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BY-LAWS

National Black MBA Association, Inc.

Cleveland Northeast Ohio Chapter

Revision History:

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**NATIONAL BLACK MBA ASSOCIATION, INC.
CLEVELAND NORTHEAST OHIO CHAPTER
BY-LAWS**

PREAMBLE

The National Black MBA Association, Inc. does hereby dedicate itself to increasing the number as well as the diversity of successful African Americans in the business community. The National Black MBA Association, Inc. Cleveland Northeast Ohio Chapter hereby sets forth these rules and regulations.

ARTICLE I – CORPORATION

Section 1.1 Name

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 Cleveland Northeast Ohio Chapter which is a not-for-profit corporation organized under the laws of the State of Ohio and whose national headquarters are located in Chicago, Illinois. The purpose of the chapter is to build the intellectual and economic development of the Black community. It has been structured to:

- Establish

The Cleveland Northeast Ohio Chapter shall be so named as designated and assigned by the Board of Directors of the National Association. Any Chapter designation name change must be submitted with a detailed proposal outlining specific need criteria to the National Headquarters Office for consideration and submission to the National Board for ratification.

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 Board of the Cleveland Northeast Ohio Chapter.

Section 1.3 Scope of By-laws

The By-laws shall provide for the management and governance of the Chapter subject to the Certificate of Incorporation and construed in accordance with applicable law. The Cleveland Northeast Ohio Chapter By-laws will be maintained and updated as needed for the best interest of the chapter and to compliment the direction of the National Association.

Section 1.4 Definitions

- Association: refers to the National Office of the National Black MBA Association, Inc.;
- Advisory Board: refers to the body that will advise the Cleveland Northeast Ohio Chapter to support the chapter goals.
- Chapter Executive Board (CEB): refers to the governing body of the Cleveland Northeast Ohio Chapter as defined in Article IV; and includes the Immediate Past President;
- Elected Officers: refers to the elected officers of the Cleveland Northeast Ohio Chapter as defined in Article IV, Section 4.12. 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 II, Section 2.3.
- National Board: refers to the governing body of the National Association.

Section 1.5 Mission Statement

By the year 2012 The National Black MBA Association will be the premier business organization serving Black professionals.

Section 1.6 Affiliation and Networking

The Cleveland Northeast Ohio Chapter will develop and provide means for its members to affiliate, socialize, and network within this organization and community while growing professionally. The Cleveland Northeast Ohio Chapter shall make every effort possible to establish and maintain relationships with African American and other professional organizations within the community

Section 1.7 Not for Profit Organization

The Cleveland Northeast Ohio Chapter is organized exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code for 1986, as may be amended from time to time, or any corresponding provision of any future United States Internal Revenue Law, hereafter referred to as the Code. All of the assets and earnings of the Cleveland Northeast Ohio Chapter shall be used within the meaning of the Code, in the course of which operation:

Section 1.8 Dissolution of Organization

Upon the dissolution, winding up or liquidation of the Corporation, the Chapter Executive Board (CEB) shall comply with the provisions of the Ohio Non Profit Corporation Law respecting dissolution, liquidation, or winding up. Under Section 501(c)(3) of the Internal Revenue Code, the Cleveland Northeast Ohio Chapter hereby transfers all net assets, following payment to any debtors, to the National Black MBA Foundation. Should this foundation no longer exist at said time of the Cleveland Northeast Ohio Chapter dissolution, pursuant to 501(c)(3) tax code, the CEB shall appoint another non-profit organization to receive the net assets, as the CEB deems appropriate.

Section 1.9 Geographical Composition

The Cleveland Northeast Ohio Chapter shall be a member of the Mideast Region or as designated and assigned by the Board of Directors of the National Association. Chapters shall comply with boundaries set forth by Nationals.

Section 1.10 National Organization

The Cleveland Northeast Ohio Chapter shall participate and support the current National Association structure and shall comply with all rules and edicts dictated by the National Association.

ARTICLE II – MEMBERSHIP

Section 2.1 Eligibility

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

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

Section 2.2 Applications

To gain membership within the National Association, a person must meet all eligibility requirements, complete a membership application form, and pay all required fees. Submission (or renewal) of a membership application will allow a person to associate with the Cleveland Northeast Ohio Chapter.

Section 2.3 Members in Good Standing

Members in “Good Standing” of the Association (collectively referred to herein as the “Members” and individually as a “Member”) shall be those persons meeting the requirements for eligibility for membership in the Association set forth in the National Black MBA Association By-laws (national) and :

- a. Have not been suspended or terminated pursuant to Article II, Section 2.9 of the Cleveland Northeast Ohio Chapter By-laws. Have not been suspended or terminated pursuant to Article II, Section 2.3 of the National Black MBA Association By-laws (national).
- b. Are current in the payment of all dues of the National Association.

