



NATIONAL ASSOCIATION OF BLACK ACCOUNTANTS, INC.

BYLAWS

Article I – General

- 1.1 **Name.** The name of this association shall be the National Association of Black Accountants, Inc., hereinafter called the “Association” or “NABA” or “Corporation.”
- 1.2 **Purposes.** The Association, a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), for the purposes stated in the Certificate of Incorporation, are:
 - (a) To assist and encourage members of minority groups in entering the profession of accounting;
 - (b) To stimulate acquaintance and fellowship among members of minority groups;
 - (c) To provide opportunities for members of minority groups to increase their knowledge of accounting practices and methods to improve or enhance their individual capabilities; and,
 - (d) To unite, through membership in the Association, persons interested in enhancing opportunities for minority groups in accounting.
- 1.3 **Mission.** The mission of NABA is to address the professional needs of its members and to build leaders that shape the future of the accounting and finance professions with an unfaltering commitment to inspire the same in their successors.
- 1.4 **Restrictions.** All policies and activities of the Association are consistent with:
 - (a) applicable federal, state and local antitrust, trade regulation or other requirements; and
 - (b) applicable tax-exemption requirements imposed on the Association, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article II – Membership

- 2.1 **Classes of Members.** There shall be three classes of membership in the Association: Professional, Faculty and Student, as herein defined. Additional classes of membership may be established or retired by the Board of Directors (“Board”).
 - (a) **Professional Members.** The following persons shall be eligible for Professional membership in the Association:

- i. Any person who has obtained an undergraduate, graduate or post-doctorate degree. or;
- ii. Any person who is certified or licensed by a state or territory or possession of the United States to practice accounting, auditing or finance.

(b) **Faculty Members.** The following persons shall be eligible for Faculty membership in the Association:

- i. Any person who is employed as an adjunct, full-time or tenured professor at a college, university, or other post-secondary education institution.
- ii. Any person who is employed as an executive (e.g., Provost) or administrator (e.g., Dean) at a college, university, or other post-secondary education institution.

(c) **Student Members.** The following persons shall be eligible for Student membership in the Association:

- i. Any person who is currently enrolled in a college or university pursuing an undergraduate or graduate degree; or
- ii. Any high school student with a demonstrated interest in accounting, finance or other business-related degrees.

2.2 Membership Requirements. Any person wishing to be a Member of the Association must be genuinely interested in fostering the purposes of the Association. The Board may establish additional criteria, definitions, standards or qualifications for each membership classification which will be detailed on the Association's membership application (paper or electronic). The Association may refuse membership to persons who fail to meet the standards for the class for which they are applying or whose actions or public positions are in conflict with the purpose or success of the Association.

2.3 Membership Dues. Membership dues shall be determined by the Board for each class of membership. Dues are payable in advance and are not refundable. Membership shall be for a term of one year (365 days) starting on the day the application is submitted and dues have been paid. Thereafter, annual renewal dues shall be payable on the anniversary of membership.

2.4 Termination. Membership in the Association shall terminate upon the resignation of a member, failure to pay dues, death, or expulsion from membership upon review and recommendation of the Ethics Committee, for material violation of applicable governing documents, or for commission of any act deemed by the Board as detrimental to the reputation and standing of the profession or the Association. Upon termination, the member shall forfeit any and all rights and privileges of membership and is ineligible to serve in any elected or appointed position in the Association. Reinstatement of a membership terminated for failure to pay dues shall be automatic upon the payment of all delinquent fees, dues, and/or any other applicable charges, assessments or penalties, unless any such amount has been delinquent for one year or more, in which case reinstatement shall be made only upon re-application for membership. No member shall be expelled, except for failure to pay dues, without due process. Expelled members may not reapply for membership for a period of five years from the date of expulsion unless otherwise specified in the termination notification.

2.5 Resignation. A member may resign by written notice to the Secretary, Chair or President & CEO, and shall be effective on the date received. Resignation shall not result in a refund of dues, in full or in part, nor will it relieve a member of unpaid dues, other charges previously accrued, or any pending review by the Ethics Committee. Resigning members may re-apply for membership without prejudice at any subsequent time unless notified otherwise.

