



Approved by NABA, Inc.  
Board of Directors on  
April 19, 2015

**NATIONAL ASSOCIATION OF BLACK ACCOUNTANTS, INC.  
BYLAWS**

**PREAMBLE**

The name of this association shall be the **NATIONAL ASSOCIATION OF BLACK ACCOUNTANTS, INC.** (“Association” or “NABA” or “Corporation”). The Association shall be a not-for-profit entity under the applicable rules of the Internal Revenue Code.

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 profession with an unfaltering commitment to inspire the same in their successors.

**ARTICLE I  
MEMBERS**

1.1 Classes of Members. The Corporation shall have various classes of Members, including, but not limited to, Professional Members and Student Members, and such other additional classes of Members as may be designated by the Board of Directors from time to time. Each class of Members shall have the rights and obligations set forth in this Article I. However, only Professional Members shall have the right to vote as described below.

1.2 General Requirements for Membership. Any person wishing to be a Member of the Corporation must be genuinely interested in fostering the purposes of the Corporation. A person may be a member through affiliation with a chapter of the Corporation or, if no chapter exists in his or her location, as a member-at-large. Each Member of the Corporation shall be responsible for paying such annual dues as may be set

by the Board of Directors for his or her class of membership from time to time. The Board of Directors shall also determine the division of the annual dues between the Corporation and the chapter, if any, to which the Member belongs.

1.3 Professional Members. Professional Members shall be those persons applying for membership (a) who are certified or licensed by a state or territory or possession of the United States to practice accounting, auditing, or finance (e.g., CPA, CMA, CFA, or CIA) or (b) who are actively engaged in public, private, governmental, or academic sectors in the accounting or finance-related areas and who obtained a post-secondary degree from a college or university with a major in accounting, finance, or other business-related field. Professional Members shall be required to pay such annual dues as may be set by the Board of Directors from time to time.

1.4 Student Members. Student Members shall be those persons applying for membership who are high-school or full-time or part-time undergraduate or graduate students at a college or university majoring in accounting, finance, or other business-related field. Student Members shall be required to pay such annual dues as may be set by the Board of Directors from time to time.

1.5 Number of Members. The number of Members to be admitted to each class of Members shall be fixed from time to time by the Board of Directors.

1.6 Qualification of Members. Each candidate to become a Professional or Student Member or a Member of any other class established by the Board of Directors as provided in these Bylaws shall apply for membership on an application form specified by the Board of Directors. The Board of Directors may refuse membership to persons who demonstrate or espouse positions harmful to the purpose of the Corporation.

1.7 Rights and Privileges of Members. Professional Members shall be eligible to vote as provided in these Bylaws, serve on the Board of Directors or committees, and hold office. Student Members or any other class of Members established by the Board of Directors as permitted in these Bylaws shall not have any voting rights and shall not be eligible to serve on the Board of Directors or hold any office. All Members are eligible to attend meetings and educational sessions for the general membership. Professional

Members in good standing shall have the right to vote on the election of the Corporation's officers and directors and, within their Region as described below, for Regional officers and/or directors, and shall have the right to vote on any amendment to the Certificate of Incorporation or these Bylaws, as specified in section 11.4, or any other matter required to be submitted to the Members for a vote by law. A member in good standing as prescribed in these Bylaws for the purpose of voting, nominating and candidacy, shall be those members shown on National records as paid members as of the Record Date as defined in Section 2.4. Also, Members shall not be known by the Corporation to be in good standing if subject to any review by the Ethics Committee, have any action taken against him/her by any industry body or are convicted in a criminal case. Each Professional Member shall be entitled to one vote on each matter presented to the Professional Members for a vote. All other rights and privileges of the Members shall be determined by the Board of Directors in its discretion from time to time.

1.8 Termination of Membership. The Board of Directors may terminate the membership of any Member or class of Member at any time, with or without cause, upon review and recommendation from the Ethics Committee or upon its own initiative. Any such termination may be made only upon the affirmative vote of two-thirds of the directors then serving on the Board of Directors. Any member whose membership has been terminated by the NABA Board of Directors may not reapply for membership into NABA for a period of 5 years, after which the Board has discretion to accept the individual's application. If membership is revoked, the former member is ineligible to serve in any elected or appointed position in the Association. Membership in the Corporation will automatically terminate upon the death of the Member, upon the failure of the Member to pay required annual dues in accordance with policies and procedures established by the Board of Directors, or upon resignation of the Member.

