

## **POLICIES AND BYLAWS OF**

## **THE LOS ANGELES CHAPTER OF THE NATIONAL BLACK MBA ASSOCIATION**

A California Nonprofit Public Benefit Corporation



## **Los Angeles Chapter**

5767 Uplander Way. Ste. 210  
Culver City, CA 90230

Revised: May, 2009

Previous Dates:  
Adopted - July, 1996  
Revised - March, 2004  
Revised - March, 2009

**TABLE OF CONTENTS**

**ARTICLE I**

**NAME**

Section 1.1 Name .....6  
Section 1.2 Use of Chapter Name.....6  
Section 1.3 Important Dates.....6

**ARTICLE II**

**DEFINITIONS**

Section 2.1 Terminology.....6  
Section 2.2 Geographic Composition.....6

**ARTICLE III**

**OFFICES**

Section 3.1. Principal Office ..... 7  
Section 3.2. Other Offices .....7

**ARTICLE IV**

**OBJECTIVES AND PURPOSES**

Section 4.1. General Purpose .....7  
Section 4.2. Specific Purpose .....7  
Section 4.3 Mission Statement.....7

**ARTICLE V**

**NONPARTISAN ACTIVITIES**

Section 5.1.....7

**ARTICLE VI**

**DEDICATION OF ASSETS**

Section 6.....7  
Section 6.1. Property of Corporation.....7  
Section 6.2. Dissolution of Corporation.....7

**ARTICLE VII**

**MEMBERSHIPS**

Section 7.1. Classes of Membership .....8  
Section 7.2. Qualifications of Members ..... 8  
    7.2.1. Full Membership .....8  
    7.2.2. Associate Member .....8  
    7.2.3. Student Member .....8  
    7.2.4. Lifetime Full Member .....8  
    7.2.5. Lifetime Associate Member ..... 8  
    7.2.6 Installment Full and Associate Member.....8  
Section 7.3. Rights of Membership .....8  
Section 7.4. Admission of Members .....9  
Section 7.5 Discrimination.....9  
Section 7.6 Fees, Dues ..... 9  
Section 7.7 Assessments .....9  
Section 7.8. Members in Good Standing ..... 9  
Section 7.9. Expiration of Membership.....9

Section 7.10 Expulsion or Suspension of Membership.....	9
Section 7.11. Term of Membership .....	10
Section 7.12. Place of Meetings .....	10
Section 7.13. General Membership and Other Regular Meetings.....	10
Section 7.14. Special Meetings .....	10
Section 7.15. Notice of Meetings .....	10
Section 7.16 Chapter Executive Committee Meetings.....	10
Section 7.17. Manner of Voting .....	10
Section 7.18. Action by Written or Electronic Ballot .....	10

**ARTICLE VIII  
ADVISORS**

Section 8.1. Advisory Board.....	11
Section 8.2 Number of Advisors. ....	11
8.2.1. Number .....	11
8.2.2. Past President .....	11
Section 8.3. Powers .....	11
8.3.1. General Corporate Powers .....	11
Section 8.4. Terms; Election of Board Members .....	12
Section 8.5. Vacancies .....	12
8.5.1. Events Causing Vacancy .....	12
8.5.2. Removal .....	12
8.5.3. Resignations .....	12
8.5.4. Appointment to Fill Vacancies .....	12
Section 8.6. Place of Meetings; Meetings by Telephone .....	12
Section 8.7. Non-Liability of Advisors.....	12

**ARTICLE IX  
ADMINISTRATION**

Section 9.1 Chapter Executive Committee Structure.....	12
Section 9.2 Eligibility and Criteria.....	12
Section 9.3 Responsibilities & Duties of the Chapter Executive Comm.....	12
Section 9.4 Term of the Chapter Executive Committee Members.....	13
Section 9.5 Fiscal Year.....	13

**ARTICLE X  
COMMITTEES**

Section 10.1. Committees and Chairpersons.....	13
Section 10.2. Committees Chairperson’s Responsibilities.....	14
Section 10.3. Standing Committees .....	14
Section 10.3.1 Chapter Executive Committee.....	14
10.3.2. Membership Committee .....	14
10.3.3. Communications Committee .....	15
10.3.4. Corporate Partner Relations and Fund Development Committee..	15
10.3.5. Student Affairs & Scholarships Committee.....	16
10.3.5.1 Leaders of Tomorrow.....	16
10.3.6. Programs Committee .....	16
10.3.7. Economic Development Committee .....	17
10.3.8. Social - Cultural Committee .....	17
10.3.9. Election Committee .....	17
Section 10.4 Committee Chairpersons – Summary.....	17



12.4.2. Claims and Suits Awarded Against Agent .....	29
Section 16.5. Determination of Agent's Good Faith Conduct .....	29
16.5.1. Required Standard of Conduct .....	29
16.5.2. Manner of Determination of Good Faith Conduct .....	29
Section 16.6. Limitations .....	29
Section 16.7. Advance of Expenses .....	30
Section 16.8. Contractual Rights of Non-Advisors and Non-Officers .....	30
Section 16.9. Insurance .....	30

**ARTICLE XVII**

**CORPORATE RECORDS, REPORTS AND SEAL**

Section 17.1. Minute Book - Maintenance and Inspection .....	30
Section 17.2. Books and Records of Account - Maintenance and Inspection.....	30
Section 17.3. Articles of Incorporation and Bylaws - Maintenance and Inspection.....	30
Section 17.4. Annual Report; Statement of Certain Transactions .....	30
Section 17.5. Audit.....	31
Section 17.6 Officers Rights of Inspection.....	31
Section 17.7. Corporate Seal .....	31

**ARTICLE XVIII**

**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 18.1. Execution of Instruments .....	31
Section 18.2. Checks and Notes .....	31
Section 18.3. Deposits .....	31
Section 18.4. Gifts .....	31
Section 18.5 Expense Report System.....	32

**ARTICLE XIX**

**CONSTRUCTION AND DEFINITIONS ..... 32**

**ARTICLE XX**

**AMENDMENTS ..... 32**

Section 20.1. Amendment by Officers .....	32
Section 20.2. Effective Date of Amendments .....	32
Section 20.3 Publication of Amendments .....	32

**ARTICLE XXI**

**OATH OF OFFICE.....33**

**CERTIFICATE/ APPROVALS.....34**

## **ARTICLE I NAME**

Section 1.1. The name of this corporation is The Los Angeles Chapter of the National Black MBA Association (hereafter called the "Corporation"). The name of the national organization is the National Black MBA Association, Inc., hereafter called the National Association.

This organization is the National Black MBA Association Los Angeles Chapter, hereafter referred to as the Los Angeles Chapter. It is a not-for-profit corporation organized under the laws of the State of California and whose national headquarters are located in the County of Los Angeles, California. The operation and conduct of the Los Angeles Chapter shall comply with the regulations and policies of the Los Angeles Chapter By-laws, insofar as they do not conflict with the National Association By-laws.

Section 1.2. Use of Chapter Name The Board of the Directors of the National Black MBA Association has prescribed regulations governing the use of the name National Black MBA Association, Inc., its initials, and trademarks. This Chapter shall adhere to such rules and regulations. Questions concerning use of the name should be directed to the Chapter Executive Committee of the Los Angeles Chapter

Section 1.3. Important Dates: The Los Angeles Chapter was founded in 1974; incorporated in 1998.

## **ARTICLE II DEFINITIONS**

### Section 2. 1 Terminology

Association: refers to the Los Angeles Chapter of the National Office of the National Black MBA Association, Inc.;

Advisory Board: refers to the body that will advise the Los Angeles Chapter to support the chapter goals.

Chapter Executive Committee (CEC): refers to the governing body of the Los Angeles Chapter as defined in Article IX;

Elected Officers: refers to the elected Officers of the Los Angeles Chapter as defined in Article XI, Section 11.9. These Officers include, but are not limited to:

President

Vice President of Administration

Vice President of Operations

Treasurer

Secretary

Good Standing: refers to the criteria for a qualified member as defined in Article VII, Section 7.8.

Los Angeles Chapter: refers to the Los Angeles Chapter of the National Black MBA Association, Inc.

National Board: refers to the governing body of the National Association

### Section 2.2 Geographical Composition

The Los Angeles Chapter shall be a member of the Western Region or as designated and assigned by the Board of Directors of the National Association. Chapters shall comply with boundaries set forth by the National Board.

### **ARTICLE III OFFICES**

Section 3.1. Principal Office. The principal executive office and the principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Executive Committee.

Section 3.2. Other Offices. The Executive Committee may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

### **ARTICLE IV OBJECTIVES AND PURPOSES**

Section 4.1. General Purpose. The general purpose for which this Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public Benefit Corporation Law of California, provided, however, nothing in this Article III shall be construed to authorize this Corporation to carry on any activity for the profit of its Officers, Advisors or other persons or to distribute any gains, profits or dividends to any of its Officers, Advisors or other persons as such. Furthermore, nothing in this Article shall be construed as allowing the Corporation to engage in any activity forbidden under Section 501(c)(3) of the Internal Revenue Code.