Section 2.4 Rights and Privileges

Members in Good Standing are afforded the following rights and privileges:

- a. The right to cast one vote on issues addressed during general meetings or special call meetings for the entire Chapter.
- b. The right to hold the position of committee chair of an ad-hoc or standing committee.
- c. The right to hold an elected office given the requirements listed in Article IV, Section 4.2 of the By-laws is met.
- d. Failure to renew membership by the stipulated deadline shall result in the loss of these rights and privileges until dues have been paid.
- e. The right to attend any Executive Board 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 2.5 Membership Dues

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.

Dues are subject but not limited to the following rules:

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

Section 2.6 Committee Membership

All positions on standing and ad-hoc committees shall be held by members of the Cleveland Northeast Ohio Chapter in Good Standing.

- a. If a members membership status lapse, 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.

Section 2.7 Resignation and/or Reinstatement of Membership

Members of whatever classification may resign from the National Association and the Cleveland Northeast Ohio Chapter with such resignations being in writing addressed to the National Association's headquarters. A letter of resignation will be presented to the Chapter Executive Board for action.

Members who cease to be members of whatever classification, who have resigned or forfeited their membership rights by nonpayment of dues, unless the members are terminated or suspended under Article II, Section 2.9, may apply for membership in the original manner and by payment of the amount of annual dues in effect at that time.

Section 2.8 Suspension or Termination

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

Chapter affiliation may be forfeited, suspended, or terminated upon violation of any rule or By-law and/or inappropriate conduct determined by the Chapter Executive Board and a 2/3 vote of an official meeting of the Cleveland Northeast Ohio Chapter members as a major infraction of the philosophy, purpose, and intent of this organization.

Section 2.9 Discrimination

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

ARTICLE III – CONDUCT OF MEETINGS AND QUORUM

Section 3.1 General Membership Meetings

The General Membership Meeting of Members of the Cleveland Northeast Ohio Chapter shall be held a minimum of three (3) times per calendar year at such place on such dates as may be determined and communicated by the Chapter Executive Board (CEB).

The Cleveland Northeast Ohio Chapter shall conduct at least one business meeting per fiscal year that incorporates reporting financials of the chapter.

Efforts shall be made to have all General Membership meetings underwritten by a business enterprise as arranged by the Programs or Corporate Partner Committee.

Section 3.2 Chapter Executive Board Meetings

The Chapter Executive Board (CEB) 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 CEB. Venue and agenda shall be forwarded to the CEB no later than one week prior to a meeting.

Section 3.3 Special Meetings

The President may call a special meeting of the CEB or the membership by a majority vote of the CEB and notice to the CEB will be provided by email or by telephone in a reasonable and timely manner in advance of the meeting.

The President may call a special meeting of the membership by a majority vote of the CEB and notice to the membership is given within a reasonable and timely manner.

Section 3.4 Rescheduled Meetings

By a majority vote, the Chapter Executive Board can determine when it is necessary to reschedule a meeting and such place and dates as such may be communicated in advance to the Cleveland Northeast Ohio Chapter.

Section 3.5 Voting and Quorum

Voting: Each member of the Cleveland Northeast Ohio Chapter in Good Standing shall have one (1) vote at all membership meetings of the National Association and the Cleveland Northeast Ohio Chapter. A majority of the votes cast by the Members present at a meeting shall be necessary for the adoption of any matters voted upon by the membership of the Cleveland Northeast Ohio Chapter. See eligibility criteria Article 8, Section 8.4.

Quorum: A majority of the CEB will constitute a quorum for all purposes during Chapter Executive Board meetings. Twenty percent (20%) of the total membership in Good Standing will constitute a quorum for all purposes during a membership meeting unless otherwise stated in the Bylaws.

ARTICLE IV – ADMINISTRATION

Section 4.1 Chapter Executive Board Structure

There shall be a Chapter Executive Board (CEB) of the Cleveland Northeast Ohio Chapter, which shall consist of the following elected voting members:

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

The CEB will be composed of all elected officers. In addition, upon acceptance of the CEB, the immediate Past President of the Chapter will serve on the Board in a voting capacity providing that the past President leaves the office in good standing with the organization at both the local and national level and that this individual has not previously been suspended or removed from office for cause.