Article III – Chapters and Regions

- 3.1 Designation of Chapters.** The Association may designate any number of not-for-profit corporations duly organized under a state or territory in the United States as a chapter of NABA (hereinafter referred to as “Chapter”). By accepting such designation, a Chapter affirms its adherence to, and support of, the purposes of the Association as specified in Article I and agrees to be bound by every applicable provision of these Bylaws. Every chapter shall signify its acceptance of all terms and conditions of such designation by executing the applicable Chapter Affiliation Agreement as determined by the Board, consistent with these Bylaws.
- (a) **Service Area.** By accepting such designation, the Chapter accepts its exclusive right to be affiliated with NABA in a specific geographic area, which may be modified at any time by the Board with sixty (60) days written notice to the Chapter. It shall be the general policy of the Association to designate only one Chapter within 50 miles of any established Chapter unless otherwise approved by the board. In determining the request for a new Chapter, the Board shall consider the distance between the offices or meeting places of the competing chapter, the population density of the locality served, and the nature of their respective memberships in terms of industry representation and area of specialization within the accounting and finance professions. In balancing these factors so, as to effectuate the policy of this section, the determination of the Board shall be final.
 - (b) **Tax Status.** As specified in the applicable Chapter Affiliation Agreement, each Chapter may be listed as a subordinate organization on NABA’s group exemption letter issued by the Internal Revenue Service (IRS) under the relevant sections of the Internal Revenue Code for purposes of securing or maintaining the Chapters Federal tax-exempt status , subject to compliance with the terms and conditions of IRS Regulations and the Chapter Affiliation Agreement.
 - (c) **Termination.** If at any time it appears to the Board that any Chapter has ceased to operate in a manner consistent with NABA’s mission and purposes set forth under Article I, or has materially breached any provisions of the applicable governing documents, including these Bylaws, the Board may terminate the Chapter’s status as a chapter at any special or regular meeting of the Board. Upon the termination, the Chapter is expressly forbidden from utilizing the NABA name, logo or any other material assets of the Association until such Chapter’s good standing is restored in accordance with these Bylaws.
- 3.2 Designation of Regions.** The Chapters of the Association shall be subdivided into Regions. By accepting such designation, a Region affirms its adherence to and support of the purposes of the Association as specified in Article I of the Bylaws and agrees to be bound by every applicable provision of these Bylaws.
- (a) **Service Area.** The states, territories, or jurisdictions to be included within each Region shall be determined at the Board’s discretion, including periodic assessments which may result in the addition, reorganization or termination of a Region from time to time.
 - (b) **Tax Status.** As specified in the applicable Affiliation Agreement, each Region may be listed as a subordinate organization on NABA’s group exemption letter issued by the IRS under the relevant sections of the Internal Revenue Code for purposes of securing or maintaining the Region’s Federal tax-exempt status for the Region, subject to compliance with the terms and conditions of IRS Regulation and the Affiliation Agreement.

(c) **Termination.** If at any time it appears to the Board that a Region has ceased to operate in a manner consistent with NABA's mission and purposes set forth under Article I or has materially breached any provisions of the applicable governing documents, including these Bylaws, the Board may terminate the Region's status as a Region at any special or regular meeting of the Board of Directors.

3.3 Chapter Affiliation. A member may choose to be affiliated with a chapter. Otherwise, they will be considered an At-Large member.

(a) Chapter affiliation is determined on either:

- i. The first day of membership, if the Chapter is designated on their membership application; or,
- ii. The first day of the following membership year, for members who change their Chapter affiliation during the year.

(b) Termination, revocation or suspension of membership by the Association shall automatically constitute termination, revocation or suspension of membership in the Chapter.

(c) Resignation from the Association shall automatically constitute resignation of membership in the Chapter.

3.4 Dues Sharing. Each Chapter shall receive an allocable portion of the Membership Dues, the portion of which shall be determined solely by the Board.

Article IV – Membership Meetings and Voting

4.1 Membership Meetings. Meetings of the membership may be held at times and places determined by the Board.

(a) **Annual Meeting.** An annual meeting will be held at least once each year and shall include the installation of any new Officers and Directors and the transaction of such other business as may be required to be brought before the members by law.

(b) **Special Meeting.** A Special Meeting may be called by the Chair or by the Board of Directors. Special meetings may also be called by the Secretary upon demand of the Members as required by law. Only business within the purpose described in the notice may be conducted at the Special Meeting.