1.9 Resignation of Member. Any Member may resign as a Member by written notice to the Secretary. The resignation shall be effective as of the date received by the Secretary.

**ARTICLE II**  
**MEETINGS OF MEMBERS**

2.1 Place and Time of Meetings. Meetings of Members may be held at such place, either within or without the State of New York, and at such time as may be provided in the notice of the meeting and approved by the Chair or the Board of Directors.

2.2 Annual Meeting. The annual meeting of Members shall be held on such date as is determined by the Chair or the Board of Directors.

2.3 Special Meetings. Special meetings of the Members may be called by the Chair, or the Board of Directors. Special meetings shall be called by the Secretary upon demand of the Members as required by law. Only business within the purpose or purposes described in the notice for a special meeting of Members may be conducted at the meeting.

2.4 Record Dates. The record date for determining Members entitled to demand a special meeting is the date the first Member signs the demand that the meeting be held.

Except as is provided in the preceding paragraph or in Section 2.5, the Board of Directors may fix, in advance, a record date to make a determination of Members for any purpose, to include candidacy, nominations, and voting, such date to be not more than 50 days and not less than 10 days before the meeting or action requiring a determination of Members. If no such date is set for any meeting of Members then, except as is provided in the preceding paragraph, the record date shall be the close of business on the day before the date on which the first notice of the meeting is mailed. If notice is given in any other manner, then the record date shall be the close of business on the day before the date on which the first notice of the meeting is given. When a determination of Members entitled to notice of or to vote at any meeting of Members has been made, such determination shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date.

2.5 Notice of Meetings. Written notice stating the place, day, and hour of each meeting of Members and, in case of a special meeting, the purpose or purposes for which

the meeting is called, shall be given not less than 10 nor more than 50 days before the date of the meeting (except when a different time is required by law) either personally or by mail, electronic mail, messenger, facsimile, or other means of written communication or by telephoning such notice to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail with postage thereon prepaid, addressed to the Member at his address as it appears on the Corporation's current record of Members. If given in any other manner, such notice shall be deemed to be effective when given personally or sent by electronic mail, messenger, facsimile, or other means of written communication to be delivered.

If a meeting is adjourned to a different date, time, or place, notice need not be given if the new date, time, or place is announced at the meeting before adjournment. However, if a new record date for an adjournment is fixed, notice of the adjourned meeting shall be given to persons who are Members as of the new record date unless a court provides otherwise.

2.6 Waiver of Notice; Attendance at Meeting. A Member may waive any notice 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 (i) 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 (ii) 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.

2.7 Quorum and Voting Requirements.

(a) Except as otherwise provided in this Section 2.7, Members holding ten (10) percent of the votes entitled to be cast represented in person or by written ballot shall constitute a quorum. Once a Member is represented for any purpose at a meeting,

the Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. The vote of a majority of the votes entitled to be cast by the Members present or by written ballot 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.

(b) In matters related to the amendment of the Articles of Incorporation or this Section 2.7 of these Bylaws, a majority of the votes entitled to be cast in person or by written ballot shall constitute a quorum. The vote of a majority of all of the votes cast on such a transaction, at a meeting at which a quorum is present, shall be necessary for the adoption of the matter.

(c) Less than a quorum may adjourn a meeting.

2.8 Action Without Meeting. Action required or permitted to be taken at a Members' meeting may be taken without a meeting and without action by the Board of Directors if the action is taken by all the Members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed by all the Members entitled to vote on the action, and delivered to the Secretary of the Corporation for inclusion in the minutes or filing with the corporate records. Any action taken by unanimous written consent shall be effective when all consents are in the possession of the Corporation, unless the consent specifies a different effective date and states the date of execution by each Member, in which event it shall be effective according to the terms of the consent. A Member may withdraw his consent only by delivering a written notice of withdrawal to the Corporation before the time that all consents are in the possession of the Corporation.