Section 4.2 Eligibility and Criteria

A candidate for an elected office shall meet the following eligibility criteria:

- the candidate must be a financial member of the Chapter of at least six (6) months prior to the time of nomination; and has participated in the organization's activities.
- Candidates for the office of President shall have served on the Executive Committee for at least one year prior to taking office. If candidate has not served for at least one year, then their eligibility to run for President will be determined by the Executive Committee.

Section 4.3 Responsibilities and Duties of the Chapter Executive Board

The purpose of the Chapter Executive Board (CEB) shall be to manage the affairs of the Chapter. The members of the CEB shall consult together concerning any affairs, activities, needs, and problems of the Cleveland Northeast Ohio Chapter. The CEB shall adopt programs that will promote the progress and welfare of the Cleveland Northeast Ohio Chapter as a whole, including, without limitation, the providing of channels of communication between other chapters and the National Association. Specifically, the CEB shall:

- a. Serve based on the provisions of the Cleveland Northeast Ohio Chapter and National Association Bylaws.
- b. 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 Cleveland Northeast Ohio Chapter are incorporated.
- c. 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.
- d. Be the authorized representative of the Cleveland Northeast Ohio Chapter between general membership meetings.
- e. Have the authority to enact provisions for accumulating and depositing funds collected for the Cleveland Northeast Ohio Chapter and shall be responsible for setting up rules and regulations for administering the financial affairs of the Cleveland Northeast Ohio Chapter.
- f. Not receive any salary for service.
- g. Coordinate activities at all levels of the Cleveland Northeast Ohio Chapter.

Section 4.4 Term of Office

The term of office for the Chapter Executive Board (CEB) officers, standing committee chairs, and appointed positions will be two years and will commence the first day of January immediately following the election; 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. All CEB 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 4.5 Termination of Chapter Officers

- a. The absence of an officer from three (3) consecutive Executive committee meetings or General Membership meetings without reasonable cause shall result in said officer being dismissed from office.
- b. Failure to perform the responsibilities of an Executive Officer.
- c. Death or incapacitation.
- d. Termination of membership in the National Black MBA Association.
- e. In the event that an Executive Officer has committed a crime, felony, gross misconduct, conflict of interest or misdemeanor against the Cleveland Northeast Ohio Chapter, or National Organization, they shall be suspended, and then investigated until it is determined that they should be removed or reinstated to their current position.
- f. The Chapter Executive Board (Officers) (CEB) 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.
- g. 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 CEB members no less than fifteen (15) days before said meeting is held.
- h. Any member whose removal from office is sought shall be mailed or emailed written notification no more than thirty (30) days prior to said meeting for removal.
- i. Any members whose removal is sought shall have the right to be heard and/or resign prior to any action taken at this meeting.
- j. To remove any officer or standing committee chairperson from office for cause, the CEB must receive approval to vacate that office from a majority of the CEB membership present at the special meeting called for said removal.
- k. A CEB 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.
- l. Immediately upon removal or resignation of a position held, that office or position vacancy shall be filled according to the Cleveland Northeast Ohio Chapter Bylaws.
- m. 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.
- n. Upon the removal of an officer, any and all possessions belonging to the Cleveland Northeast Ohio Chapter shall be returned immediately.
- o. Terminated officers will not be eligible for membership on the Chapter Executive Board 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 CEB in a new term.
- p. If an officer resigns and desires to re-engage on the CEB, the current CEB will review the resignee's request for reconsideration and determine if they can proceed.
- q. 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 4.6 Vacancies and Succession

- a. A vacancy occurring in any CEB position can only be declared by the CEB and shall be given to the Cleveland Northeast Ohio Chapter membership at the next general membership meeting following such declaration.
- b. Any vacancy in the office of Chapter President shall be filled in the order of succession as follows:
 - First: The Vice President of Administration shall assume the office of President.
 - Second: The Vice President of Operations shall assume the office of Vice President of Administration
 - Third: The CEB shall appoint someone to hold the office of Vice President of Operations until a vacancy election is held.

- c. 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 CEB will hold a special meeting to appoint someone to hold the offices of Vice-Presidents of Administration and Operations until vacancy elections are held.
- d. Vacancies filled under paragraph "a" and "b" above, before 1 September, shall be filled for the unexpired term of the office holder by the CEB within 60 days of said vacancy.
- e. 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.
- f. In the event of vacancies in any CEB and there is no successor eligible for an open office based on the chapter criteria (with the exception of the Chapter President role), the CEB 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 CEB 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 4.7 Dual Capacity and Separation of Duties

A Chapter Executive Board (CEB) officer may not serve in a dual capacity, which is as a CEB Officer and as a Director of the National Association, or as an Officer of the National Association.