4.2 Notice. Notice of meetings for membership actions shall be provided to members not less than ten (10) nor more than fifty (50) days before the meeting date by postal or other delivery, facsimile, e-mail, or any other electronic means. If a meeting is adjourned to be continued at another time and is announced at the meeting before adjournment, notification of the new meeting is not required.

4.3 Waiver of Notice; Attendance at Meeting. Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy required by law, the Certificate of Incorporation, or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, signed by the Member entitled to the notice, and delivered to the Secretary for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting:

(a) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and,

(b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

- 4.4 Voting Members.** Each Professional and Faculty member, collectively referred to as Voting Members, shall have one vote subject to the requirements and provisions outlined in section 4.5. Student Members shall not have any voting rights. The Board determines which classes of memberships shall have voting rights and may make changes to the voting rights and privileges for all classes of membership at any time.
- 4.5 Voting.** Whenever Members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership meetings may be in person or by proxy. Voting Members may take actions without a meeting upon the consent of all the Voting Members, which consent shall set forth the action so taken.
- (a) **Good Standing.** For purposes of voting, nominating, candidacy, and calling of a special meeting, the term “Good Standing” shall be defined as follows:
- i. Membership is paid for sixty (60) calendar days preceding the official vote.
 - ii. Paid Members shall not be considered in “good standing” if they have been or are currently subject to any review by the Ethics Committee, have any action taken against him/her by any industry regulatory authority, or are convicted in a criminal act.
- (b) **Notice.** Notice of a membership vote and proxy shall be delivered to Members not less than ten (10) nor more than fifty (50) days before the date of the vote by postal or other delivery, facsimile, e-mail, or any other electronic means.
- (c) **Quorum.** Except as otherwise provided, Members holding ten (10) percent of the eligible votes to be cast in a designated vote shall constitute a quorum.
- 4.6 Voting Requirements.** The vote of a majority of the voting members entitled to be cast by the Members present or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members unless a greater proportion is required by these Bylaws.
- 4.7 Voting Matters.** No matter of business for consideration at any Membership meeting other than as contained in the Notice of the Meeting shall be presented for consideration and action at a meeting unless a written statement of that matter shall have been presented to the Chair or President & CEO not less than ten (10) days prior to the date of the meeting in writing bearing the signature of not less than two hundred (200) voting members.
- 4.8 National Elections.** Voting Members in good standing shall have the right to vote on the election of the members’ respective Regional Officer(s) presented by the Nominations and Elections committee or any other matter required to be submitted to the Members for a vote by law. Except for the Regional Directors defined under Article 5.2 (a), candidates for the Association’s Board of Directors will be proposed by the Nominations and Elections committee and submitted to the National Board for final approval and appointment.

Article V – Board of Directors

- 5.1 Directors.** The Association shall be governed by a Board of Directors (“Board”) and shall be responsible for carrying out the purposes of the Association as defined in Article I. The Board shall set the objectives and priorities, decide on strategy and policy, and approve strategy and policy implementation. All corporate powers shall be exercised by or under the authority of the Board, subject to any limitation set forth in subject to the restrictions and obligations set forth in the Certificate of Incorporation or these Bylaws.

5.2 Composition and Election. The Board shall have not less than ten (10) and not more than seventeen (17) total voting Directors (including Outside Directors and excluding Ex-officio members). Except for Regional Directors, candidates for the Board of Directors (Executive Committee and Director Roles) will be vetted and presented by the Nominations and Elections committee to the Board for final approval and appointment to serve on the Board. Regional Directors will be vetted and presented by the Nominations and Elections committee and elected by formal vote in the respective region. Directors must be at least 21 years of age and members in good standing.

(a) Composition.