The record date for determining Members entitled to take action without a meeting is the date the first Member signs the consent described in the preceding paragraph.

If notice of proposed action is required by law to be given to nonvoting Members and the action is to be taken by unanimous consent of the voting Members, the

Corporation shall give its nonvoting Members written notice of the proposed action at least ten days before the action is taken. The notice shall contain or be accompanied by the same material that would have been required to be sent to nonvoting Members in a notice of meeting at which the proposed action would have been submitted to the Members for action.

### **ARTICLE III DIRECTORS**

3.1 General Powers. The Corporation shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Certificate of Incorporation.

3.2 Number and Appointment/Election. The Corporation shall have not less than ten (10) and not more than seventeen (17) directors. The Corporation's Board of Directors shall consist of (a) those individuals who are elected by the Members entitled to vote thereon from a slate of candidates presented to the Members by the Nominating Committee to hold the following official positions within the Corporation: Chair, Vice Chair, Secretary, and Treasurer (referred to herein as the "Officer Directors"); (b) Regional Presidents who shall be nominated and elected by the Members entitled to vote within each Region (referred to herein as the "Regional Directors"); and (c) not less than two (2) and not more than nine (9) individuals who shall be elected by the Members entitled to vote thereon from a slate of candidates presented to the Members (referred to herein as the "National Directors"). To qualify to be elected as a National Director of the Corporation, the individual shall meet such requirements and qualifications as may be established by the Board of Directors from time to time. A National Director shall serve a term of two (2) years. All other directors shall serve a term that equals his or her tenure in the office or position specified. No individual shall be elected as a director without his or her prior consent. No director may serve more than ten (10) consecutive years on the Board of Directors.

3.3 Removal; Vacancies. The Members entitled to vote 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 or one of the purposes of the meeting is the removal of the director. The removal of a director 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 director was elected. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director or an increase in the number of directors may be filled by (i) the Board of Directors, or (ii) the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, 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 director.

3.4 Regular Meetings. The Board of Directors shall adopt a schedule of meetings each year which shall be considered regular meetings. Regular meetings shall be held at such times and at such places, within or without the State of New York, as the Chair, the President and CEO, or the Board of Directors shall designate from time to time. If no place is designated, regular meetings shall be held at the principal office of the Corporation.

3.5 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or one-third of the directors of the Corporation then serving, and shall be held at such times and at such places, within or without the State of New York, as the person or persons calling the meetings 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.

3.6 Notice of Meetings. Notice of regular or special meetings of the Board of Directors shall be given to each director in person or delivered to his residence or business address (or such other place as the director may have directed in writing) not less than five (5) days before the meeting by mail, electronic mail, messenger, telecopy, telegraph, or other means of written communication or by telephoning such notice to the director. Any

such notice shall set forth the time and place of the meeting and state the purpose for which it is called.

3.7 Waiver of Notice. A director may waive any notice 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 the next paragraph of this Section 3.7, 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.

3.8 Quorum; Voting. A majority of the number of directors then serving shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. 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 of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors 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.

3.9 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

3.10 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents

stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 3.10 becomes 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.

3.11 Compensation. No director shall be entitled to any compensation for services as a director.

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

#### **ARTICLE IV REGIONS**

The membership of the Corporation shall be divided into Regions. The states, territories, or jurisdictions to be included within each Region shall be determined by the Board of Directors from time to time.

#### **ARTICLE V COMMITTEES OF DIRECTORS**

5.1 Executive Committee. The Corporation shall have an Executive Committee, which shall have full authority to act in all situations for the Board of Directors between meetings of the Board of Directors except those reserved to the Board of Directors and those specified in Section 5.4 of these Bylaws. The Executive Committee shall consist of the Officer Directors as defined in Section 3.2 of these Bylaws. Any actions taken by the Executive Committee may be ratified by the Board of Directors to the extent the Board of Directors determines such ratification to be necessary or appropriate.

5.2 Additional Committees. In addition to the Executive Committee, the Corporation shall have the following standing committees:

(a) Nominating Committee. The Corporation shall have a Nominating Committee. The Nominating Committee shall recommend the names of individuals for election as National Directors and Officer Directors of the Corporation.