Section 4.2. Specific Purpose. The specific purposes of this Corporation shall include, without limitation, to enhance and promote educational opportunities, professional skills and business development within the African American community and to work with the National Black MBA Association (the National Organization) to further these goals.

Section 4.3 Mission Statement. As a professional membership organization comprised of Black graduates with MBA's, advanced degrees, and entrepreneurs, we will increase the number and diversity of successful Blacks in the business community.

We will achieve this mission by:

- Providing innovative programs to stimulate their intellectual and economic growth
- Building partnerships with key stakeholders to help facilitate growth
- Increasing awareness and facilitating access to graduate management education programs and career opportunities in management fields

### **ARTICLE V NONPARTISAN ACTIVITIES**

Section 5.1. This Corporation has been formed under the California Nonprofit, Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Section 5.2. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above in Section 4.1.

### **ARTICLE VI DEDICATION OF ASSETS**

Section 6.1. Property of the Corporation: The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Internal Revenue Code. No part of the net income or assets of this Corporation shall ever inure to the benefit of any Advisor or Officer thereof or to the benefit of any private person; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the

Corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Advisors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on the dissolution of the Corporation.

Section 6.2. Dissolution of the Corporation: Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the National Organization or a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VII MEMBERSHIPS**

Section 7.1. Classes of Membership. The Corporation shall have only one class of members. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this Corporation, all members shall have the same rights, privileges, restrictions and conditions.

Section 7.2. Qualifications of Members. The qualifications for membership in this corporation are as follows:

7.2.1. Full Member: An individual with an MBA degree or other advanced degree. Active for one full year.

7.2.2. Associate Member: An individual who has distinguished him or herself in the business community through management experience or entrepreneurial endeavors and does not hold an MBA or other advanced degree. Active for one full year.

7.2.3. Student Member: An individual actively pursuing an advanced management degree. Active for one full year so long as the individual is enrolled in a recognized graduate degree program. Must be verified by written proof of current enrollment.

7.2.4. Lifetime Full Member: An individual with an MBA degree or other advanced degree and who has paid the Lifetime Membership dues. Lifetime memberships are active for the duration of the member's lifetime and are not transferable.

7.2.5. Associate Lifetime Member: An individual who has distinguished him or herself in the business community through his or her management experience or entrepreneurial endeavors and does not hold an MBA or other advanced degree. This individual has paid the Lifetime Membership dues. Associate Lifetime memberships are active for the duration of the member's lifetime and are not transferable.

7.2.6 Installment Lifetime and Installment Associate Lifetime Members: An individual who meets the requirements for Full Membership or Associate Membership who become active for one full year, beginning at activation. Installment memberships are to be paid in three consecutive years and subsequent payments must be made within 60 days after the expiration date or the installment membership will be null and void. When the final payment is received, the individual will be considered a Lifetime Member.

Section 7.3. Rights of Membership. Only members in good standing shall be entitled to vote at any meeting or by written ballot. All members shall have the right to vote on the election of Advisors, on the disposition of all or substantially all of the Corporation's assets, on any merger and on any election to dissolve the Corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Members in Good Standing are afforded the following rights and privileges:

- The right to hold the position of committee chair of an ad-hoc or standing committee.

- The right to hold an elected office given the requirements listed in Article IV, Section 4.2 of the By-laws is met.
- Failure to renew membership by the stipulated deadline shall result in the loss of these rights and privileges until dues have been paid.
- The right to attend any Executive Committee meeting as an observer. If speaking or agenda time is desired, the member must submit a request to the President or Vice President of Administration at least 48 hours prior to the scheduled board meeting.

Section 7.4. Admission of Members. Applicants shall be admitted to membership upon approval of the membership application form to the NMBAA and on timely payment of dues and fees as determined by the Executive Committee. Memberships will become active upon processing of all materials at NMBAA Headquarters.

Section 7.5. Discrimination. Membership and participation shall be free from discrimination on the basis of sex, orientation, race, religion, ethnic group, age, or national origin.

Section 7.6. Fees, Dues. Annual payment or Lifetime payment of dues is required to retain membership. The National Board of Directors shall approve the membership dues of Members of the National Black MBA Association, and the required due date for the payment of such dues. The dues may be different for the different qualification levels of membership described in Section 7.2 of these Bylaws. Dues are subject but not limited to the following rules:

All dues are paid directly to the Association's National office unless otherwise specified by the CEC. Dues cannot and will not be prorated.

Section 7.7 Assessments. The Los Angeles Chapter has a right to assess the general membership for any purposes that the Los Angeles Chapter deems necessary.

A special assessment may only be levied with the majority approval of the CEC.

Any special assessments levied shall be in compliance with the Los Angeles Chapter and the National Association By-laws.

All fees and assessments shall be paid within the time limits specified. Any fees and assessments not paid shall subject that member, so charged to a hearing, suspension, or termination of membership.

These assessments do not apply to Chapter dues.

Section 7.8. Members in Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be Members in Good Standing with the Los Angeles Chapter and the National Black MBA Association.

Section 7.9. Expiration of Membership. A membership shall terminate on occurrence of any of the following events:

7.9.1. Resignation of the member;

7.9.2. Expiration of the term of membership, unless the membership is renewed by the Board;

7.9.3. Suspension of membership - The member's failure to pay dues, fees or assessments as set by the Board; or

Section 7.10. Expulsion or Termination of Membership. Termination of membership under Section 7.10 of these Bylaws is based on a good faith determination of the CEC that the member has failed to observe the rules of conduct or these Bylaws of the Corporation, or whose conduct is detrimental to the interests of the Corporation. Membership may be forfeited, suspended, or terminated upon violation of any rule or By-law and/or inappropriate conduct determined by the Chapter Executive Committee as a major infraction of the philosophy, purpose, and intent of this organization, and by a simple majority vote of eligible financial

members at an official meeting of the Los Angeles Chapter members. If grounds appear to exist for expulsion or termination of an individual's membership, the following procedure shall be followed:

7.10.1. The Chapter Executive Committee shall give the member at least 15 days prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by Registered and Express Mail to the member's last address as shown on the Corporation's records.

7.10.2. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Chapter Executive Committee or by a committee or person authorized by the CEC to determine whether the suspension or termination should occur.

7.10.3. The CEC, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the CEC, committee, or person shall be final.

7.10.4. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination.

Section 7.11. Term of Membership. The term of an annual membership shall be from the date that that dues are paid and activated for one full year, unless the membership is terminated earlier under Section 7.10 or Article 13 of the Bylaws.

Section 7.12. Place of Meetings. Meetings of members shall be held at any place designated by the Chapter Executive Committee or by the written consent of all members entitled to vote at the meeting.

Section 7.13. General Membership and Other Regular Meetings. Two General Membership Meetings of the members as set forth by the Officers shall take place during the regular scheduled meeting in the month of August and an additional selected month. The Los Angeles Chapter shall conduct at least one business meeting per fiscal year that incorporates reporting financials of the chapter. Every two years members shall meet during the regular scheduled meeting in the month of August for announcing Officers of the corporation and to transact other business. Other meetings, in various formats, should be held at least once a month at a time and place to be determined by the Officers.

Section 7.14. Special Meetings. The majority of the Officers or the President may call a special meeting of the members for any lawful purpose at any time.

Section 7.15. Notice of Meetings. Written notice of any regular or special meeting of the members shall be emailed, delivered or mailed to each member at least 10 days before the meeting. The notice shall state the place, date and hour of the meeting. Notice for all meeting shall state the purpose of the meeting.

Section 7.16. Chapter Executive Committee Meetings. The Chapter Executive Committee (CEC) will designate a meeting schedule to be held monthly at such place and on such dates as may be determined and agreed upon by the CEC. Venue and agenda shall be forwarded to the CEC no later than one week prior to a meeting.

Section 7.17. Manner of Voting. Voting may be by electronic ballot or by written ballot. Each member in good standing entitled to vote may cast one vote on each matter submitted to a vote of the members. The affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members.

Section 7.18. Action by Written or Electronic Ballot: Any action that members may take at any meeting of members may also be taken by written or electronic ballot without a meeting. The Corporation shall distribute one ballot to each member in good standing. The ballot shall specify the time by which the ballot must be received to be counted. All written ballots and a printout of any electronic ballot shall be filed with the Secretary of the Corporation and maintained in the Corporations records for at least five years.

## **ARTICLE VIII ADVISORS**

Section 8.1 Advisory Board. There shall be an Advisory Board of the Los Angeles Chapter. Advisory Board members are appointed by a majority vote of the Chapter Executive Committee. The Advisory Board shall serve to advise the organization on achieving its objectives and shall have no voting rights. These individuals will possess knowledge and experience that can be utilized on special projects as needed under the direction of the Chapter Executive Committee. The Advisory Board shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 8.2. Number of Advisors.