- i. **Officer Directors.** Officer Directors shall consist of Chair, Vice Chair, Secretary, and Treasurer appointed by the Board.
- ii. **Regional Directors.** Regional Directors shall be the Regional Presidents elected by eligible voting members from within their respective Regions. Regional Directors shall serve the interest of the full Association while performing their duty on the Board of Directors and may not show a preference for or deference to their Region. Regional Directors shall be subject to review by the nominations and elections committee.
- iii. **At-Large National Directors.** The Board shall have not less than two (2) and not more than nine (9) National Directors appointed by the Board to serve as at-large members of the Board of Directors.
- iv. **Outside Directors.** The Chairman can present for Board approval (subject to review by the nominations and elections committee) a maximum of two (2) outside Directors to serve at the pleasure of the Board. These Directors shall not be members of the Association. Except as noted elsewhere in these Bylaws, these Directors shall have the same privileges as other Board members.
- v. **Designated Director.** The Immediate Past Chair (IPC) shall be a non-voting/ ex-officio member of the Board as a designated director immediately after the years served as Chair and assist the Officers with maintaining continuity by providing advice and leadership regarding past practices.

(b) Removals.

- i. All eligible Voting Members may remove any Director, with or without cause, upon review and recommendation from the Ethics Committee or upon its own initiative, but only at a meeting called for that purpose. The notice of the meeting must state that the purpose of the meeting is the removal of the Director.
- ii. The Board of Directors may remove any Board member from office for cause by 2/3 majority vote for non-performance or conduct unbecoming of a Board member.

5.3 Number and Appointment Qualifications. Individuals elected and appointed to the Board are done so by the body of Members entitled to vote (see paragraph 4.8) and those appointed by the National Board thereon from a slate of candidates presented by the Nominations and Elections Committee. To qualify to be elected as a Regional Director, the individual shall meet such requirements and qualifications as may be established by the Board in conjunction with the Nominations and Elections Committee.

5.4 Terms. The term for Directors shall be two (2) years in duration. Terms coincide with the fiscal year. Directors may serve no more than two (2) consecutive terms in the same role, and no more than four (4) consecutive terms on the Board, with the exception for the IPC and Chairman of the Board positions set forth in Article 6.3. Members of the Board who have reached their maximum consecutive years of

service may be reelected or re-appointed to the Board after a one-year break in service. Outside Director Terms will be for two (2) years subject to an annual reappointment by the board.

- 5.5 Vacancies.** Vacancies among Directors, including a vacancy resulting from the removal of a Director or an increase in the number of Directors, may be filled for the unexpired term of such Director by either:
- (a) an appointment by the Board Chair; or,
 - (b) approval by the remaining Directors in a manner consistent with Article 5.8 of these Bylaws, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs. Any such election to fill a vacancy shall be for the unexpired term of such Directors.
- 5.6 Board Meetings.** The Board shall hold meetings at least twice a year, one of which shall be held within the week of the annual Convention. Meetings may be held in person or by telephone. In-person meetings shall be held at such times and at such places as the Board shall designate from time to time. If no place is designated, regular meetings shall be held at the principal office of the Corporation.
- (a) **Special Meetings.** Special meetings of the Board may be called by the Chair or one-third of the Directors of the Association then serving and shall be held at such times and at such places as the person or persons calling the meeting shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.
 - (b) **Notice.** Notice of regular or special meetings of the Board shall be given to each Director not less than five (5) days before the meeting (except when a different notification period is required by law) either in hard copy or by electronic means. Where permitted and appropriate, notification may be made by telephone. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.
 - (c) **Attendance.** If any Board member is absent from two consecutive meetings of the Board of Directors (as referenced by section 5.6) within their term, he/she shall be deemed to have resigned. The Board of Directors may reinstate the member by majority vote deemed to have resigned. The resignation of a board member shall be tendered to the Board.
- 5.7 Waiver of Notice.** Notice of meeting need to be given to any Director who submits a waiver of notice, in person or by proxy required by law, the Certificate of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in this paragraph, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.
- 5.8 Voting.** Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply.
- (a) **Quorum.** A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at a meeting of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board. In the absence of a quorum, the chair may adjourn the meeting until a quorum is obtained. A Director who is present at a meeting of the Board or a Board Committee when corporate action is taken is deemed to have assented to the action taken unless:

- i. the Director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting;
- ii. the Director votes against, or abstains from, the action taken; or
- iii. the Director is absent when the action is taken, in which case, the Director is deemed to have abstained.

(b) **Action Without Meeting.** The Board may take actions without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Each Director's consent must be submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such unanimous written consent must be signed by all Directors and describes the action taken and authorized. The signed written consent shall be included in the minutes or filed with the corporate records reflecting the action taken. Actions taken under this provision become effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided the consent states the date of execution by each Director.