(b) Audit Committee. The Corporation shall have an Audit Committee consisting of three or more directors who shall not be officers of the Corporation and at least one of whom has substantial financial expertise. The Audit Committee shall regularly review the adequacy of the Corporation's internal financial controls, review organizational risk to include material litigation and other legal matters as appropriate, review with the Corporation's independent public accountants the annual audit program and the Corporation's financial statements, and recommend to the Board of Directors the selection of the Corporation's independent public accountants.

(c) Finance Committee. The Corporation shall have a Finance Committee consisting of at least three directors, including the Treasurer, who shall be the Chair of the Finance Committee. The Finance Committee shall be responsible for the preparation of the annual budget for approval by the Board of Directors, review of fiscal year expenditures, and review of policies and procedures for the Corporation's financial operations.

(d) Ethics Committee. The Corporation shall have an Ethics Committee consisting of a chair and an equal number of Professional Members from each region, who shall be nominated by the respective Regional Presidents, subject to the approval of the Board of Directors. The Ethics Committee shall be responsible for addressing issues related to organizational ethics that are referred to the Committee by the Board of Directors.

(e) Arbitration Committee. The Corporation shall have an Arbitration Committee consisting of a chair and an equal number of Professional Members from each region, who shall be nominated by the respective Regional Presidents, subject to the approval of the Board of Directors. The Arbitration Committee shall be responsible for review and recommendation to the Board of Directors of items in dispute within the Corporation.

(f) Membership Committee. The Corporation shall have a Membership Committee consisting of a chair and three directors. The Membership Committee shall be responsible for the review and recommendation of items to enhance the development and growth of the Corporation's members.

(g) Additional Committees. The Corporation may have the following additional standing committees or any other committees deemed advisable or necessary by the Board of Directors, the chair and members of which shall be appointed by the Chair, subject to the approval of the Board of Directors: Governance Committee, Organizational Effectiveness and Personnel Committee, and any other committee determined by the Board of Directors to be necessary or appropriate.

5.3 (intentionally left blank)

5.4 Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) approve or recommend to Members action that is required by law to be approved by Members; (ii) fill vacancies on the Board of Directors or on any of its committees; (iii) amend the Certificate of Incorporation; (iv) adopt, amend, or repeal these Bylaws; or (v) approve a plan of merger or consolidation. 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.

5.5 Committee Meetings; Miscellaneous. To the extent not otherwise provided in these Bylaws or by direction of the Board of Directors, the provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees and their members as well. Each committee shall be required to develop, adopt, and regularly review a charter setting forth such committee's duties, responsibilities, and authority to act. Each such charter and any subsequent changes to a charter shall be approved by the Board of Directors.

**ARTICLE VI**  
**OFFICERS**

6.1 Officers. The officers of the Corporation, who shall also serve as the Officer Directors of the Corporation, shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The President and CEO shall also serve as a Corporate officer. No person may hold more than one office.

6.2 Election Term. Subject to the qualifications for officers set forth, officers (other than the President and CEO) shall be elected by the Members entitled to vote thereon. The officers (other than the President and CEO) shall hold office, unless removed, for a term that equals his or her tenure in the specified office or until his or her successors are elected. No officer (other than the President and CEO) may serve more than two consecutive terms in the same office. The President and CEO shall be appointed by the Board of Directors whenever a vacancy occurs in such office. Any officer may resign at any time upon written notice to the Board of Directors, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date.

6.3 Removal of Officers. The Members entitled to vote for the election of a director or the Board of Directors may remove any officer or assistant officer at any time, 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 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.

6.4 Chair. The Chair, if present, shall chair all meetings of the Board of Directors and the Executive Committee.

6.5 Vice Chair. 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 of Directors and the Executive Committee in the absence of the Chair.

6.6 President and CEO. The President and CEO shall be the chief executive officer of the Corporation and shall be responsible for the day-to-day supervision and operation of the Corporation under the direction and control of the Chair and the Board of Directors in accordance with the Corporation's Certificate of Incorporation and these Bylaws. The President and CEO shall manage the Corporation's national office and staff, coordinate the business affairs of the Corporation, and perform such other duties as may be assigned to him or her by the Chair or the Board of Directors.