8.2.1. Number. The Board of Officers shall consist of not less than three (3) positions and not more than twenty-one (5) positions.

8.2.2. Past President. The past President shall automatically be a member of the Advisory Board, upon acceptance by this individual and that the past President leaves office in good standing with the organization at both the local and national level.

Section 8.3. Powers.

8.3.1. General Corporate Powers. The Advisory Board shall serve as an oversight group. The Advisory Board shall meet with the Officers of the Corporation to review and advise on the progress and direction of the Corporation. This group shall have the power to call a special meeting of the Advisors for the purpose of discussing the suspension or removal of a Chapter Officer when just cause warrants such action.

Section 8.4. Terms; Election of Board Members. Advisory Board members shall serve for two-year terms and for no more than two consecutive terms. Advisory Board members are elected by a majority vote of the Officers of the Corporation.

Section 8.5. Vacancies.

8.5.1. Events Causing Vacancy. A vacancy or vacancies on the Board of Advisors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Advisor; (ii) the declaration by resolution of the Board of Advisors of a vacancy of the office of a Advisor who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law; or (iii) whenever the number of authorized Advisors is increased.

8.5.2. Removal. Advisors may be removed without cause by a simple majority vote of the remaining Advisors then in office, or a majority of the Officers of the Corporation.

8.5.3. Resignations. Except as provided in this paragraph, any Advisor may resign, which resignation shall be effective on giving written notice to the Chairperson of the Board, the President, the Secretary, or the Advisors Board, unless the notice specifies a later time for the resignation to become effective.

8.5.4. Appointment to Fill Vacancies. If a vacancy is created by an Advisory Board member leaving office for any reason prior to the end of their term, the board may fill that vacancy by a majority vote of the remaining members.

Section 8.6. Place of Meetings; Meetings by telephone/conference call are permitted. Regular meetings of the Board of Advisors shall be held Bi-Annually at any place within the State of California that has been designated from time to time by resolution of the Board. Special meetings of the Board shall be held at any place within the State of California that has been designated in the notice of the meeting.

Section 8.7. Non-Liability of Advisors. The Advisors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## **ARTICLE IX ADMINISTRATION**

Section 9.1 Chapter Executive Committee Structure. There shall be a Chapter Executive Committee (CEC) of the Los Angeles Chapter, which shall consist of the following elected Officers:

- 9.1.1 President
- 9.1.2 Vice President of Administration
- 9.1.3 Vice President of Operations
- 9.1.4 Treasurer
- 9.1.5 Secretary

The CEC will be composed of all elected Officers, Committee Chairpersons and Special Programs Coordinators.

Section 9.2 Eligibility and Criteria. A candidate for an elected office shall meet the following eligibility criteria:

- 9.2.1 The candidate must have an MBA degree;
- 9.2.2 The candidate must be a financial member of the Chapter of at least three months prior to the time of nomination; and
- 9.2.3 For all offices except for President, the candidate must either have held a previous leadership position at the Chapter level (preferably Chapter Officer or Chairperson of a committee with Chapter responsibility) or have a minimum of 5 years business experience in the private, government or educational sectors;
- 9.2.4 For the Presidential office, it is required that a candidate have served a previous chapter Officer term (either within the Los Angeles Chapter or another chapter within the National Association), and five years documented progressive management experience.

Section 9.3. Responsibilities and Duties of the Chapter Executive Committee. The purpose of the Chapter Executive Committee (CEC) shall be to manage the affairs of the Chapter. The members of the CEC shall consult together concerning any affairs, activities, needs, and problems of the Los Angeles Chapter. The CEC shall adopt programs that will promote the progress and welfare of the Los Angeles Chapter as a whole, including, without limitation, the providing of channels of communication between other chapters and the National Association. Specifically, the CEC shall:

- 9.3.1 Serve based on the provisions of the Los Angeles Chapter and National Association Bylaws.
- 9.3.2 Determine all questions of policy and shall administer the affairs of the Chapter under the Bylaws and the general provisions of the law under which the National Association and the Los Angeles Chapter are incorporated.
- 9.3.3 Be subject to the orders of the membership and none of its acts shall conflict with the decisions made by the vote of the general body, or the goals and objectives of the National Association.

- 9.3.4 Be the authorized representative of the Los Angeles Chapter between general membership meetings.
- 9.3.5 Be subject to a hearing, before an ad hoc Review Committee, if any standing committee Officer or Chapter Executive Committee member is accused of willfully violating Los Angeles Chapter Bylaws or policy, grossly neglecting his or her duty, or behaving in such a manner as to bring discredit to the Los Angeles Chapter. Any use of said authority shall be with a favorable simple majority vote of the entire CEC membership. If justified by its findings, the CEC shall proceed according to the provisions for discipline as indicated in the Los Angeles Chapter and National Association Bylaws.
- 9.3.6 Have the authority to enact provisions for accumulating and depositing funds collected for the Los Angeles Chapter and shall be responsible for setting up rules, regulations and policies for administering the financial affairs of the Los Angeles Chapter.
- 9.3.7 Have the authority to direct any Officer of the Los Angeles Chapter to perform such special duties as may be required for the benefit of the Los Angeles Chapter.
- 9.3.8
- 9.3.9 Not receive any salary for service.
- 9.3.10 Coordinate activities at all levels of the Los Angeles Chapter.

Section 9.4. Term of Chapter Executive Committee Members. The term of office for the Chapter Executive Committee (CEC) Officers, standing committee Chairs, and appointed positions will be two years and will commence the first day of January immediately following the election. All CEC Officers may serve up to but not exceeding two consecutive terms in the same position (also reference Section 4.8). There is no limit to the term of standing committee chair and other appointed positions.

Section 9.5 Fiscal Year. The fiscal year of the Los Angeles Chapter shall be a calendar year, which is from January 1<sup>st</sup> through December 31<sup>st</sup> of the same year.

## **ARTICLE X COMMITTEES**

Section 10.1. Committees and Chairperson. The Officers of the Corporation may, by resolution or affirmative notice adopted by a simple majority of the Officers then in office, create one or more committees, including an Executive Committee, to serve at the discretion of the Officers of the Corporation. The purpose for any committee is to perform the necessary work needed done by the Los Angeles Chapter or the CEC. All committees are formed by these Bylaws, the Chapter President, or the CEC to investigate, consider, report, or act on any matter necessary for the good and welfare of the Chapter. Any such committee, to the extent provided in the resolution of the Officers, shall have all the authority of the Officers, except that no committee, regardless of Officer's resolution, may:

- 10.1.1 Fill vacancies on the Advisory Board or in any committee, which has the authority of the Officers;
- 10.1.2 Create compensation for any person or entity without a written authorization derived from a majority vote of the Officers of the Corporation;
- 10.1.3 Amend or repeal Bylaws or adopt new Bylaws.
- 10.1.4 Amend or repeal any resolution of the Officers of the Corporation, which by its express terms are not so amendable or repeal able;

- 10.1.5 Appoint any other committees except for directly related sub-committees of current standing committees of the corporation;
- 10.1.6 Approve any transaction (1) between the Corporation and one or more of its Officers or, (2) between the Corporation or any person in which one or more of its Officers have a material financial interest, or;
- 10.1.7 Expend corporate funds to support a nominee for the Officer after more persons have been nominated than can be elected.

Section 10.2. Committee Chairperson's Responsibilities. All positions on standing and ad-hoc committees shall be held by members of the Los Angeles Chapter in Good Standing. If a Chairperson's membership status lapses, their status on committees lapse immediately, unless the Executive Officers approves a 30 day extension to allow for members to renew and regain good standing status. The responsibilities of a Standing Committee chairperson are as follows:

- 10.2.1 Soliciting at least two members in good standing to serve on the committee.
- 10.2.2 Preparing a committee budget and activities report for the Chapter Executive Committee Strategic Planning Session each year.
- 10.2.3 Scheduling at least three committee meetings per year and notifying the elected Officer to whom the committee reports of the meeting date in advance.
- 10.2.4 Updating the direct line elected Officer with written committee meeting minutes to document progress and submitting proposed correspondence draft to direct line Officer for approval before it is sent.
- 10.2.5 Preparing written committee reports for the monthly Chapter Executive Committee meetings.
- 10.2.6 Attend Chapter Executive Committee meeting regularly.
- 10.2.7 Notifying the Treasurer at least 5 days in advance of any expenditure for committee events.
- 10.2.8 Submitting all requests for committee reimbursements with the appropriate form, signatures, and original receipts.
- 10.2.9 Supplying articles to the Chapter newsletter on committee activities.
- 10.2.10 Preparing year-end list of accomplishments report.

Section 10.3. Standing Committees. The Officers by resolution adopted by a majority of the Officers then in office, may create the following standing committees. These standing committees shall not have the authority of the Officers unless all members serving on such standing committees are also members of the Officers of the Corporation. The Chairperson of each committee must be selected from the members in good standing of the Corporation.