(c) **Member Transactions.** In matters where Voting Members transact business on behalf of the Association under these Bylaws, a simple majority shall be necessary for the adoption of the matter.

5.9 Resignation. A Director may resign at any time by delivering written notice to the Secretary. The resignation shall be effective upon delivery, unless the notice specifies a later date.

5.10 Removal. A Director may be removed by (a) two-thirds of eligible Voting Members where a quorum is present, or (b) three-quarters of the full Board, with the Director proposed to be removed not voting. If the removal is by a petition of the members, that petition must be signed by all members who were present for and participated in the vote. If the Director proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Director must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. Any removal or resignation of a person as a Director, automatically results in that person's immediate removal or resignation as an Officer.

5.11 Compensation. Directors do not receive compensation for their services but may be reimbursed for authorized expenses on behalf of the Association. Authorized expenses must be approved, and reimbursements may not exceed budgeted amounts without approval of the Chair.

Article VI – Officers

6.1 Officers. Officers of the Association shall be Chair, Vice Chair, Secretary, Treasurer, and President & CEO. Each Officer shall exercise the powers and perform the duties set forth herein.

6.2 Duties of Officers.

(a) **Chair.** The Chair shall preside at all Board meetings, serve as Chair of the Executive Committee, oversees Executive Committee activities, and report the affairs of the Association at each annual meeting.

(b) **Vice Chair.** The Vice Chair shall act as the Chair in his or her absence. In the case of the disability or death of the Chair, the Vice Chair shall carry out the duties of the Chair and shall chair meetings of the Board and the Executive Committee until a replacement is installed. In the case of the disability or death of the Chair and Vice Chair, the Immediate Past Chair shall carry out the duties of the Chair and shall chair meetings of the Board and the Executive Committee until a replacement is installed.

- (c) **Secretary.** The Secretary shall give, or cause to be given, notice of all meetings of the Board, ensure that minutes of the meetings of the Board and Executive Committee are recorded and retained in a manner consistent with the Association's record retention policy; superintend the registration of proxies, as hereinbefore provided; supervise the conduct of ballots, as hereinafter provided; assure that all notices are given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall perform such other duties as may be prescribed by the Board or Chair.
- (d) **Treasurer.** The Treasurer shall be the Chair of the Finance Committee. The Treasurer shall provide to the Board, at the regular meetings or whenever requested by the Chair, an account of all financial transactions and of the financial condition of the Association. The Treasurer shall have oversight of the Association's annual budget, investments and fiscal policies.
- (e) **President & CEO.** The President & CEO shall be responsible for the day to day operations of the Association, who shall serve at the pleasure of the Board and report to the Chair. The President shall be an ex-officio, non-voting member of the Board or should not be counted for purposes of determining the existence of a quorum. The President & CEO shall have full responsibility for and control of all administrative and operational matters of the Association, and such other powers and duties of management and supervision usually vested in the office of president of a corporation.

The Chair, Vice Chair, Secretary, and Treasurer are all Officer Directors set forth in Article 5.2 (a).

- 6.3 Term.** The term for each Officer Director shall be two (2) years in duration. Terms coincide with the fiscal year. Officer Directors may serve no more than two (2) consecutive terms in the same role, and no more than five (5) consecutive terms on the National Board of Directors. The foregoing consecutive term limit does not apply in the event a) a member of the National Board of Directors is currently Chair and reelected they may serve one (1) additional term for a total of two (2) terms as Chair or b.) is nominated and selected by the Nominations and Elections committee as the Chair for the first time at the end of his/her fifth (5th) consecutive term on the National Board, and may serve for one (1) additional term on the National Board as Chair and corresponding additional terms on the Board as IPC thereafter.
- 6.4 Resignation.** An Officer may resign at any time by delivering written notice to the Secretary. The resignation shall be effective upon delivery, unless the notice specifies a later date.
- 6.5 Removal of Officers.** Any Officer may be removed at any time, with or without cause by (a) two-thirds of eligible Voting Members where a quorum is present, (b) by three-quarters of the full Board, with the Officer proposed to be removed not voting, or (c) upon review and recommendation from the Ethics Committee or upon its own initiative, but only at a meeting called for that purpose. If the removal is by a petition of the members, that petition must be signed by all members who were present for and participated in the vote. The notice of the meeting must state that the purpose or one of the purposes of the meeting is the removal of the Officer. The removal of an Officer shall be effective only if the number of votes cast to remove him or her constitutes a majority of the votes entitled to be cast at an election of Directors by which such Officer was elected.