Section 4.8 Chapter Executive Board Individual Responsibilities

The responsibilities and duties of each member of the Chapter Executive Board (CEB) shall be as follows:

President

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

The scope of duties for this office includes:

- a. Acting as official spokesperson for the Chapter and is charged with the overall administration of the Organization and charged with maintaining a positive image of the Organization;
- b. Presiding at all General Membership meetings, CEB meetings, and Special Call meetings;
- c. Preparing and distributing agendas for all Executive board meetings in advance and preparing general membership and special call meeting agendas upon request;
- d. Representing the Cleveland Northeast Ohio Chapter before the National Office of this organization;
- e. Serve as a liaison with the business community and shall represent the Chapter before public and other forums;
- f. Give an annual report at the first meeting each calendar year on the state of the organization;
- g. Appointing or removing standing committee directors for those who are removed or resign from office with the concurrence of a simple majority vote of the CEB;
- h. Appointing replacement officers or committee directors for those who are removed or resign from office with the concurrence of a simple majority vote of the CEB;
- i. Leading the chapter toward business and service excellence for our membership and partners.
- j. Leading the chapter in the development and maintenance of its strategic and operational plan.
- k. Acting in a timely, collaborative, and responsive manner to the membership, CEB officers, and partners.
- l. Ensuring that the CEB and membership is advised of initiatives, responsibilities, and/or deliverables as communicated from the National Association.
- m. Calling special meetings;

- n. Creating ad-hoc committees for specific goals or missions;
- o. Casting a deciding vote in the event of a tie at Executive, General, or Special Called meetings;
- p. Signing check authorization requests before Treasurer releases funds;
- q. Ex-officio non-voting member of all committees with the exception of the Election Committee. Appoint the Immediate Past President or a Past President as Director of the Nominating Committee.

**** Additional duties not part of the bylaws:** Provide agenda for all monthly meetings, approve annual program calendar, submit quarterly and annual reports to National, be the official spokesperson of the organization, participate in President's Conference calls, attend President's Summit and sign check for payment of bills. ******

Vice President of Administration

The committees reporting to this office can be but are not limited to: Corporate Relations and Membership committees. The scope of the duties for this office includes:

- a. Presiding at meetings in absence of the President.
- b. Seeking opportunities where the Chapter and its members can benefit from or assist students and/or community agencies.
- c. Acting as parliamentarian for General Membership, CEB, and Special Call meetings which included being familiar with and keeping a copy of the most current edition of Robert's Rules of Order for the Chapter.
- d. Assuming the office of President if the president cannot complete his or her term and appointing any temporary CEB officer replacements necessary pending CEB approval of majority vote until vacancy elections can be held as outlined in Article IV Section 7 of the Cleveland Northeast Ohio Chapter Bylaws.
- e. Overseeing implementation and revision of the Bylaws.
- f. Administration of Chapter rules, policies, and procedures.
- g. Completing special projects as delegated by the President or the CEB.
- h. Signing check authorization requests in the absence of the president before the Treasurer releases funds;
- i. Ex-officio member of the Corporate Relations, Membership, Marketing/Communication/Public Relations committees.

Vice President of Operations

The committees reporting to this office can be but are not limited to: Scholarship, Programs, Community Relations, and Leaders of Tomorrow committees. The scope of duties for this office includes:

- a. Presiding at meetings in absence of the President and Vice-President of Administration.
- b. Seeking opportunities where the Chapter and its members can benefit from or assist companies.
- c. Ensuring the effective operation of the Chapter's committees.
- d. Completing special projects as delegated by the President or the CEB.
- e. Signing check authorization requests in the absence of the president or VP of Administration before Treasurer releases funds.
- f. Serves as an ex-officio member of Scholarship, Programs, Community Relations, and Leaders of Tomorrow committees.

Treasurer

The committees reporting to this office can be but are not limited to Fundraising and Financial Reporting. The scope of duties for this office includes:

- a. Presiding at meetings in the absence of the President and the Vice-Presidents of Administration and Operations.
- b. Maintaining current and accurate records of the financial position of the Chapter by recording, classifying and summarizing all monetary transactions.
- c. Preparing detailed, written financial records and reports for all Chapter accounts to be presented at each Chapter Executive Board meeting.
- d. Submitting 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 Chapter President and any other person designated by the president or CEB.

- e. Updating 501(c)(3) status, with the assistance of the President and submitting financial reports as needed by legal or governmental agencies.
- f. Preparing the initial budget each year, with the president's assistance to present for discussion at the CEB strategy session and maintaining records to track actual spending versus budget.
- g. Safeguarding Chapter funds through the proper receipt and disbursement of funds in accordance with these Bylaws.
- h. Serving as an ex-officio member of the Corporate Partnership Committee.