10.3.1. Chapter Executive Committee: The Executive Committee will be comprised of the Officers of the Corporation, and the Chairpersons of all standing committees.

10.3.2. Membership Committee: The Membership Committee shall be responsible for recruiting new members, maintaining membership records and developing programs for recruitment drives. The Membership committee will accept, review and approve all membership activities.

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

- Recruit and retain new, renewing, and transfer members to the Chapter.
- ~~Create and update marketing brochures/posters to be used for recruiting members.~~

- Maintain the most current membership roster and member addresses. Pull a list of current roster of members in Good Standing (financial members) prior to all chapter events.
- Prepare and distribute membership information packages.
- Submit applications for membership to the National Office.
- Coordinate membership registration and monthly or program meetings.
- Track attendance at meetings and special events.
- Develop programs for recruitment drives and coordinate with other standing committees as applicable.
- Develop a proposed budget to support the committee initiatives and present the budget to the presiding Chapter Executive Committee Officer supporting the committee. CEC Officer and Committee Chairperson will bring forward the budget to the CEC for consideration and approval.
- Create strategic alliances with professionals, civic organizations, businesses and other minority professional organizations to increase membership awareness.

10.3.3. Communications Committee: The Communications Committee will have the primary responsibility over the Corporation's internal and external communications and promoting events. The Communications Committee will publish a quarterly newsletter and maintain the Corporation's website. Committee duties include, but are not limited to, the following:

- Create and distribute communication instruments to chapter membership for chapter programs, activities and events per chapter policy.
  - Communicate all upcoming events 21 – 28 days in advance and repeatedly as event date approaches.
  - Develop a proposed budget to support the committee initiatives and present the budget to the presiding Chapter Executive Committee Officer supporting the committee. CEC Officer and Committee Chairperson will bring forward the budget to the CEC for consideration and approval.
  - Contact newspapers, magazines, and other relevant periodicals to advertise meetings and other Chapter activities upon CEC request.
  - Seek opportunities to gain positive visibility for the Chapter.
  - Coordinate activities with other standing committees as applicable.
  - Maintain and upgrade Chapter website. Manage all aspects of chapter website and webmaster.

10.3.4. Corporate Partner Relations & Corporate Fund Development Committee: The Corporate Partners Relations and Corporate Fund Development Committee shall be responsible for the fundraising activities for the Corporation both locally and nationally. These activities include meeting the National Organization objectives for corporate fundraising and maintaining strong partnership with the local organizations. Committee duties include, but are not limited to, the following:

- Develop a plan for identifying and maintaining corporate partners for the Chapter.
- Create and update marketing brochures/fact sheets to be used for recruiting Corporate Partners.
- Develop a proposed budget to support the committee initiatives and present the budget to the presiding Chapter Executive Committee Officer supporting the committee. CEC Officer and Committee Chairperson will bring forward the budget to the CEC for consideration and approval.
- Recruit corporate partners to support the chapter and the National Organization.
- Assist Chapter President with enhancing the value of the chapter to partner organizations.
- Encourage corporate partners to attend and participate in events and programs.
- Maintain an updated database of key contact people for current and potential corporate partners.
- Maintain professional and positive relationships with members of the corporate community to ensure there is corporate awareness of the Chapter's activities.
- Sponsor the annual Corporate Partner reception.
- Develop an annual corporate partner report to summarize deliverables from the chapter that were supported by a corporate partner's sponsorship.
- Coordinate activities with other standing committees as applicable.

- Secure and provide event contracts, handle related logistics, provide program expense related reports to Treasurer.

10.3.5. Student Affairs and Scholarships Committee: The Education Committee shall have the responsibilities for administering the scholarship award process, provide information and advisement to prospective and current MBA students and promote educational excellence at all levels.

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

- Develop and enhance relationships with MBA education program partners
- Maintain communications with local graduate business schools and recruit student members.
- Sponsor activities that address the needs of the MBA student members.
- Update and distribute scholarship applications.
- Coordinate the scholarship selection process and awards reception.
- Conduct one student meeting in conjunction with the Program Committee each year.
- Develop a proposed budget to support the committee initiatives and present the budget to the presiding Chapter Executive Committee Officer supporting the committee. CEC Officer and Committee Chairperson will bring forward the budget to the CEC for consideration and approval.
- Develop and execute outreach events and programs to bring awareness to the value of an MBA
- Secure and provide event contracts, handle logistics, and provide program expense related reports to Treasurer
- 
- Manage, develop and execute chapter educational programs including, but not limited to MBA Fair, LOT Program, Scholarship Program and assist in executing chapter MBA Regional Student Case Competition and Graduate Student Conference Fund.
- Leaders of Tomorrow Program(LOT):
  - 10.3.5.1 Committee duties include, but are not limited to, the following:
  - 10.3.5.2 Recruit and retain students, mentors and corporate partners for the LOT program.
  - 10.3.5.3 Distribute LOT information packages.
  - 10.3.5.4 Track attendance at monthly LOT meetings and special events.
  - 10.3.5.5 Maintain the most current LOT student and mentoring participant roster.
  - 10.3.5.6 Develop “fun” activities for the LOT membership.
  - 10.3.5.7 Develop inter-organizational relations with other student mentoring programs.
  - 10.3.5.8 Develop a proposed budget to support the committee initiatives and present the budget to the presiding Chapter Executive Committee Officer supporting the committee. CEC Officer and Committee Chairperson will bring forward the budget to the CEC for consideration and approval.
  - 10.3.5.9 Coordinate a variety of activities, workshops, and events for LOT students that emphasize growth in the following areas:
    - Leadership
    - Academics
    - Professional Development
    - Community Service
    - Securing internships & scholarships
    - Goal setting and attainment

10.3.6. Programs Committee: The Programs committee shall develop and bring forth to the membership, information sessions in topics related to personal and professional development and topics not covered by other standing committees.

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

- Create, manage and execute programs to enhance the professional and personal development of chapter members and external supporters and non-members.
- Contact professional speakers to book engagements for their presentation, and handle speaker’s contract and related logistics.

- Plan and develop meaningful programs in a variety of formats including, but not limited to individual speakers, panel presentations, seminars, and workshops for the chapter, as well as programs in collaboration with other organizations, where deemed appropriate.
- Arrange the date, time, and location for the meetings.
- Develop a pipeline of meeting topics/presenters for the year.
- Collect guest fees at the meetings.
- Send out appreciation letters to all speakers and contributors after the meeting in coordination with the President.
- Seek underwriting for the meetings in conjunction with the Corporate Relations committee.

10.3.7. Economic Development Committee: The purpose of this committee is to utilize the skills and expertise of the National Organization to facilitate the growth and development of the Los Angeles African American community in the areas of business and economic development.

10.3.8. Social - Cultural Committee: The Social - Cultural Committee shall have the responsibility of planning social activities for the Corporation, with at least two of these activities designed to generate a return on investment.

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

- Create and execute social and cultural activities for chapter members to engage in.
- Secure and provide event contracts, handle logistics, provide program expense related reports to Treasurer.
- Seek opportunities to gain positive visibility for the Chapter.
- Coordinate activities with other standing committees as applicable.
- Develop marketing and public relation strategies to support and market our chapter social and cultural events and initiatives.
- Assess opportunities for involvement of the Los Angeles Chapter and individual members that increase visibility and strengthen ties in the community.
- Organize chapter participation in at least one significant community-related activity each year, (e.g., Christmas Party for underprivileged children, Habitat for Humanity or one commitment to volunteering opportunity in the community (ex. www.usaservice.org) or coordinate chapter sponsorship of at least one role-model, mentoring project per year, (e.g., "Leaders of Tomorrow," Junior Achievement, Adopt-a-School, etc.).
- Develop a proposed budget to support the committee initiatives and present the budget to the presiding Chapter Executive Committee Officer supporting the committee. CEC Officer and Committee Chairperson will bring forward the budget to the CEC for consideration and approval

10.3.9. Election Committee (Ad Hoc): The Election Committee shall manage the election process of the Chapter Elections which are conducted every two years in the odd-numbered years.

## Section 10.4 Committee Chairpersons – Summary

### Committee Chairpersons

- Communications Chair
- Corporate Fund Development Chair
- Economic Development Chair
- Student Relations and Scholarship Chair
- Membership Chair
- Programs Chair
- Social Cultural Chair
- Election Committee Chair (Ad Hoc)

### Special Programs

- Leaders of Tomorrow

## **ARTICLE XI OFFICERS**

Section 11.1. Officers. The Corporation shall have as Officers, a President, a Secretary, a Treasurer, a Vice President of Administration, and a Vice President of Operations. The Corporation may also have, at the discretion of the Officers, a Chairperson of the Board, other vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 8.3 of this Article VIII. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairperson of the Board.

Section 11.2. Dual Capacity and Separation of Duties. A Chapter Executive Committee (CEC) Officer may not serve in a dual capacity, which is as a CEC Officer and as a Director of the National Association, or as an Officer of the National Association.