Article VII – Board Committees

- 7.1 Committees.** The Board may authorize the established of standing, Ad-hoc or advisory committees to advance the mission and purpose of the Association. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. The chairperson of each committee

shall be appointed by the Board and shall oversee Committee activities. Committees are responsible to the Board. Committee members shall be appointed from the membership. Members must be in good standing as defined in paragraph 4.5(a) to be eligible for committee appointment.

7.2 Standing Committees. The Association shall have the following standing committees:

- (a) **Executive Committee.** The Executive Committee, which consists of the Chairman, Vice Chairman, Secretary and Treasurer shall have full authority to act in all situations on behalf of the full Board between meetings of the Board, except those actions reserved to the Board and those specified in Section 7.7. The Executive Committee shall consist of the Officers as defined in Section 6.1.
- (b) **Finance Committee.** The Association shall have a Finance Committee consisting of at least three (3) Directors, including the Treasurer, who shall serve as the Committee Chair. The Finance Committee shall review the annual budget for approval by the Board. The Finance Committee shall also oversee the adoption, implementation of, and compliance with the Board Conflict of Interest and Whistleblower Policies of the Association.
- (c) **Governance Committee.** The Association shall have a Governance committee consisting of at least five (5) members, including the Secretary, who shall serve as the Committee Chair. The Governance Committee shall advise the Board on the smooth and effective functioning of Board policies and practices. The committee is additionally responsible for:
 - i. Reviewing and making recommendations to the Board on matters of affiliate governance, bylaw changes and governing policies.
 - ii. Conducting the Board self-assessment instrument on a regular basis.
 - iii. Reviewing the Board committee structure every two years and making recommendations for Board approval.
 - iv. Evaluating Board gaps and development needs for the purpose of recommending suggestions for Board orientation enhancements and retreat topics.
- (d) **Nominations and Elections Committee.** The Nominations and Elections Committee shall have at least five (5) members, including a Committee Chair. The Committee Chair role, which shall be appointed by the Board, shall be filled by a past Board Chair (including the IPC). All nominations and elections will be in accordance with procedures set forth by the Nominations and Elections Committee and approved by the Board of Directors.

7.3 Ad-hoc Committees. The Association shall also have ad-hoc committees which are appointed by the Chair to address occasional or infrequent needs of the association. Ad-hoc Committees only assemble, take action, or provide reports on an as-needed basis as determined by the needs of the Association and may be formed, amended or dissolved at the discretion of the Chair and may have charges such as the following:

- (a) **Audit Committee.** The Audit Committee shall of at least three (3) or more At-Large Directors, at least one of whom has substantial financial expertise. Officers may NOT serve as members of this committee. The Audit Committee shall regularly review the adequacy of the Association's internal financial controls, review organizational risk to include material litigation and other legal matters as appropriate, review with the Association's independent public accountants the annual audit program and the Association's financial statements, and recommend to the Board the selection of the Association's independent public accountants.
- (b) **Ethics Committee.** The Ethics Committee shall consist of a Committee Chair and an equal number of Professional Members from each region. Members shall be nominated by Chair and approved

by a majority of the Board. The Ethics Committee shall be responsible for addressing issues related to organizational ethics that are referred to the Committee by the Board.

- (c) **Membership Committee.** The Membership Committee shall consist of at least three (3) Directors. The Membership Committee shall be responsible for the review and recommendation of items to enhance the development and growth of the Association's members.

7.4 Advisory Committees. The Board may establish one or more Advisory Committees and appoint any individuals to serve on any such Advisory Committee. Any Advisory Committee so established by the Board shall provide advice to the Board on matters as requested by the Board to assist the Board in carrying out the purposes of the Association as set forth in Article III of the Association's Certificate of Incorporation. An Advisory Committee shall act only in an advisory capacity and may make recommendations to the Board or any Board Committee but shall have no authority to act on behalf of the Board or the Association.