Secretary

Scope of duties for this office includes but is not limited to:

- a. Recording the proceedings of all General Membership, CEB, and Special Call meetings.
- b. Distributing copies of the CEB meetings minutes to its members prior to the next CEB meeting for review.
- c. Maintaining an accurate record of all attendance at CEB meetings.
- d. Obtaining a list of current roster of members in Good Standing from Vice President of Administration each month.
- e. Safe guarding legal documents, reports, and minutes.
- f. Making minutes readily available for review by any member in Good Standing.
- g. Relinquishing records to successor or president when office ends.
- h. Serve as member of the Membership Committee.
- i. Obtaining and maintaining an electronic storage/access vehicle for chapter documents and collateral.
- j. Coordinating the preparation and distribution of the Chapter's newsletter.
- k. Updating the Chapter's voicemail messages as necessary.
- l. Retrieval of messages and returning calls as needed and notifying appropriate person of requests.

Section 4.9 Appointed Positions and Standing Committees

The purpose for any committee is to perform the necessary work needed done by the Cleveland Northeast Ohio Chapter or the CEB. All committees are formed by these Bylaws, the Chapter President, or the CEB to investigate, consider, report, or act on any matter necessary for the good and welfare of the Chapter.

Appointment: All standing committee chairs shall be appointed positions by a majority vote of the Chapter Executive Board.

Term of Office: The term of office shall end for each appointed position when the term of the person who appointed them is over.

Termination: Any appointed chair can be removed from office by majority vote of the Chapter Executive Board as outlined in Article IV Section 6 of the Chapter Bylaws.

Committee Chairperson Responsibilities:

The responsibilities of a Standing Committee chairperson are as follows:

- Soliciting at least two members in good standing to serve on the committee.
- Preparing a committee budget and activities report for the Executive Board Strategic Planning Session each year.
- Scheduling at least three committee meetings per year and notifying the elected officer to whom the committee reports of the meeting date in advance.
- Updating the direct line elected officer with written committee meeting minutes to document progress and submitting proposed correspondence draft to direct line officer and President for approval before it is sent.
- Preparing written committee reports for the Chapter Executive Board meetings.
- Notifying the Treasurer at least 48 hours in advance of any expenditure for committee events (e.g. room rental, caterer, etc.) for which checks will need to be issued. This would include providing the Treasurer a complete copy of any contract before it is signed at least 72 hours in advance of contract signing.
- Submitting all requests for committee reimbursements with the appropriate form, signatures, and original receipts.
- Supplying articles to the Chapter newsletter on committee activities.

- Preparing year-end list of accomplishments report.

The Standing Committees of this chapter are as follows:

a. Marketing, Communications, and Public Relations:

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

- Develop marketing and public relation strategies to support and market our chapter events and initiatives.
- Develop a proposed budget to support the committee initiatives and present the budget to the presiding Chapter Executive Board Officer supporting the committee. CEB Officer and Committee Chairperson will bring forward the budget to the CEB for consideration and approval.
- Contact newspapers, magazines, and other relevant periodicals to advertise monthly meetings and other Chapter activities.
- Write and submit press releases for major Chapter events.
- Create and update marketing brochures/posters to be used for recruiting members and Corporate Partners.
- Establish relationships with key media personnel to obtain media coverage at selected Chapter events.
- Seek opportunities to gain positive visibility for the Chapter.
- Coordinate activities with other standing committees as applicable.

b. Corporate Relations:

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

- Develop a plan for identifying and maintaining corporate partners for the Chapter.
- Develop a proposed budget to support the committee initiatives and present the budget to the presiding Chapter Executive Board Officer supporting the committee. CEB Officer and Committee Chairperson will bring forward the budget to the CEB for consideration and approval.
- Recruit corporate partners to support the chapter and the National Organization.
- 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.

c. Membership:

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

- Recruit and retain new, renewing, and transfer members to the Chapter.
- Maintain the most current membership roster and member addresses.
- 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 Board Officer supporting the committee. CEB Officer and Committee Chairperson will bring forward the budget to the CEB for consideration and approval.

d. Programs:

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

- Plan, develop, and present the program for the chapter meetings as well as other programs 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 meeting in coordination with the President.
- Seek underwriting for the meetings in conjunction with the Corporate Relations committee.

c. Student Relations and Scholarship:

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

- Maintain communications with local graduate business schools and recruit student members.
- Sponsor activities that address the needs of the 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 Board Officer supporting the committee. CEB Officer and Committee Chairperson will bring forward the budget to the CEB for consideration and approval.

f. Community Relations:

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

- Assess opportunities for involvement of the Cleveland Northeast Ohio Chapter and individual members that increase visibility and strengthen ties in the community.
- Participate in at least one significant community-related activity each year, (e.g., Christmas Party for underprivileged children, Habitat for Humanity; and sponsor 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 Board Officer supporting the committee. CEB Officer and Committee Chairperson will bring forward the budget to the CEB for consideration and approval.

g. Leaders of Tomorrow (LOT):

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

- Recruit and retain students, mentors and corporate partners for the LOT program.
- Distribute LOT information packages.
- Track attendance at monthly LOT meetings and special events.
- Maintain the most current LOT student and mentoring participant roster.
- Develop "fun" activities for the LOT membership.
- Develop inter-organizational relations with other student mentoring programs.
- 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
- Develop a proposed budget to support the committee initiatives and present the budget to the presiding Chapter Executive Board Officer supporting the committee. CEB Officer and Committee Chairperson will bring forward the budget to the CEB for consideration and approval.

ARTICLE V – CONDUCT AND BEHAVIOR

Section 5.1 Grounds for a Complaint

- a. Any member may be disciplined according to the procedures herein for actions that discredit the Cleveland Northeast Ohio Chapter, violate the Cleveland NEO Chapter or the National Association Bylaws, or are otherwise not in the best interest of the chapter.
- b. 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 Cleveland Northeast Ohio Chapter Executive Board, or unless otherwise specified in these Bylaws.
- c. Only while a person is a member of the chapter and within one year of the written complaint to the Cleveland Northeast Ohio Chapter Executive Board may grounds for action occur.

Section 5.2 Complaint

- a. Complaints must be in writing and have a signed and dated signature of the person making the complaint.
- b. Complaints must set forth the particulars of any alleged actions—that is dates, times, activities, witnesses and other pertinent information.
- c. All complaints filed by a complainant shall be initiated through the Cleveland Northeast Ohio Chapter Executive Board.
- d. No complaint shall be considered unless sent to the Cleveland Northeast Ohio Chapter Executive Board.
- e. 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 5.3 Initial Review

- a. All alleged actions referred to the Cleveland Northeast Ohio Chapter Executive Board shall go to an Ad Hoc Review Committee.
- b. The Review Committee shall consist of three (3) members of the Cleveland Northeast Ohio Chapter in good standing and will be appointed by a (3/4) three fourths vote of the Cleveland Northeast Ohio Chapter Executive Board.
- c. The members of this Review Committee shall not, in any way, have connections with the actions under consideration.
- d. 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.
- e. If probable cause is not found the Review Committee shall dismiss the complaint and notify the complainant, respondent and Cleveland Northeast Ohio Chapter Executive Board in writing.
- f. 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 Cleveland Northeast Ohio Chapter Executive Board in the form of a written report of the Review Committee's findings.

Section 5.4 Hearing

- a. Upon receipt from the Review Committee of a written finding of probable cause, the Cleveland Northeast Ohio Chapter Executive Board shall appoint an Ad Hoc Hearing Committee of the Cleveland Northeast Ohio Chapter Executive Board.
- b. No person who served on the Review Committee for the particular complaint in question may serve on the Hearing Committee.
- c. The Hearing Committee shall consist of five (5) members of the chapter in good standing. The members of this Hearing Committee shall not, in any way, have any connection with the actions under consideration.
- d. The Hearing Committee shall conduct a hearing at which the respondent will have the right to present with or without counsel their side of the complaint.
- e. The Hearing Committee Chairperson may appoint a non-committee member counsel with the approval of the Cleveland Northeast Ohio Chapter President or Cleveland Northeast Ohio Chapter Executive Board to attend the hearing and/or assist the Hearing Committee.
- f. All hearings held by the Hearing Committee are closed to those not directly involved in the proceedings.
- g. All evidence, objections to evidence, grounds for objections, and proceeds of the Hearing Committee shall be in writing.

Section 5.5 Decision of the Hearing Committee

- a. After the hearing, the Hearing Committee shall either dismiss the complaint or provide a written and signed notice of their decision to the complainant, the respondent and the Cleveland Northeast Ohio Chapter Executive Board. This signed notice shall contain the signatures of all the Hearing Committee members, the decision made in said hearing, and the date the decision was made as well as any other information deemed necessary by the Hearing Committee.
- b. The Hearing Committee shall render its decision by majority vote on the complaint and fix their decision of dismissal or penalty.
- c. The Hearing Committee may render one or more of the following verdicts:
 - Dismissal of complaint
 - Reprimand
 - Fine
 - Restitution
 - Suspension
 - Termination of membership in this Chapter
- d. All decisions of the Hearing Committee shall be in writing. A copy of the decision rendered shall go to the complainant, the respondent, the Cleveland Northeast Ohio Chapter Executive Board and the Secretary. All proceedings of the Hearing Committee shall also be given to the Secretary for archiving.