Section 11.3. Fiduciary Officer Conflict of Interest. In no event shall there be spousal or domestic partner relationships between CEC Officers in a term -- if both have fiduciary responsibilities.

Section 11.4. Election and Term of Officers. Each member in good standing entitled to vote may cast one vote on each matter submitted to a vote of the members. Voting may be by electronic ballot or by written ballot. Any person who has been a member of the Corporation at least three months may serve as an Officer of the Corporation, except for the office of President. The Officers of the Corporation, except those appointed in accordance with the provisions of Section 11.5 of this Article XI, shall be chosen by the members, and each shall serve subject to the rights, if any, of an Officer of the Corporation. Unless otherwise determined by a change to the Bylaws, the Officers shall serve for two year terms, beginning January 1 and ending December 31 of the following year, however, no Officers will be relieved of the duties of their office until their successors have been duly elected or appointed, and have accepted the oath of office. Continuous service in the same office shall be limited to two terms.

Section 11.5. Subordinate Officers. The Officers may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Officers of the Corporation.

Section 11.6. Removal of Officers or Chairpersons. Subject to the rights, if any, of an Officer or Chairperson of the corporation, any Officer or Chairperson may be removed, with cause by the Chapter Executive Committee. An Officer or Chairperson may be recalled by a simple majority vote of the Executive Committee of the Corporation at a regular meeting or at a special meeting for which the notice thereof shall specify such purpose, and, a Majority Vote of the responding voting members in a Special Recall Election. The Officer whose removal is sought shall be mailed written notification 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 and/or resign prior to action being taken. Upon removal of an Officer, the vacancy shall be filled as provided in Section 11.6 of these Bylaws. Upon removal of a Chairperson, the vacancy shall be filled as provided in Section 10.1 of these Bylaws. The process for removal of an Officer or Chairperson from office is:

11.6.1 The Chapter Executive Committee (Officers) (CEC) shall be the only entity empowered to remove any Officer or standing committee chairperson from office for cause. Said removal shall be done only at a special meeting called for that purpose. Chapter Officers can be removed from office by a majority vote of Officers.

11.6.2 A written notice for a special meeting to remove any Officer or standing committee chairperson from office for cause shall be mailed or emailed to all CEC members no less than fifteen (15) days before said meeting is held.

- 11.6.3 Any member whose removal from office is sought shall be mailed or emailed written notification no less than thirty (20) business days prior to said meeting for removal.
- 11.6.4 Any members whose removal is sought shall have the right to be heard and/or resign prior to any action taken at this meeting.
- 11.6.5 To remove any Officer or standing committee chairperson from office for cause, the CEC must receive approval to vacate that office from a majority of the CEC membership present at the special meeting called for said removal.
- 11.6.6
- 11.6.7 A CEC Officer or standing committee Chairperson may resign their position for any reason and declare that position or office vacant by written notification sent to the Vice President of Administration and Secretary. Such written notification shall be signed and have the date the position or office is to be declared vacant.
- 11.6.8 Immediately upon removal or resignation of a position held, that office or position vacancy shall be filled according to the Los Angeles Chapter Bylaws.
- 11.6.9 In the case where an Officer does not fulfill his/her term, the appointed Officer replacing said Officer shall continue through the end of the term.
- 11.6.10 Upon the removal of an Officer, any and all possessions belonging to the Los Angeles Chapter shall be returned immediately.
- 11.6.11 Terminated Officers will not be eligible for membership on the Chapter Executive Committee in a new term. If an Officer, whose removal is sought, decides to resign prior to action taken, then the terminated Officer will not be eligible for membership on the CEC in a new term.
- 11.6.12 If an Officer resigns and desires to re-engage on the CEC, the current CEC will review the resignee's request for reconsideration and determine if they can proceed.
- 11.6.13 If an Officer has resigned or been removed, the Chapter President will inform the National Association of the resignation or removal and inform them of the replacement Officer once one has been identified.

Section 11.7. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

Section 11.8. Vacancies and Succession in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President, and shall remain in office for 60 days, or until the next Regular Chapter Elections, whichever comes first.

- 11.8.1 A vacancy occurring in any CEC position can only be declared by the CEC and shall be given to the Los Angeles Chapter membership at the next general membership meeting following such declaration or via email distribution to members in good standing.
- 11.8.2 Any vacancy in the office of Chapter President shall be filled in the order of succession as follows:
- First: The Vice President of Administrative shall assume the office of President.
  - Second: The Vice President of Operations shall assume the office of Vice President of Administration
  - Third: The CEC shall appoint someone to hold the office of Vice President of Operations until a vacancy election is held.

- 11.8.3 In the event vacancies occur simultaneously in the office of President and the two Vice Presidencies, the treasurer or secretary shall assume the office of President. The CEC will hold a special meeting to appoint someone to hold the offices of Vice Presidents of Administration and Operations until vacancy elections are held.
- 11.8.4 Vacancies filled under paragraph "a" and "b" above, before 1 September, shall be filled for the unexpired term of the office holder by the CEC within 60 days of said vacancy.
- 11.8.5 Vacancies filled under paragraph "a" and "b" above, on or after 1 September, shall be filled immediately by the newly elected office holder following the September meeting. Said Officer will hold their office for the unexpired term of the office holder they are replacing as well as for the term of office they were elected.
- 11.8.6 In the event of vacancies in any CEC and there is no successor eligible for an open office based on the chapter criteria (with the exception of the Chapter President role), the CEC can identify potential candidates from the general membership and bring forward those candidates for a voting consideration by the membership. If this approach yields no candidates to fill the open office, the CEC can vote to extend current or past Officers (inclusive of the Chapter President) to the respective role (even if the Officer has served more than two terms). Approval of the extension will be brought forward to the general membership for final vote.

Section 11.9. Responsibilities of Officers. Each Officer shall have the responsibilities described in this Section 9.8 and shall work with a designated committee(s) in a liaison role to ensure operation in accordance with the Corporation's policies and Bylaws, the National Organization's Bylaws and the strategic plan.

11.9.1. President. The President shall be the chief executive Officer of the Corporation, shall preside at all meetings of the corporation, and shall be an ex-officio member of all committees with the exception of the Election Committee. The President is charged with the overall administration of the Corporation and charged with maintaining positive image of the Corporation. Subject to the majority vote of the Board, the President shall appoint the Chairperson(s) of all the standing and special committees.

#### Job Description - President

- Provide leadership and direction for the chapter;
- Chair Chapter Executive Committee meetings;
- Presiding at all General Membership meetings, CEC meetings, and Special Call meetings;
- Acting as official spokesperson for the Los Angeles Chapter and is charged with the overall administration of the Corporation and charged with maintaining a positive image of the Corporation
- Lead in the development of a local agenda and focus;
- Actively recruit members and their participation in chapter operations, program development and other related activities;
- Leading the chapter toward business and service excellence for our membership and partners;
- Leading the chapter in the development and maintenance of its strategic and operational plan;
- Ensuring that the CEC and membership is advised of initiatives, responsibilities, and/or deliverables as communicated from the National Association;
- Acting in a timely, collaborative, and responsive manner to the membership, CEC Officers, and partners;
- Represent the chapter at all internal and external functions, both locally and nationally;
- Corporate Fund Development, Grant Writing and Fundraising;
- Network with Corporate Partners and represent the chapter at community based activities;
- Serve as an ex-officio member of all committees, except the Elections Committee;
- Exercise general supervision of all the affairs of the chapter and shall see to the enforcement of the rules and regulation of the association and chapter;
- Ensure that the chapter meets all national reporting requirements and all Chapter Funding policies.
- In collaboration with the Secretary, preparing and distributing agendas for all Executive Committee meetings in advance and preparing general membership and special call meeting agendas upon request;
- The President is required to attend the majority of monthly Executive Committee and General meetings;

- Representing the Los Angeles Chapter before the National Office of this organization;
- Appointing replacement Officers or committee Chairperson for those who are removed or resign from office, with the concurrence of a simple majority vote of the CEC;
- Calling special meetings;
- Creating ad-hoc committees for specific goals or missions;
- Casting a deciding vote in the event of a tie at Executive, General, or Special Called meetings;
- Signing check authorization requests before Treasurer releases funds.

11.9.2. Vice President - Administration. The Vice President - Administration shall be responsible for overseeing the implementation of the rules and Bylaws of the Corporation. The Vice President of Administration shall oversee the process of scheduling monthly meetings, securing meeting locations and mailing notices. The Vice President of Administration shall assist the President in the overall administration of the Corporation and, in the absence of the President, preside at the appropriate meetings. The Vice President of Administration will also assist the Vice President of Operations in training and development of the Executive Committee and other directed involvement with committee chairs and their liaison Officers.

