

## BLAC NONPROFIT BYLAWS - MEMBERSHIP ORGANIZATION

### ARTICLE I - NAME, PURPOSE

Section 1: The name of this organization shall be the Building Love Amongst Cultures (BLAC).

Section 2: BLAC was formed to create a safe, supportive, and inclusive community. It will be sure to engage people of all races by providing opportunities for everyone to increase awareness of different cultures. The philosophy of BLAC is to serve and unify not only the people of the African diaspora but also the different cultures the community possess by addressing the needs of diversity, inclusion, and equity. It seeks to identify relevant issues and initiate appropriate action in order to reduce or eliminate any impediments believed to be averse to people and their continued well-being and matriculation. This shall be accomplished by providing educational, cultural, and social programs and activities, which relate to the past, present, and future goals and aspirations of the people. Furthermore, it seeks to provide enriching experiences and assuring continuing development of a progressive environment, which is conducive to the people and their quest to obtain quality and meaningful community involvement. BLAC shall operate as an umbrella organization for other groups within the community. BLAC seeks to challenge its members to actively address political, social, and cultural injustices while at the same time celebrating and acknowledging the advancement of people of color within the Community.

To provide information to the community about the needs of organizations to advocate for diversity and inclusion; (o sponsor meetings and activities about how to strengthen community relations; to educate the public about the importance of Inclusion, and Diversity within the Community and/or Workplace

### ARTICLE II - MEMBERSHIP

Section 1: Membership shall be open to any person that supports the purpose statement in Article 1, Section 2, and continuing membership is contingent upon participation in events, such as meetings and activities.

Section 2: Members will not be expected to pay dues.

Section 3: Membership shall be granted upon a majority vote of the Board.

Section 4: Each voting member of BLAC shall appoint one voting representative to attend the meetings.

Section 5: The Board shall have the authority to establish and define non-voting categories of membership.

### ARTICLE III - MEETINGS OF MEMBERS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A written request signed by ten percent of the voting members may call a special meeting.

Section 3: Planning of Events. Planning of Events meetings may be called by the CEO and/or Chairperson, the Executive Committee, and the Event Lead.

Section 4: Notice of each meeting shall be given to each voting member, by email or by mail, not less than five days before the meeting.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition. Board Role, Size, Composition. The Board is responsible for the overall policy and direction of BLAC and delegates responsibility for day-to-day operations to the BLAC Executive Director and committees. The Board shall have no fewer than three members. The Board receives no compensation other than reimbursement of reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed-upon time and place.

Section 3: Board Elections. Board members shall be elected at least annually by the voting representatives of member organizations.

Section 4: Board Development Committee. A Board Development Committee shall be appointed by the Board to be responsible for developing nominees for board elections, board committees, and planning for board training and leadership development.

Section 5: Election Procedures. The Board Development Committee shall be responsible for nominating a slate of member representatives to preserve the diversity and balance necessary to enable BLAC to provide policy guidance on the broad-spectrum diversity and inclusion issues. Nominees selected by the Board Development Committee must be member representatives of member organizations of BLAC.

Section 6: Terms. All Board members shall serve three-year terms but are eligible for re-election. The first Board will include members with one and two-year terms to begin staggered terms.

Section 7: Quorum. A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.

Section 8: Notice. An official Board meeting requires that each Board member has written notice at least five days in advance.

Section 9: Officers and Duties. There shall be four officers of the Board consisting of a CEO, Chair, a Vice-Chair, a Secretary, and a Treasurer. The officers shall be elected by the Board at a Board Meeting after the other members are seated. Their duties are as follows:

The CEO creates the vision for new strategies, responsible for overseeing the company's functions, employees, and volunteers, and managing the chair.

The CHAIR shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary, and Treasurer.

The VICE-CHAIR will chair committees on special subjects as designated by the Board.

The SECRETARY shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that organization records are maintained.

The TREASURER shall make a report at each Board meeting. Treasurers shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meetings. All vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the Secretary. If a member organization notifies the Board that their representative who serves on the Board no longer represents the member organization, the person is no longer eligible to be one of BLAC Board members. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 12: Special Meetings. Special Meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

## Article V - COMMITTEES

Section 1: The Board may create committees as needed, such as program development, public education, data collection, event-specific, etc. There shall be two standing committees - Executive and Finance Committees. The CEO and Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

Section 2: The five officers serve as members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of BLAC are public information and shall be made available to the membership, Board members, and the public.

#### Article VI - DIRECTOR AND STAFF

Section 1: Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for BLAC, including carrying out BLAC's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of BLAC, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 2: Officers shall be removed from office by the Executive Board and the club and to review a case shall hold a hearing. A vote shall be taken to determine whether the officer should be impeached. A 3/4 majority is needed for proceedings to continue. If the officer is impeached, then a second vote shall be taken to determine whether the office shall be removed from office. If the officer is removed from office, the vacancy shall be filled according to Article IV by Bylaws.

Section 3: All candidates who have been active in the organization for at least one year are eligible to run for an Executive Board position

#### Article VII - AMENDMENTS

Section 1: These Bylaws may be amended, when necessary, by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

#### Article VIII - AGREEMENT

Section 1: The constitution shall be ratified by its members in that all members shall read and have a full understanding of the requirements and goals of being part of BLAC. All members shall sign the constitution to show their agreement in BLAC.

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