6.7 Secretary. The Secretary shall keep a faithful record of all meetings of the Board of Directors, give notice of the time and place for holding each meeting of the Members, the Board of Directors, and the Executive Committee as specified in these Bylaws, and file and safely keep all documents entrusted to his or her care.

6.8 Treasurer. The Treasurer shall be the Chair of the Finance Committee. The Treasurer shall have oversight of the annual budget and investments of the Corporation and review fiscal year-end expenditures and fiscal policies and procedures for the Corporation's financial operations.

## **ARTICLE VII ADVISORY COMMITTEES**

The Board of Directors 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 of Directors shall provide advice to the Board of Directors on matters as requested by the Board of Directors to assist the Board of Directors in carrying out the purposes of the Corporation as set forth in Article III of the Corporation's Certificate of Incorporation. An Advisory Committee shall act only in an advisory capacity and may make recommendations to the Board of Directors or any committee of the Corporation, but shall have no authority to act on behalf of the Board of Directors or the Corporation.

**ARTICLE VIII**  
**CONFLICTS OF INTERESTS**

8.1 Duty of Directors, Officers, and Employees. The directors, officers, and employees of the Corporation shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and sincere dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict of interest might arise between the Corporation's interest and that of the director, officer, or employee. Other such actions that may be deemed conflict of interests are outlined in the Corporation's Conflict of Interest Policy.

**ARTICLE IX**  
**LIMIT ON LIABILITY AND INDEMNIFICATION**

9.1 Definitions. For purposes of this Article the following definitions shall apply:

- (a) "Corporation" means this Corporation 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) "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;
- (d) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;
- (e) "predecessor entity" means a legal entity whose existence ceased upon its acquisition by the Corporation in a merger or otherwise; 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. In every instance in which the New York Not-for-Profit Corporation Law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its members, the directors and officers of the Corporation shall not be liable to the Corporation or the Members.

9.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was, or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 9.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of directors and officers of the Corporation, as provided by law, and in the case of persons other than directors and officers of the Corporation, as provided in Section 9.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel selected by agreement of such person and the Board of Directors. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without

reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 9.3.

9.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 9.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 9.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 9.3 of this Article shall be limited by the provisions of this Section 9.4.

9.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to

indemnification by the Corporation to the extent he or she is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

9.6 Amendments. The rights to indemnification and the advancement and reimbursement of expenses conferred in this Article shall be deemed contract rights between the Corporation and each individual entitled to such rights and shall vest at such time as the act or omission giving rise to the rights under this Article occurs. Once vested, an individual's rights under this Article with respect to such act or omission shall not be reduced or eliminated by any subsequent repeal, modification, or amendment of these Articles of Incorporation or of the Corporation's Bylaws.

## **ARTICLE X CORPORATE SEAL**

10.1 The seal of the Corporation 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.

## **ARTICLE XI MISCELLANEOUS PROVISIONS**

11.1 Fiscal Year. The fiscal year of the Corporation shall be determined in the discretion of the Board of Directors.

11.2 Parliamentary Authority. Robert's Rules of Order, latest edition, shall be the parliamentary authority governing the Corporation in all instances wherein its provisions do not conflict with the Corporation's Certificate of Incorporation, these Bylaws, and any special rules of order subsequently adopted by the Board of Directors.

11.3 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.

11.4 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Board of Directors. Bylaws made by the Board of Directors may be repealed or changed and new Bylaws may be made by the Members.

11.5 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 the Executive Committee, officer, employee, independent contractor, or agent, shall be submitted to private arbitration to the American Arbitration Association. If the American Arbitration Association is not then in existence and there is no successor, or if for any reason the American Arbitration Association fails or refuses to act, the arbitration shall be in conformity with and subject to the provisions of the applicable New York state statutes (if any) relating to arbitration at the time of the notice. Any current or former Member, director, member of the Executive Committee, officer, employee, independent contractor, or agent, as well as the Corporation and its directors, officers, and employees, shall be bound by the terms of this arbitration provision. All proceedings will be conducted pursuant to the Federal Rules of Civil Procedure. Notice of any arbitration shall be delivered to NABA's then existing principal place of business or corporate headquarters.