Section 5.6 Appeals of Decision by the Hearing Committee

- a. Any member of this chapter who considers a decision of the Hearing Committee unjust or that injustice has been done may have a right to appeal said decision to the general membership.
- b. All appeals must be in writing, dated and signed within sixty (60) days of the decision being challenged.

- c. All appeals must follow the procedures as stated in the Chapter Rules and Policies and must not conflict with the Association's Rules and Policies.
- d. The verdict rendered on all appeals is final and may not be challenged.

ARTICLE VI – AMENDMENTS

Section 6.1 General

The Cleveland Northeast Ohio Chapter Executive Board may amend, restate or repeal these Bylaws by resolution of the Cleveland Northeast Ohio Chapter Executive Board adopted by an affirmative vote of $\frac{3}{4}$ majority of the Cleveland Northeast Ohio Chapter Executive Board members then in office at any duly convened, annual, regular or special meeting of the Cleveland Northeast Ohio Chapter Executive Board.

Section 6.2 Effective Date

Amendments shall be effective on the date approved by the Cleveland Northeast Ohio Chapter Executive Board or on the date specified in the amendment.

Section 6.3 Publication

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 VII – GENERAL PROVISIONS

Section 7.1 Parliamentary Procedure

The rules contained in the latest Edition of Robert's Rules of Order will govern the Cleveland Northeast Ohio Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the association or the Cleveland Northeast Ohio Chapter may adopt.

Section 7.2 Fiscal Year

The fiscal year of the Cleveland Northeast Ohio Chapter shall be a calendar year, which is from January 1st through December 31st of the same year.

Section 7.3 Voucher System

A voucher payment system (expense report) is initiated for the purpose of reimbursing the expense incurred by officers, Cleveland Northeast Ohio Chapter Executive Board members, committees, and individual members in the performance of their duties or in service to the Cleveland Northeast Ohio Chapter according to the adopted budget.

All vouchers will be turned in with the original receipts attached, except in the case of mileage, to the Treasurer or other designee for verification. Said vouchers are presented to the Cleveland Northeast Ohio Chapter Executive Board for approval and upon approval by the Cleveland Northeast Ohio Chapter Executive Board, the Treasurer will be authorized to make necessary reimbursements no later than fifteen (15) days after verification and approval.

Section 7.4 Audit

The financial records of the Cleveland Northeast Ohio 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.

All audited records are archived and maintained by the Treasurer in the manner approved by the Cleveland Northeast Ohio Chapter Executive Board.

ARTICLE VIII – ELECTIONS

Section 8.1 Scheduling

Elections shall be held by written or electronic ballot at the November general monthly meeting during an election year. The location and date of the meeting may be determined unless otherwise communicated at least one month in advance.

Section 8.2 Nominations

An Ad hoc Nominating Committee shall be formed no later than June 30th of an Election year. The committee shall have a maximum of 6 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 June general meeting until three weeks prior to the August meeting. The Nominating Committee will verify eligibility of the nominations received and notify those nominees of their eligibility. The Committee will contact nominees to determine 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 8.3 Candidate Qualifications

Each candidate shall have to meet the following qualifications in order to be placed on the ballot for a Chapter Executive Board position:

- 1) Candidates must meet the officer eligibility criteria as defined in Article IV, Section 4.2, and,
- 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 four meetings, programs, or events within the last year.

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

All candidates should present a biography to the Nominating Committee outlining their background and experience. This biography will be shared with the Chapter prior to the vote. All candidates are also will be required to make a brief speech outlining their qualifications for the position.

Section 8.4 Voting Rights

Each person voting must be a member in good standing as of June 30th 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 8.5 Tabulation

The Secretary, or such other person as the Executive Board 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 Board. 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 8.6 Announcement of Elected Officers

The Nominating Committee will then notify the CEB and Chapter of the final results within _____ of the election. Each elected and non-elected officer will be contacted by phone, email, or in-person within a reasonable and timely manner.

Section 8.7 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 12 months, but no more than 7 years in accordance with chapter records retention policies.