7.5 Voting. A quorum, for the purposes of Board Committee actions shall be the majority of the number of the committee members. In the absence of a quorum, the Committee chair may adjourn the meeting until a quorum is obtained.

7.6 Ex-Officio Members. The President shall serve as an ex-officio member of all committees. The President may from time to time appoint one or more additional persons as ex-officio members of committees. Ex-officio members of committees shall be entitled to all the rights and privileges of regular committee members but shall not vote or be counted in determining the existence of a quorum.

7.7 Authority of Committees. To the extent specified by the Board, each committee may exercise the authority of the Board. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct required of a Director. A committee may not:

- (a) approve or recommend to Members action that is required by law to be approved by Members;
- (b) fill vacancies on the Board or on any of its committees;
- (c) amend the Certificate of Incorporation;
- (d) amend or repeal these Bylaws, or adopt new Bylaws;
- (e) approve a plan of merger, consolidation, or dissolution; or
- (f) amend or repeal any resolution of the Board;
- (g) elect or remove Officers and Directors; or
- (h) adopt a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Association.

7.8 Committee Meetings. Unless otherwise defined, the provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board shall apply to committees and their members as well.

Article VIII – Conflicts of Interest

8.1 The Officers and Directors of the Association shall exercise the utmost good faith in all transactions touching upon their duties to the Association and its property. In their dealings with and on behalf of the Association, they are held to a strict rule of honest and sincere dealing between themselves and

the Association. They shall not use their positions, or knowledge gained therefrom, so that a conflict of interest might arise between the Association's interest and that of the Director, Officer, or employee. Other such actions that may be deemed conflict of interests are outlined in the Association's Conflict of Interest Policy.

Article IX – Limit on Liability and Indemnification

9.1 Definitions. For purposes of these Bylaws the following definitions shall apply:

- (a) "corporation" means this Association only and no predecessor entity or other legal entity.
- (b) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification.
- (c) "governing documents" include the Association's Certificate of Incorporation, the Association's Bylaws, chapter affiliation agreements, and the Association's operating standards and policies.
- (d) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan.
- (e) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; and,
- (f) "proceeding" means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

9.2 Limit on Liability and Insurance. To the extent permitted by the New York nonprofit corporation law, the Association is authorized to purchase and maintain insurance:

- (a) To indemnify the Association for any obligation which it incurs as a result of indemnification of Directors, Officers, employees, and agents;
- (b) To indemnify Officers, Directors, employees, and agents in instances in which they may be indemnified by the Association. Any amounts payable as indemnification under this Article IX shall be limited by the amount of money collectible under the Association's insurance coverage

9.3 Indemnification. The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a Director, Officer, employee or agent of the Association, against liability as defined herein.

- (a) No indemnification may be made to or on behalf of any such person if:
 - i. his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding, or
 - ii. he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.
- (b) The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators.

9.4 Special legal counsel selected to make determinations under this Article may be counsel for the Corporation.

Article X – Miscellaneous Provisions

- 10.1 Corporate Seal.** The seal of the Association shall be circular in form and shall have displayed in its center two left hands in a grasp from top to bottom, on the outer rim the words, National Association of Black Accountants, Inc. ®, and immediately below the seal, is written, in italics, “*Lifting As We Climb*” in quotations.
- 10.2 Fiscal Year.** The fiscal year of the Association shall be determined at the discretion of the Board.
- 10.3 Parliamentary Authority.** Robert’s Rules of Order, latest edition, shall be the parliamentary authority governing the Association in all instances wherein its provisions do not conflict with the Association’s Certificate of Incorporation, these Bylaws, and any special rules of order subsequently adopted by the Board.
- 10.4 Interpretation.** For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.
- 10.5 Amendments.** These Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Board.
- 10.6 Arbitration.** Any and all civil disputes arising under these Bylaws, or in connection with an action taken by any current or former Member, Director, member of any Committee, Officer, employee, independent contractor, or agent, shall be submitted to private arbitration administered by the American Arbitration Association. Any current or former Member, Director, member of any Committee, Officer, employee, independent contractor, or agent, as well as the Association and its Directors, Officers, and employees, shall be bound by the terms of this arbitration provision. Notice of any arbitration shall be delivered to NABA’s then existing principal place of business or corporate headquarters.
- 10.7 Reference to Certificate of Incorporation.** References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.