#### Job Description – Vice President Administration

- Preside at meetings in absence of the President;
- Attend National, Regional and local meetings and events in the absence of the President,;
- Seek opportunities where the Los Angeles Chapter and its members can benefit from or assist students and/or community agencies;
- Assume the office of President if the president cannot complete his or her term and appointing any temporary CEC Officer replacements necessary pending CEC approval of majority vote until vacancy elections can be held as outlined in Article XI Section 11.8 of the Los Angeles Chapter Bylaws;
- Oversee implementation and revision of the Bylaws;
- Administration of Los Angeles Chapter rules, policies, and procedures;
- Complete special projects as delegated by the President or the CEC;
- Signing check authorization requests in the absence of the President before the Treasurer releases funds;
- Ensuring the effective operation and Ex-officio member of the Corporate Relations, Student Affairs and Scholarship, Communications, Economic Development committees and Leaders of Tomorrow Program or those committees assigned at the discretion of the President. Ensure the output of these committees is targeted towards achieving chapter strategic objectives;
- Responsible for the overall coordination of the chairpersons of the subordinate committees of the position;
- In the absence of a reporting committee Chair, prepare those committee reports in lieu of the committee Chair;
- The VP - Administration is required to attend the majority of monthly Executive Committee and General meetings;
- Ensure that reporting committees adhere to established chapter policies and Bylaws;
- Assist chapter President in developing chapter operating budget.

11.9.3. Vice President - Operations. The Vice President - Operations shall be responsible for the continuous development of long range strategy and business plans, serve in those functions prescribed by the President for the effective operation of the Corporation, support the Corporation through directed involvement with committee Chairs, and act as a liaison with external organizations on coordinated efforts.

#### Job Description – VP Operations

- Preside at meetings in absence of the President and Vice-President of Administration.
- Attend National, Regional and local meetings and events in the absence of the President and VP-Administration,;
- 
- Seek opportunities where the Los Angeles Chapter and its members can benefit from or assist companies.
- Ensure the effective operation and Ex-officio member of the Membership, Programs and Social-Cultural committees or those committees assigned at the discretion of the President. Ensure the output of these committees is targeted towards achieving chapter strategic objectives;

- Complete special projects as delegated by the President or the CEC.
- Sign check authorization requests in the absence of the president or VP of Administration before Treasurer releases funds.
- Responsible for the overall coordination of the chairpersons of the subordinate committees of the position;
- The VP-Operations is required to attend the majority of monthly Executive Committee and General meetings;
- Preside at the appropriate meetings in the absence of the President and Vice President-Administration.

11.9.4. Secretary. The Secretary shall conduct the official correspondence of the organization, keep a record of all the proceedings of the meetings of the membership and of the Executive Committee and maintain all other records pertaining to the organization. The Secretary shall receive all resignations and report them to the Executive Committee. The Secretary, at the request of the President shall be responsible for managing the post office box, regular distribution of the mail, not less than once per month; updating the Corporation's database monthly; manage and control the monthly CEC meeting notice mailing; and develop and maintain the membership annual chapter advisory for distribution no later than September 30<sup>th</sup> of each year.

#### Job Description – Secretary

- In the absence of the President and both Vice Presidents, the Secretary shall preside at the appropriate meetings.
- Recording the proceedings of all General Membership (as applicable), CEC, and Special Call meetings.
- Distribute copies of the CEC meetings minutes to its members prior to the next CEC meeting for review.
- Maintaining an accurate record of all attendance at CEC meetings.
- Safe guard legal documents, reports, and minutes.
- Make minutes readily available for review by any member in Good Standing.
- Relinquishing records to successor or President when office ends.
- Serve as member of at least one chapter committee.
- Obtain and maintain an electronic storage/access vehicle for chapter documents and collateral.
- Record and document activities related to running the organization, such as recording minutes of meetings, distributing minutes to attendees, board members and committee members;
- Correspondence with external parties, such as other chapters, or corporations at the request of the Officers;
- Keep historical record of what transpires at the meetings;
- Keep historical documents, such as by-laws, communications with the National Chapter, legal filings, etc.;
- The Secretary is required to attend the majority of monthly Executive Committee and General meetings;
- Respond to written communications received by the chapter under the direction of the President.

11.9.5. Treasurer. The Treasurer shall keep the financial records of the Corporation and pay all expenses approved by the President or Board of Advisors. The Treasurer shall provide a report of the Corporation's financial position at each monthly Executive Committee meeting and provide an annual financial statement to the Corporation at the end of the fiscal year. The Treasurer shall be an ex-officio member of the Corporate Fund Development Committee and shall arrange for signatures and transfer of funds in the names of incoming Officers. The Chief Financial Officer shall perform such duties as generally pertain to that office and as described in the Accounting and Operation Procedure Guide.

#### Job Description – Treasurer (see Chapter Financial Policies)

- The Treasurer shall have general supervision of the financial affairs of the Chapter, and shall have power to disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities;
- Perform all duties incident to that office and such other duties as may be assigned to that office by the President or Executive Committee;
- The Treasurer may sign any check, draft or other order of the Chapter for the payment of money;
- Provide reports to the Chapter Executive Committee on a monthly and annual basis;
- A copy of all reports by the Treasurer, when adopted by the Executive Committee, shall be forwarded to the National Office.
- Provide for custody and safekeeping of all securities of the Chapter;
- Maintain all financial records of the Chapter;
- Prepare and submit to the Executive Committee annually an operating budget for the ensuing year in collaboration with the Chapter Executive Committee members,;
- Fulfill annually the required State and Federal filing requirements;
- The Treasurer is required to attend the majority of monthly Executive Committee and General meetings;
- The Treasurer (or Officer designee) shall be at all functions where funds are collected and/or disbursed.
- Preside at meetings in the absence of the President and the Vice-Presidents of Administration and Operations, and the Secretary.
- Maintain current and accurate records of the financial position of the Chapter by recording, classifying and summarizing all monetary transactions.
- Prepare detailed, written financial records and reports for all Los Angeles Chapter accounts to be presented at each CEC meeting.
- Submit all financial reports required by the National Association which include but are not limited to, quarterly and year-end reporting, after reviewing the reports with the Los Angeles Chapter President and any other person designated by the President or CEC.
- Update 501(c)(3) status, with the assistance of the President and submitting financial reports as needed by legal or governmental agencies.
- Prepare the initial budget each year, with the President's assistance to present for discussion at the CEC strategy session and maintain records to track actual spending versus budget.
- Safeguard Los Angeles Chapter funds through the proper receipt and disbursement of funds in accordance with these Bylaws.
- Serving as an ex-officio member of the Corporate Partnership Committee.

#### Section 11.10 Elected Officers and Committee Chairpersons - Summary

##### Elected Officers

President

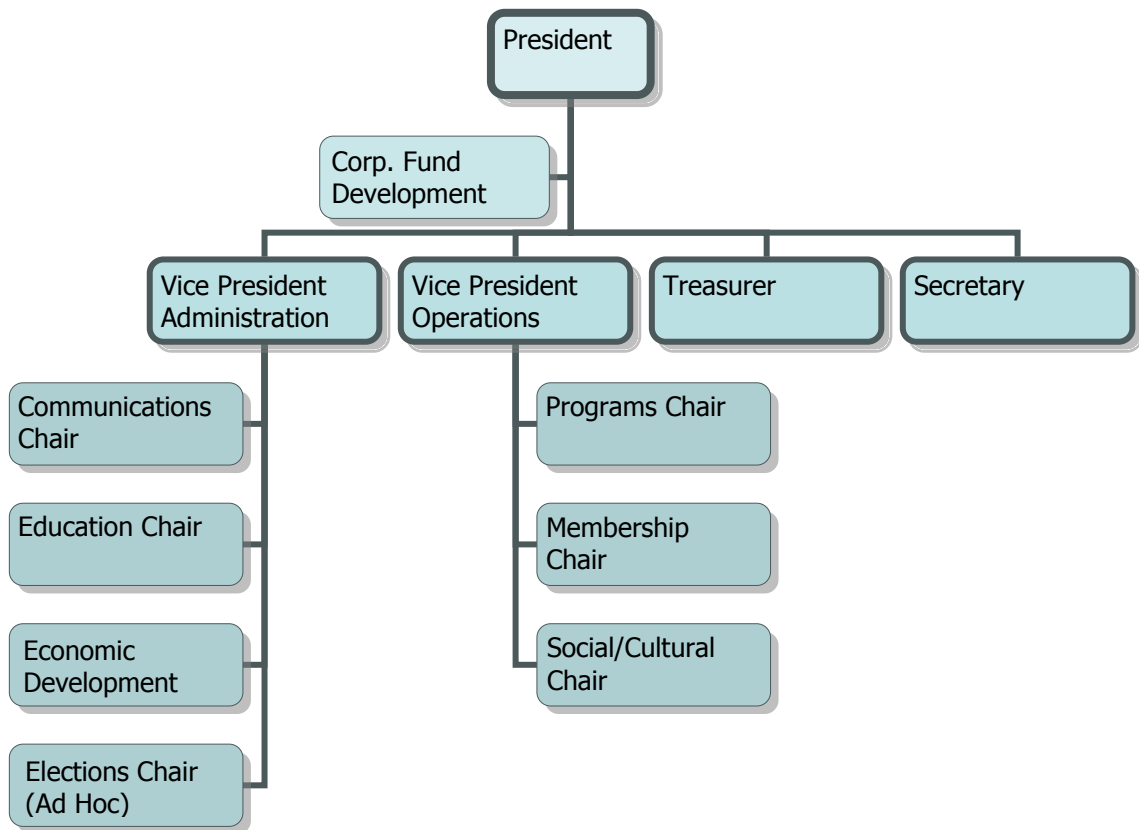
Vice President Administration

Vice President Operations

Treasurer

Secretary

**ARTICLE XII  
ORGANIZATIONAL CHART  
LOS ANGELES CHAPTER  
National Black MBA Association**



Section 12.1. Assignment of Reporting Relationships. The President of the Corporation has the discretion to assign the reporting relationships between the Officers as listed in section 11.10 and specific Chairpersons/Committees as identified in Section 10.4. There shall be a Chapter Executive Committee (CEC) which shall consist of the following elected members with financial voting rights:

- a. President
- b. Vice President of Administration
- c. Vice President of Operations
- d. Treasurer
- f. Secretary

The CEC will be composed of all elected Officers. In addition, upon acceptance of the CEC, The CEC can determine additional Officer roles, as needed, to fulfill the chapter responsibilities.

## **ARTICLE XIII CONDUCT AND BEHAVIOR**

### Section 13.1 Grounds for a Complaint.

- 13.1.1 Any member may be disciplined according to the procedures herein for actions that discredit the Los Angeles Chapter, violate the Los Angeles Chapter or the National Association Bylaws, or are otherwise not in the best interest of the chapter.
- 13.1.2 An action that forms the basis of a complaint or charge against a member may only be brought against the member if said action occurred within a one-year period of filing a written complaint with the Los Angeles Chapter Executive Committee, or unless otherwise specified in these Bylaws.
- 13.1.3 Only while a person is a member of the chapter and within one year of the written complaint to the Los Angeles Chapter Executive Committee may grounds for action occur.

### Section 13.2 Complaint.

- 13.2.1 Complaints must be in writing and have a signed and dated signature of the person making the complaint.
- 13.2.2 Complaints must set forth the particulars of any alleged actions—that is dates, times, activities, witnesses and other pertinent information.
- 13.2.3 All complaints filed by a complainant shall be initiated through the Los Angeles Chapter Executive Committee.
- 13.2.4 No complaint shall be considered unless sent to the Los Angeles Chapter Executive Committee.
- 13.2.5 If the complaint is regarding the Chapter or Chapter Board, the member also reserves the right to file their complaint with the National Office for further review.

### Section 13.3 Initial Review

- 13.3.1 All alleged actions referred to the Los Angeles Chapter Executive Committee shall go to an Ad Hoc Review Committee.
- 13.3.2 The Review Committee shall consist of three (3) members of the Los Angeles Chapter in good standing and will be appointed by a (3/4) three fourths vote of the Los Angeles Chapter Executive Committee.
- 13.3.3 members of this Review Committee shall not, in any way, have connections with the actions under consideration.
- 13.3.4 This Review Committee shall determine whether probable cause exists for alleged actions to merit discipline. In determining whether probable cause exists, the Review Committee may consider, among other things, whether the respondent has taken or agrees to corrective measures.
- 13.3.5 If probable cause is not found the Review Committee shall dismiss the complaint and notify the complainant, respondent and Los Angeles Chapter Executive Committee in writing.
- 13.3.6 If probable cause is found, then the Review Committee will try to resolve the matter if possible. If the Review Committee does not otherwise resolve the complaint, the Review Committee shall refer this complaint to the Los Angeles Chapter Executive Committee in the form of a written report of the Review Committee's findings.

## **ARTICLE XIV ELECTIONS**

Section 14.1. Elections shall be held by written or electronic ballot at and about the July general monthly member meeting during an election year. The location and date of the meeting must be determined and communicated at least one month in advance.

Section 14.2 Nominations. An Ad hoc Nominating Committee shall be formed no later than April of an Election year. The committee shall have a maximum of six members. Any chapter member in good standing who is not running for elected office in that year is eligible to be considered as a potential committee member.

The Nominating Committee will receive open nominations from the May general meeting until three weeks prior to the July meeting. The Nominating Committee, in collaboration with the Membership Chairperson will verify eligibility of the nominees received and notify those nominees of their eligibility. The Committee will contact nominees to confirm their interest before listing their names on the written slate.

The Chapter will be provided a written slate of nominees at least one month prior to the Election.

Section 14.3 Candidate Qualifications. Each candidate shall have to meet the following qualifications in order to be placed on the ballot for a Chapter Officer position:

14.3.1 Candidates must meet the Officer eligibility criteria as defined in Article IX, Section 9.2, and,

14.3.2 Candidates must meet at least one of the following criteria:

- The candidate is a "current" member of at least one standing committee to demonstrate proven commitment to the operations of the organization. "Current" membership can be defined and verified by the Committee Chair.
- Have attended at least two meetings, programs, or events within the last year.

14.3.3 Qualified candidates may nominate themselves or other members in good standing for consideration by letter, email or fax.

14.3.4 All candidates should present a resume and mini-biography to the Nominating Committee outlining their background and experience. This mini-biography will be shared with the Chapter members in good standing prior to the vote. All candidates will be required to make a brief speech outlining their qualifications for the position.

Section 14.4 Voting Rights. Each person voting must be a member in good standing as of June 30<sup>th</sup> of the current year. Absentee ballots will be provided at least one month prior to the scheduled election. Those ballots received in the P.O. Box at least one (1) day prior to the election meeting shall be considered valid.

Section 14.5 Tabulation. The VP - Administration, or such other person as the Chapter Executive Committee shall designate, shall be responsible for conducting the election. The ballots shall be counted by a minimum of three (3) members of the Nominating Committee. The nominee with the highest number of votes cast shall fill that particular position.

- If a tie vote makes it impossible to determine which of two or more candidates have been elected, the Nominating Committee shall notify the Executive Committee. The Committee may either call a runoff election or determine the winner or winners by lot. If the decision is to determine the winner or winners by lot, the Nominating Committee will set a time and place to determine the tie by lot and shall notify the candidates who received the tie votes to appear in person or by representative at the designated time and place. The winner will then be announced along with the rest of the elected Officers.

Section 14.6 Announcement of Elected Officers. The Nominating Committee will then notify the CEC and Chapter membership of the final results within 30 days of the election. Each elected and non-elected Officer will be contacted by phone, email, or in-person within a reasonable and timely manner before the results are released to the general membership.

Section 14.7 Storing of Ballots. Once the newly elected Officers are verified, the Nominating Committee shall hand over the ballots in a sealed envelope to the Secretary for storage and maintaining for a minimum of 24 months, but no more than 48 months in accordance with chapter records retention policies.

## **ARTICLE XV TRANSACTIONS BETWEEN CORPORATION AND OFFICERS OR OFFICERS**

Section 15.1. Contracts with Advisors and Officers.

15.1.1. The Corporation shall not be a party to any contract or transaction for products or services:

15.1.1.1 In which one or more of its Advisors or Officers has a material financial interest, or;

15.1.1.2 With any corporation, firm, association, or other entity in which one or more Advisors or Officers has a material financial interest, or,

15.1.1.3 With any corporation, firm, association, or other entity (other than a California nonprofit public benefit corporation) in which one or more of its Officers is a member; unless:

15.1.1.3.1. The material facts concerning the contract or transaction and such Advisor's or Officer's financial interest of common membership are fully disclosed in good faith and are noted in the minutes;

15.1.1.3.2. Prior to authorizing or approving the contract or transaction, the board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable investigation under the circumstances or that the contract or transaction implements a charitable program of the Corporation and that the Corporation pays no more than Fair Market Value for said product or service;

15.1.1.3.3. The Corporation enters into the contract or transaction for its own benefit;

15.1.1.3.4. The contract or transaction is fair and reasonable (Fair Market Value) to this Corporation or implements a charitable program of the Corporation at the time the contract or transaction is entered into, and;

15.1.1.3.5. Such contract or transaction is authorized or approved in good faith by a majority of disinterested Officers at the meeting with any interested Officers abstaining from voting, provided that that majority has decision making authority.

15.1.2. An Advisor or Officer of this Corporation shall not be deemed to have a "material financial interest" in a contract or transaction that implements a charitable program of this Corporation solely because such a contract or transaction results in a benefit to a Advisor or Officer or their families by virtue of their membership in the class of persons intended to be benefited by the charitable program of this Corporation.

Section 15.2. Loans to Advisors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Advisor or Officer, however, the Corporation may advance money to a Advisor or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance

of duties of such Advisor or Officer, provided that in the absence of such advance, such Advisor or Officer would be entitled to be reimbursed for such expenses by the Corporation. Advanced monies must be substantiated with legitimate receipts for chapter related expenses and provided to the Treasurer.