Section 8.8 Oath of Office

The following Oath of Office will be recited by the incoming officers individually during the first Chapter Executive Board 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 _____ Chapter of the National Black MBA Association and uphold the Bylaws of the _____ Chapter and faithfully perform the duties of the position of _____ of the Chapter Executive Board 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

ARTICLE IX – FINANCIAL PROCEDURES

Operating Procedure Recommendations

Operating Procedure #1 Enhancement

As a major part of the organization's goal to provide for meaningful gains for the community, the Cleveland Northeast Ohio Chapter will enhance the economic structure of the African-American community through recruiting and mentoring of African American students, especially in the many fields of business. The Cleveland Northeast Ohio Chapter will also help to increase the executive skills of managers through development programs, and provide vital networks of information for our members and those within the African-American business community.

Operating Procedure - #2 Dues

Failure to pay annual dues within six (6) months of the membership expiration will result in the removal of the individual from the local chapter roster/communications.

Operating Procedure #3 Chapter Executive Board General Responsibilities

The Chapter Executive Board shall be deemed an agency or instrumentality of the Cleveland Northeast Ohio Chapter. It shall hold itself out to the public and shall contract in the name of the Cleveland Northeast Ohio Chapter under the combined signatures of any two of the following Chapter Officers: President, Vice President of Administration, and Treasurer. All citations or other legal processes shall be served on the President, Vice President of Administration, and Treasurer in that order if the preceding person is unavailable.

Operating Procedure #4 Advisory Board

There shall be an Advisory Board of the Cleveland Northeast Ohio Chapter. The members of the Advisory Board are appointed by the Chapter Executive Board to a one year term and for no more than two consecutive terms. Advisory Board members are appointed by a majority vote of the Chapter Executive Board. 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 Board. The Advisory Board shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Operating Procedure #5 Termination of Advisory Board Members

Any member of the Advisory Board of the Cleveland Northeast Ohio Chapter may be removed from said position after following the notification steps outlined in Article IV Section 6 of the Cleveland Northeast Ohio Chapter Bylaws and a majority vote of the Chapter Executive Board.

Operating Procedure #6 Disbursement of Funds

Authorized Check Signers

Those officers authorized to sign checks for the Chapter shall be the President, Vice President of Administration, Vice President of Operations and Treasurer. These individuals are forbidden to write checks out to themselves for reimbursement.

Under the Executive Board's authorization, the above mentioned officers may be authorized on the Chapter's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

Approval of Expenditures

Expenditures that fall within the approved budget can be approved by the respective committee director.

Expenditures that exceed the approved budget amount or, that were not included in the budget, must be approved by a majority vote of the Executive Board prior to disbursement of funds.

Request for Disbursements

All requests for disbursement must be accompanied by a Chapter Expense Voucher. The Chapter Expense Voucher should be filled out in its entirety and signed by the individual requesting the funds. In addition, the form must have an approval signature from the President or one of the Vice Presidents before the Treasurer may issue payment.

If the request for disbursement is for the reimbursement of expenses, **original receipts** must accompany the Chapter Expense Voucher in addition to the approval signatures.

Debit and Credit Card Transactions on behalf of the Chapter

For each term of office, the CEB will determine which officers will be granted a debit and/or credit card that is associated with the Chapter for the sole use of covering chapter expenses. If a debit/credit card is used for any chapter expenditures, the officer is responsible for submitting a chapter expense report and original receipt to the Treasurer within 10 business days of the incurred expense.

Operating Procedure #7 Receipt of Funds

Cash Transactions

It is desirable that all transactions be made by check whenever possible. If cash is collected, a receipt must be given to the person from whom the cash is received. Unless requested by the individual, those people paying by check will use the cancelled check as their receipt.

Cash Safeguards

The maximum petty cash for any event shall be \$150. Approval must be obtained from the Executive Board for amounts exceeding this limit. Procedures must be put in place to safeguard the money at all times during an event. The Treasurer has ultimate responsibility for this task.

Deposits

Whenever possible, all cash revenues should be deposited in the bank account immediately following an event by one of the authorized check signers. If this is not possible, it should be deposited on the next business day. The money should be counted independently by the Treasurer and another elected officer. Agreement should be reached on the final count.

Checks should be deposited by the President, Vice President of Administration or Treasurer within 7 days after receipt.

Maintenance of Funds

The funds of the Chapter shall be deposited in a demand deposit account (checking). A part of the funds of the Chapter may also be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Executive Board may direct.

In the event that the Chapter is dissolved, funds will revert to the National Office of the National Black MBA Foundation, Inc. after all expenses are paid and checks have cleared (see Article I, Section 1.8). This time period should not exceed six months.