end reporting, after reviewing the reports with the Chapter President and any other person designated by the President or Executive Board;
 5. Updating 501(c) 3 status, with the assistance of the President, and submitting financial reports as needed by legal or governmental agencies;
 - 6.
 7. Safeguarding all Chapter funds through the proper receipt and disbursement of funds in accordance with these By-laws (See Article V) and the operating procedures set forth by the Executive Board;
 - 8.
- e. **Secretary -** The standing committee reporting to this office is Membership.
- The scope of duties for this office includes:**
1. Recording the proceedings of all General Membership (as applicable), Executive Board, and Special Call meetings;
 2. Distributing copies of the Executive Board meeting minutes to its members prior to the next Executive Board meeting for review;
 3. Preparing and distributing agendas for all Executive Board meetings in advance and preparing General Membership and Special Call meeting agendas upon request;
 4. Maintaining an accurate record of attendance at each Executive Board meeting as well as a list of excused and unexcused absences;
 5. Obtaining a copy of the most current roster of members in good standing from the Membership Director each month;
 6. Safeguarding a copy of all legal documents, reports, and minutes pertaining to the Chapter;
 7. Ensuring that a copy of all minutes are readily available for review by any member in good standing requesting such information;
 8. Relinquishing all records to successor or President when service in office ends; and
 9. Serving as an ex-officio member of the Membership committee.
- f. **Immediate Past President -** The Immediate Past President shall participate in Executive Board meetings and is a non-voting member of the Executive Board.

Section 4: Chapter Elections – Officers

- a. The following offices shall be elected by members of the Chapter: President, Vice President Administration, Vice President Operations, Treasurer and Secretary. Committee chairs can be volunteers from the General Body or appointed by Executive officers.
- b. The nomination and election process will be the responsibility of the Nominating Committee. The Nominating Committee will be convened by the Vice President Administration, who will appoint five (5) financial members to serve on the committee. The Nominating Committee will be responsible for communicating policies and procedures for identifying candidates for elected and appointed positions and creating an election timeline (for example, quarterly status reports, “Meet and Greet the Candidates”, etc.). In the event that the Vice President Administration is running for office, he/she shall appoint someone else to convene the Nominating Committee.
- c. Nominations will be made by members of the Chapter. Each member may nominate a maximum of one candidate for each office. Eligible nominees will consist of all members of the Chapter except student members. Members may nominate themselves.
- d. Each eligible nominee will be contacted by the Nominating Committee prior to being placed on the slate to determine his/her interest and availability. Each nominee who seeks office will be placed on the slate.
- e. The Nominating Committee will submit to each member a slate of the candidates seeking office no later than the General Body meeting prior to elections. Such slate will contain: (1) each candidate’s name and the office he/she is seeking, (2) a brief biographical sketch of each candidate, and (3) the date, time and place of the election.
- f. Elections will be made by ballot, The ballot will contain the name of each candidate grouped by office seeking. Provisions will be made on the ballot for write-in candidates.
- g. Provisions will be made for absentee voting members.
- h. A simple majority of ballots cast will determine the elected candidate.
- i. In the event of a tie in the number of ballots cast for two or more candidates, a subsequent election will be held at the next General Body meeting to determine the winner(s) of the office(s) not decided at the previous election.
- j. Elections shall take place at the October General Body meeting.
- k. Outgoing officers have the responsibility of turning over books and other materials relating to that position during the transition period of October – December.
- l. The term of office will be two years commencing January 1.

Section 5: Qualification for Office

- a. No person may be an officer of this organization if he/she is not current with respect to dues and financial obligations to NBMBA Charlotte Chapter for at least six months and has participated in the organization’s activities.
- b. Only active members are eligible to run for office.
- c. Candidates running for office on the executive board must have served on the leadership team a minimum of a year prior to running for office.

- d. Candidates for the office of President shall have served on the Executive Board for at least one year prior to taking office. If candidate has not served for at least one year, then their eligibility to run for President will be determined by the Executive Board.

Section 6: Vacancy

In case of a vacancy occurring in the office of the President, the Vice President of Administration shall automatically succeed to the Presidency. If the Vice-Presidency of Administration is vacant, the Vice-President of Operations succeeds to the Vice-Presidency of Administration, but if the Vice-President of Operations is vacant, the President, with the approval of the Executive Board, shall appoint a Vice-President of Operations to fill the balance of the unexpired term.

In the case of a vacancy occurring in the offices of the Secretary of Treasurer, such vacancy shall be filled for the unexpired term by appointment by the President with the approval of the Executive Board.

Section 7: Advisory Board

The Chapter Advisory Board shall be the key link to Charlotte's business community to aid and enhance the professionalism and stature of the Chapter and assist in the financial development of the Chapter where possible. It shall consist of the Immediate Past President and representatives from the following fields:

- 4 Business (2 Corporate/2 Entrepreneur)
- 1 Education
- 1 Civic/Political
- 1 Community Service

Advisory Board Member Responsibilities

- To meet with the Executive Board of the chapter at least once per quarter to discuss the chapter's progress against the goals and objectives used to act as a sounding board for new initiatives.
- To meet with the Executive Board of the chapter at least once per quarter to discuss the chapter's progress against the goals and objectives used to act as a sounding board for new initiatives.
- To proactively lend positive support to the chapter by communicating the chapter's objectives and accomplishments to others in the community.
- To make the chapter aware of any local events and programs in which the membership should be actively involved.
- To serve as a resource of the membership for locating individuals or corporations with which may be solicited for financial support.

- To actively support chapter functions by attending at least one event per quarter to foster a meaningful relationship with the members.

Article IV - Duties of Standing Committees

Each chairperson shall submit to the Vice President Operations at least annually, a written report of the committee's activities during the year, including a budget. Each chairperson is also responsible for developing and reviewing a mission statement with Executive Board at least annually.

a. Membership

Committee duties include, but are not limited to, the following:

1. Recruit and retain new, renewing, and transfer members to the Chapter;
2. Prepare and distribute membership information packages;
3. Receive, review, copy, and submit applications for membership to the National Office;
4. Coordinate registration table at monthly meetings;
5. Track attendance at monthly meetings and special events;
6. Maintain the most current membership roster
7. Develop "fun" activities for the membership
8. Develop inter-organizational relationships

b. Corporate Partners/Development

Committee duties include, but are not limited to, the following:

1. Recruit corporate partners to support the National Conference and the local chapter;
2. Maintain strong relationships with members of the corporate community to ensure corporate awareness of the Chapter's activities;
3. Develop a Strategic Plan for Corporate Partners. Solicit monetary funding, underwriting, and in-kind services to support Chapter activities.
4. Maintain an updated database of key contact people for current and potential Corporate Partners; Submit list to the Chapter President.

c. Community Relations

Committee duties include, but are not limited to, the following:

1. Assess opportunities for involvement of the Chapter and individual members that increase visibility and strengthen ties in the community;
2. Participate in at least one significant community-related activity each year, e.g., Christmas Party for underprivileged children, Habitat for Humanity

3. Sponsor at least one role-model, mentoring project per year, e.g., "Leaders of Tomorrow," Junior Achievement, Adopt-a-School, etc.

d. Marketing/Public Relations

Committee duties include, but are not limited to, the following:

1. Contact newspapers, magazines, and other relevant periodicals to advertise monthly meetings and other Chapter activities and events
2. Write and submit press releases for major Chapter events;
3. Create and update marketing brochures, picture collages, and posters to be used for recruiting members and Corporate Partners;
4. Establish relationships with key media personnel to obtain media coverage at selected Chapter events;
5. Seek opportunities to gain positive visibility for the Chapter.
6. Send all official email communications on behalf of the chapter.

e. Programming

Committee duties include, but are not limited to, the following:

1. Plan, develop, and present the program for the monthly meetings as well as other programs where deemed appropriate;
2. Plan, develop, and execute all major program events throughout the year to include speakers, professional development sessions, and other chapter events.
3. Publish a calendar of monthly chapter events;
4. Notify the membership of the program topics through the Chapter newsletter;

f. Professional Development

Committee duties include, but are not limited to, the following:

1. Provide continuing education programs that will increase the skill level of the membership, all of which are aligned with the strategic goals and initiatives of the National Black MBA Association, Inc.
2. Identify professional development opportunities as identified by membership surveys and industry trends.
3. Provide a report at each general membership meeting of professional development and career opportunities in the local area.

g. Scholarship

Committee duties include, but are not limited to, the following:

1. Raise funds for chapter scholarships
2. Establish the awarding criteria for scholarship recipients
3. Decide scholarship applicants

4. Distribute funds to scholarship recipients

h. Leaders of Tomorrow

Committee duties include, but are not limited to, the following:

1. Recruit and retain students, mentors and corporate partners for the LOT program;
2. Distribute LOT information packages;
3. Track attendance at monthly LOT meetings and special events;
4. Maintain the most current LOT student and mentoring participant roster;
5. Develop “fun” activities for the LOT membership;
6. Develop inter-organizational relations with other student mentoring programs; and
7. Coordinate a variety of activities, workshops, and events for LOT students that emphasize growth in the following areas:
 - i. Leadership
 - ii. Academics
 - iii. Professional Development
 - iv. Community Service
 - v. Securing internships & scholarships
 - vi. Goal setting and attainment

i. Other Committees and Assignments

The Chapter President may appoint special committees and official representatives of the chapter to perform special assignments or represent the chapter.

Article V – Finance

Section 1: Operating Year

- a. The operating/fiscal year for the Chapter shall commence January 1 and end December 31.
- b. The Conference year for the Chapter will commence from the last day of the National Conference until the last day of the conference on the following year.

Section 2: Audit

- a. The financial records of the Chapter shall be closed as of December 31 and shall be audited each year by a qualified independent accountant designated by the Executive Board.

Section 3: Dues

- a. Dues for each class of membership is designated by National Headquarters.
- b. Dues are payable at the time of application for membership and are good for the time period designated by National Headquarters.

Section 4: Approval of Expenditures

- a. Executive Board shall have the power to approve capital expenditures of the Chapter up to and including \$1000 with an affirmative vote of 2/3rd of the Board.
- b. Capital expenditures in excess of \$1000 require the approval of 100% of the Executive Board.

Section 5: Chapter Honoraria

- a. A reasonable amount of expenses incurred by the President of the Chapter for attending the National Conference, Regional Conferences, and Board Meetings shall be assumed by the Chapter within the limits of the budget as approved by the Executive Board.
- b. In the event the President cannot attend the meetings/conferences as described in Paragraph A., the designated representative will be reimbursed as stated. in Paragraph A.
- c. All individuals requesting reimbursement of pre-approved expenses as described in Paragraph A shall provide an expense report and receipts for same and shall not have had such expenses paid by any other organization or company.

Section 6: Disposition of Funds

- a. Treasury funds shall be used to defray expenses for approved programs and objectives of the Chapter in accordance to the approved budget.
- b. No funds of the Chapter shall be used for the personal benefit of any individual or group of individuals of the Chapter.
- c. Members requesting reimbursement for approved expenses incurred on behalf of the Chapter must provide proper documentation (i.e. receipts) of same.
- d. In the event of dissolution of the Chapter, Treasury funds shall revert to the National Black MBA Foundation.
- e. The President, Treasurer, and Vice President Administration are the designated signatories on the Chapter's checking account. Two of the three must sign each check written.
- f. The signor of a check cannot also be the receiptent. In the event a check is to be made out to one of the designated signatories, they are not authorized to sign.

Section 7: Budget

- a. A committee will be formed to develop the budget annually for the chapter.
- b. The committee will consist of the Treasurer, President and at least one other designated member.
- c. Approval of the budget will be conducted by a majority vote of the Executive Board.
- d. The budget for the upcoming year is to be completed by the first day of November of the previous year

Article VI – Order of Business

Section 1: Meetings

- a. The order of business at all meetings of the Chapter shall be prescribed by the presiding officer. The most current edition of Robert's Rules of Order shall govern all meetings on any administrative/parliamentary point not covered in the Constitution & By-laws or Policies & Procedures of the Chapter.
- b. The regular meetings shall be held at least semi-annually unless otherwise recommended by the Executive Board.
- c. General Body meetings shall be held once a quarter and members will be notified two weeks prior to the meeting. Executive Board and Leadership team meetings shall be held on the first and third Tuesday of each month. Committee meetings shall meet as directed by respective committee chairperson.
- d. For voting purposes, twenty-five percent of the members in good standing as of the previous calendar year-end shall constitute a quorum.
- e. The President may call special meetings at any time upon provision of notice or when requested in writing by a majority of the Executive Board.
- f. Special meetings require two (2) weeks written notice.

Section 2: Succession Planning

- a. Elected officers shall serve for a term of two years commencing January 1 following the October elections.
- b. Committee chairs shall be appointed November 15 following the October elections and serve for two (2) years commencing January 1. If serving as an interim committee chair, the term shall end with the appointment of a new committee chair.
- c. If for any reason the President relinquishes his/her duties as President, the Vice President Administration will reside as interim President until elections are held. If Vice President Administration cannot fulfill these duties, the succession plan is as follows: Vice President Operations, Secretary, Treasurer.

Section 4: Chapter Materials

Chapter Materials (i.e. mailing lists, company contact, etc) should not be used for personal benefit of any individual or group of individuals. Therefore, distribution or use of chapter materials requires approval by the Executive Board.

Article VII - Amendments

Section 1: 25% or more of the members in good standing may initiate an amendment to these By-laws.

Section 2: When amendments are to be presented for vote, the membership should receive copies of the proposed amendment(s) at least two (2) weeks prior to the meeting at which the vote is to occur.

Section 3: Amendment(s) shall be effective on the date approved, or on the date specified in the amendment(s) upon approval by a two-thirds vote, provided a quorum of the membership is in attendance. A quorum will consist of at least one-third of the membership.