Section 15.3. Interlocking Advisors. No contract or other transaction between the Corporation and any California nonprofit public benefit corporation of which one or more Officers are leaders is either void or void able because such Officer(s) are present at a meeting of the Officers that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to such Officer's other leadership are fully disclosed to the other Officers, and the Officers authorizes, approves, or ratifies the contract or transaction in good faith by a vote of disinterested Officers at the meeting, or if the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

Section 15.4. Duty of Loyalty; Construction with Article XV. Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Advisor and Officer owes to the Corporation. Furthermore, nothing in this Article shall be construed to override or amend the provisions of Article XII. All conflicts between the two articles shall be resolved in favor of Article XII.

## **ARTICLE XVI INDEMNIFICATION OF ADVISORS, OFFICERS, EMPLOYEES AND AGENTS**

Section 16.1. Definitions. For purpose of this Article,

16.1.1. "Agent" means any person who is or was a Advisor, Officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Advisor, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Advisor, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

16.1.2. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

16.1.3. "Expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his position or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article XIV.

Section 16.2. Successful Defense by Agent. To the extent that an Agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article XII, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 12.3 through Section 12.5 shall determine whether the Agent is entitled to indemnification.

Section 16.3. Actions Brought by Persons Other than the Corporation. Subject to the required findings to be made pursuant to Section 12.5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an Agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

- Notwithstanding the foregoing, no indemnification shall be permitted under this Section 16.3 for any action brought by, or on behalf of this Corporation, or by an Officer, Advisor or person granted relater status by the Attorney General, or by the Attorney General on the ground that the defendant Officer was or is engaging in self-dealing within the meaning of Section 5233 of the California Nonprofit Corporation Law, or by the Attorney General or a person granted relater status by the Attorney General for any breach of duty relating to assets held in charitable trust.

#### Section 16.4. Action Brought by or on Behalf of the Corporation.

16.4.1. Claims Settled Out of Court. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses reasonably incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

16.4.2. Claims and Suits Awarded Against Agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met.

16.4.2.1 The determination of good faith conduct required in Article XIII, must be made in the manner provided for in that Section; and;

16.4.2.2 Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### Section 16.5. Determination of Agent's Good Faith Conduct. The indemnification granted to an Agent in Section 16.3 and Section 63.4 above is conditioned on the following:

16.5.1. Required Standard of Conduct. The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

16.5.2. Manner of Determination of Good Faith Conduct. The determination that the Agent did act in a manner complying with Section 16.5.1 above shall be made by:

16.5.2.1 The Officers by a majority vote of a quorum consisting of Officers who are not parties to the proceeding; or

16.5.2.2 The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by this Corporation.

#### Section 16.6. Limitations. No indemnification or advance shall be made under this Article XII, except as provided in Sections 16.2 or 16.4.2, in any circumstances when it appears:

16.6.1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

16.6.2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 16.7. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article XII. Valid supporting documentation /receipts for all advanced monies must be submitted to the Treasurer of the Corporation.

Section 16.8. Contractual Rights of Non-Advisors and Non-Officers. Nothing contained in this Article XII shall affect any right to indemnification to which persons other than Officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 16.9. Insurance. The Officers may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation, as defined in this Article XII, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not this Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article XVI.

## **ARTICLE XVII CORPORATE RECORDS, REPORTS AND SEAL**

Section 17.1. Minute Book - Maintenance and Inspection. The Corporation shall keep a minute book in written form at its principal office which shall contain a record of all actions by the Officers including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the Officers or the executive committee thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from Officers' actions.

Section 17.2. Books and Records of Account - Maintenance and Inspection. The Corporation shall keep adequate and correct books and records of account to be kept at its principal office. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 17.3. Articles of Incorporation and Bylaws - Maintenance and Inspection. The Corporation shall keep at its principal office, the original or a copy of its Articles of Incorporation and Bylaws as amended to date. A full version of the current By-Laws will be available to all members on the Los Angeles Chapter website. Los Angeles Chapter Bylaws may be revised as needed by per Section 20.1, but must be reviewed regularly for possible revisions, not to exceed every four years. Revisions to By-laws will be reviewed with legal counsel, as needed.

Section 17.4. Annual Report; Statement of Certain Transactions. The Officer(s) shall cause an annual report to be sent to each Officer within one hundred and twenty (120) days after the close of the Corporation's fiscal year containing the following information:

17.4.1. The assets and liabilities of the Corporation as of the end of the fiscal year;

17.4.2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;

17.4.3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

17.4.4. The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;

17.4.5. A statement of any transaction (1) to which the Corporation, its parent, or its subsidiary was a party, (2) which involved more than \$50,000 or which were one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (3) in which either of the following interested persons had a direct or indirect material financial interest (a mere common leadership role is not a financial interest):

17.4.5.1 Any Advisor or Officer of the Corporation, its parent, or its subsidiary;

17.4.5.2 Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (1) a brief description of the transaction; (2) the names of interested persons involved; (3) their relationship to the Corporation; (4) the nature of their interest in the transaction, and; (5) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

17.4.6. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Advisor of the Corporation under Article XII of these Bylaws.

Section 17.5 Audit. The financial records of the Los Angeles Chapter shall be audited by a certified public accountant within sixty (90) days of the end of each fiscal year. The results of such audit shall be available for the inspection by any member in good standing of the chapter.

17.5.1 All audited records are archived and maintained by the Treasurer in the manner approved by the Los Angeles Chapter Executive Committee.

Section 17.6. Officers' Rights of Inspection. Every Officer shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Officer's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 17.7. Corporate Seal. The Officers may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **ARTICLE XVIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 18.1. Execution of Instruments. The Officers, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable momentarily for any purpose or in any amount.

Section 18.2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Officers, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 18.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Officers may select.

Section 18.4. Gifts. The Officers may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Section 18.5. Expense Report System. An expense Report is initiated for the purpose of reimbursing the expense incurred by Officers, Los Angeles Chapter Executive Committee members, committees, and individual members in the performance of their duties or in service to the Los Angeles Chapter according to the adopted budget.

Section 18.5.1. All Expense Reports will be turned in with the original receipts attached, except in the case of mileage, to the Treasurer or other designee for verification. Mileage will be reimbursed based upon a log of mileage documented for chapter related business. Said Expense Reports are presented to the Los Angeles Chapter Treasurer and based upon an existing approval by the Officers, the Treasurer will be authorized to make necessary reimbursements no later than fifteen (15) days after verification and approval.

## **ARTICLE XIX CONSTRUCTION AND DEFINITIONS**

Section 19.1. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, and the term "person" includes both the Corporation and a natural person.

## **ARTICLE XX AMENDMENTS**

Section 20.1. Amendment by Officers. By majority vote, the Officers may adopt, amend or repeal Bylaws. Such power is subject to the following limitations:

20.1.1. The Officers may not amend Bylaw provisions fixing the authorized number of Officers or establishing procedures for the nomination or appointment of Officers other than by a majority vote of all Officers. Amendments will remain in effect for up to two years or whenever the Bylaws are revised, whichever comes first.

Section 20.2. Effective Date of Amendments. This Section may be amended only by a majority vote of all Officers, and placed into CEC Meeting Minutes. Amendments shall be effective on the date approved by the Los Angeles Chapter Executive Committee or on the date specified in the amendment.

20.2.1. A copy of any CEC Meeting Minutes containing Bylaw Amendments must be attached to the official copy of the Bylaws and kept by the Secretary of the Chapter per Article XVII.

Section 20.3 Publication of Amendments. Notice of adopted changes in the 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.

**ARTICLE XXI  
OATH OF OFFICE**

The following Oath of Office will be recited by the incoming Officers individually during the first Chapter Executive Committee meeting for their term. The Oath will be facilitated by the Secretary. After all Officers have taken their Oaths, the incoming President shall facilitate the Oath for the Secretary position.

For each Officer, an Oath document will be created with the following language as follows:

"I, \_\_\_\_\_ do solemnly affirm that I will support the mission of the Los Angeles Chapter of the National Black MBA Association and uphold the Bylaws of the Los Angeles Chapter and faithfully perform the duties of the position of \_\_\_\_\_ of the Chapter Executive Committee for the *(specify which term)* term to the best of my knowledge, skill, and ability. I will fulfill my role with high integrity, an open mind to ideas, and with a commitment to help execute the National and Chapter goals effectively."

\_\_\_\_\_  
Signature

Subscribed and affirmed to before me this *xxth* day of *(month)*, 20*xx*.

Officer administering affirmation: \_\_\_\_\_

xxxx

Title: xxxxx

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Officers of the Corporation.

Dated:

\_\_\_\_\_  
(Print Name), Secretary

\_\_\_\_\_  
(Print Name), Vice President Administration

\_\_\_\_\_  
(Print Name), President

Seal: