



BYLAWS

OF

**THE DISTRICT OF COLUMBIA HISTORICALLY BLACK
COLLEGES AND UNIVERSITIES ALUMNI ALLIANCE,
INCORPORATED (DCHBCUAA)**

Amended July 2021

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**BYLAWS OF THE WASHINGTON DISTRICT OF COLUMBIA (DC)
METRO HISTORICALLY BLACK COLLEGES AND UNIVERSITIES
(HBCU) ALUMNI ALLIANCE INCORPORATED NONPROFIT
ORGANIZATION**

PREAMBLE:

We, the Historically Black Colleges and Universities (HBCU) Member Chapters, graduates, former students, and friends of HBCUs pledge support to the Washington, DC Metro HBCU Alumni Alliance Incorporated (DCHBCUAA). We commit our talents, skills, and resources to the preservation and advancement of the Washington, DC Metro HBCUAA Inc.

ARTICLE I - ORGANIZATION

The name of this Organization shall be the Washington, DC Metropolitan Historically Black Colleges and Universities Alumni Alliance, Incorporated (DCHBCUAA), a non-profit based organization and affiliate chapter of the National HBCU Alumni Alliance Incorporated, and its principal office shall be in Washington, DC. There shall be kept in the principal office of the DCHBCUAA an electronic record of membership and books (electronic) of account of the activities and transactions of this Organization, including an electronic minutes book that shall contain a copy of these Bylaws and all amendments thereto, and all minutes of meetings of the Organization. Electronic copies of the minutes will be made available to Member Chapters and archived. The DCHBCUAA shall primarily operate within a fifty (50) mile radius of Washington, DC (north, south, east, and west).

ARTICLE II - PURPOSE AND GENERAL POLICY

Section 2.1. Purpose. The purpose of the DCHBCUAA is to support the mission of Historically Black Colleges and Universities Alumni Chapters in the Washington, DC metropolitan area only. DCHBCUAA supports alumni activities that focuses on enhancing the financial impact of HBCUs, and engaging students' interest in attending HBCUs. As a part of our community programs, the DCHBCUAA will focus on Health and Wellness, Hunger, and Higher Education which have a direct impact on underprivileged and disadvantaged communities.

This Organization shall not replace, supersede, or act in the fashion of participating Member Chapters' National Alumni Associations.

The DCHBCUAA shall be specifically operated and structured as a nonprofit Organization under the laws of the District of Columbia solely for charitable and educational purposes as permitted under the Nonprofit Organization Laws of the District of Columbia and within Section 501 (c) (3) of the Internal Revenue Service Code (or corresponding provisions of any subsequent Federal

tax laws), and to engage in any lawful activities related thereto.

Section 2.2 Parliamentary Authority. The Bylaws of the DCHBCUAA shall be the principal governing documents of this Organization. The rules contained in the current edition of Robert's Rules of Order, Newly Revised Edition shall govern the organization in all cases to which they are applicable and are not inconsistent with the DCHBCUAA Bylaws.

The governing documents will be used in said order:

1. DCHBCUAA Bylaws
2. National HBCU Alumni Alliance Bylaws
3. The rules contained in the current edition of Robert's Rules of Order, Newly Revised Edition

Section 2.3. Non-Discrimination. In the performance of its duties in the operation of the DCHBCUAA, including, but not limited to the hiring of staff, this organization shall not discriminate against any person based on any protected class as defined by the Equal Employment Opportunity Commission.

ARTICLE III - MEMBERSHIP

Section 3.1. Membership. Each Member Chapter or approved Auxiliary Organization must sign a Memorandum of Understanding (MOU) and adhere to the terms of the agreement in order to benefit in profit sharing with the DCHBCUAA. The following sections describes the two types of membership:

3.1.A. ALUMNI MEMBERSHIP (also referred to as 'MEMBER CHAPTER'). Any HBCU Alumni Chapter that is in good standing with its National Alumni Association and University or College is eligible to become a Member Chapter of the DCHBCUAA. Each Member Chapter Representative must obtain a signed letter on chapter letterhead from his/her College or University Alumni Chapter President stating he/she is the official Washington, DC Metro HBCUAA Representative for their Alumni Chapter. In order to participate in DCHBCUAA Profit Sharing, Member Chapters must adhere to the terms and conditions of the signed MOU agreement each fiscal year.

3.1.B. AUXILIARY ORGANIZATIONS MEMBERSHIP (also referred to as 'Aux Orgs'). In order to become an Auxiliary organization member of the DCHBCUAA, the organization must align with the vision and mission of the DCHBCUAA and obtain approval by the Executive Board.

Section 3.2. Membership Fee. Each Member Chapter and Aux Org seeking membership shall pay a one-time initial membership fee to become a Member Chapter of the DCHBCUAA.

The initial membership fee is subject to change by the Executive Board and approval by the Member Chapters.

Section 3.3 The Organizations' fiscal year is from January 1 to December 31.

ARTICLE IV – VOTING

Section 4.1. Quorum. No action may be taken at a meeting of the DCHBCUAA unless a quorum is present or such action is expressly provided for elsewhere in the Bylaws. Twenty-five percent (25%) presence of financial Member Chapters and Aux Orgs of the DCHBCUAA shall constitute a quorum for the transaction of business (i.e. 60 chapters requires 15 chapter representatives present). In establishing a quorum, chapters attending via conference call will be counted as participating in the meeting.

Section 4.2. Voting. If a quorum is present, the affirmative vote of the majority present at the meeting and entitled to vote on the subject matter shall be the act of the DCHBCUAA. Each Member Chapter and Aux Org shall have one (1) vote, and except as otherwise provided by applicable law or in the Bylaws, all questions shall be determined by a majority vote of the Member Chapters present.

ARTICLE V - MANAGEMENT OF THE DCHBCUAA

Section 5.1. Authority. DCHBCUAA shall have authority to manage its affairs and exercise such powers and privileges as may be deemed expedient for interests of this organization, subject to applicable law, the terms of the Articles of Incorporation and these Bylaws, and such policies and directions as may be prescribed from time to time by the Organization or the Executive Board.

A. Adopt and use a logo and/or seal for the DCHBCUAA and alter the form of the same and approval of its use. The official university logos and/or seals for any member chapter will not be used. Alter the form of the logo with coordination and/or approval of the National body.

B. One (1) or more bonded officers from the Executive Board as designated by the body may borrow money executed and delivered for this Organization's purpose and incur indebtedness on behalf of the DCHBCUAA, cause to be made, debentures, deeds of trust, mortgages, pledges and other evidences of debt and securities, and designate one or more bonded officers to exercise these powers on behalf of the DCHBCUAA.

C. Exercise any and all other powers or duties deemed by the DCHBCUAA to be necessary to the proper functioning of DCHBCUAA so long as such powers or duties in no way violate applicable law, the Articles of Incorporation, or the Bylaws.

D. Only the DCHBCUAA President can sign contracts on behalf of the DCHBCUAA.

ARTICLE VI - MEETINGS

Section 6.1. Meetings. Regular meetings of the DCHBCUAA shall be held on a monthly basis, or as deemed necessary, from January thru December at such time and place as the DCHBCUAA Organization may designate.

Section 6.2. Special Meetings. Special meetings of the DCHBCUAA may be called at any time at the request of the President, in concurrence with the Executive Board, with notice given as provided in Section 6.4 of this Article.

Section 6.3. Executive Board Meetings. The Executive Board of the DCHBCUAA shall meet monthly, or as deemed necessary, and scheduled by the President.

Section 6.4. Notice. Notice of any special meeting plus a tentative agenda for the special meeting shall be given to the Member Chapters and Aux Orgs of the DCHBCUAA by the President, the Recording Secretary, or such person as the President may designate. Such notice and agenda may be given in person or by telephone, by electronic mail, by facsimile, or it may be sent by United States mail, postage paid, advising of the time and place of the meeting using the address of the Member Chapter as shown on the records of this Organization. All such notices must be given at least three (3) days prior to the date of the meeting for which such notice is given.

Section 6.5. Participation in Meetings. A Member Chapter and Aux Org may have additional participants in any meeting of the Organization in-person, by means of conference telephone, or similar communication equipment, so long as all the Member Chapter and Aux Org Representatives participating in the meeting can hear others. Member Chapters and Aux Orgs shall ensure representation at DCHBCUAA meetings in accordance with the current MOU signed by Member Chapters and Aux Orgs.

Section 6.6. Minutes. Adequate written minutes shall be kept, recording the acts and proceedings at meetings of the DCHBCUAA. Electronic copies of the minutes will be made available to Member Chapters and archived. Such minutes shall be prepared by the Recording Secretary and reported and approved at the next succeeding meeting of the DCHBCUAA.

ARTICLE VII - OFFICERS, NOMINATION COMMITTEE/PROCESS AND ELECTIONS

Section 7.1. Number of Officers and Term of Service.

7.1.A Number of Officers - The DCHBCUAA, Inc. shall be:

President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary and Parliamentarian and other officers as the Organization may deem appropriate.

7.1.B Term of Service - The term of each office shall last for two (2) years. All officers are limited to serving no more than two (2) consecutive terms in the same office. In filling vacancies for an expired term, an officer who has served more than half a term (i.e. more than 1 year) in an office is considered to have served a full term. There shall

be no more than one (1) Executive Board member from one Member Chapter or Aux Org on the Executive Board. All Member Chapters and Aux Orgs having met the financial requirements of payment of their national, regional, chapter and any other stipulated financial chapter payment(s) shall be eligible to cast an individual vote for the above elected officers (Article III, Section 1).

Nomination(s) for an elected office shall be restricted to Member Representative having met the financial obligations as prescribed in the aforementioned chapter membership requirements in Section 3.1. No Member Representative shall be eligible for an appointed officer position unless their chapter has met the proper financial membership requirements. NO elected officer of the DCHBCUAA shall hold a Committee chair, or any other position while serving as an elected officer, except by approval of the body.

Section 7.2. Eligibility Term. All Member Chapters and Aux Orgs having met the financial requirements of payment of their national, regional, chapter and any other stipulated financial chapter payment(s) shall be eligible to cast an individual vote for the above elected officers (Article III, Section 1).

All officers shall be a member of a participating Member Chapter of the DCHBCUAA stated in Article III Section 3.1. No officer shall hold more than one(1) office. Each officer shall serve during the term for which he/she is elected and until his or her successor is elected and installed. All elected officers in the DCHBCUAA shall have served in an elected position, on their local chapter's Executive Board/Committee, or served in an elected national position in their College or University National Alumni Association, to be considered for nominations prior to the election of officers.

Section 7.3. Elections. All officers shall be elected by the DCHBCUAA at a meeting held in November of every two (2) years. In the event of the cancellation of the November monthly meeting, the DCHBCUAA elections will be held at the first available meeting.

Section 7.4. Voting Eligibility. In order to be eligible to vote in the November DCHBCUAA elections, a Member Chapter and Aux Org must have paid its initial membership fee prior to the November election. If the November election is delayed or postponed, then the election shall be rescheduled for the next available monthly meeting. Only the Member Chapters and Aux Orgs recognized as eligible for the original election will be eligible to vote.

Section 7.5. Nominating and Election Committee Mission. The body shall elect the Nominating and Election Committee (up to 5 members) with the person receiving the most votes serving as Nominating Committee Chairman.

The committee will be composed of five (5) member chapter representatives to include a Chairman, Vice Chairman and three (3) additional financial member chapter representatives. The Nominating and Election Committee shall be responsible for screening candidates for elections to ensure that they meet the election qualifications. A person running for office is, by definition, barred from being a member of the Nominating and Election committee. The committee members shall interview the candidates in person or by telephone.

The Nominating and Election Committee shall identify all qualified candidate(s) for office by a majority committee vote and submit their recommendations before the DCHBCUAA in the

October meeting. The Nominating and Election Committee shall present a slate of the candidates that are known and have announced their intentions for office. Nominations from the floor must be made at the October meeting after the slate is presented.

Section 7.5.A The Nominating and Election Committee Process. The Nominating and Election Committee shall at the October meeting of the DCHBCUAA present, in writing, its slate of duly qualified nominees to fill vacancies in office occurring from the expiration of a term. The Nominating and Election Committee shall consider the interest, attendance, and work of each officer before nominating such officer for election. Any nominations from the floor shall be made at the October meeting. During the November meeting, the nominee or nominees receiving the largest number of votes cast by financial Member Chapters and Aux Orgs present and voting, a quorum being established, shall be declared elected. Installation of officers shall be at the December meeting.

Section 7.6. Unexpired Term.

7.6.A. Resignations - Any Officer may resign at any time by delivering written notice to the President or Secretary, or by giving verbal or written notice at any meeting of the Officers. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. The acceptance of such resignation shall not be necessary to make it effective.

7.6.B. Removal - An elected officer may be removed for cause by a vote of a two-thirds (2/3) vote of the active Member Chapters as defined in Article 3, Section 3.2. For any special meeting called to consider the removal of an officer, proper notices pursuant to these Bylaws must be given to all officers stating the specific purpose of the meeting and the list of allegations against the officer. "For cause" as used herein shall mean misfeasance, malfeasance and nonfeasance and shall include engaging in conduct which constitutes a serious and material deviation from recognized religious or moral standards, suffering from a mental or physical disability that substantially hinders the performance of his or her organizational duties, failing to attend three (3) unexcused DCHBCUAA meetings, or neglecting his or her organizational responsibilities to the extent that the operation of the DCHBCUAA are substantially hindered.

7.6.C. Vacancies - Any vacancy in an office occurring within an unexpired term, whether by resignation, death, disqualification, creation of a new office or removal, shall be filled by appointment from the DCHBCUAA President with the approval of the Executive Board with a candidate from the HBCU Alliance that has lost representation due to vacancy. Candidates for appointment must meet eligibility requirements of the position. A vacancy in the office of President shall be filled by the Vice President.

Section 7.7. Attendance. Any officer who is absent from a regularly scheduled meeting of the DCHBCUAA or the Executive Board must give notice prior to the absence to the appropriate officer as hereinafter set forth. Any officer who, during their two (2) year term, has three (3) unexcused absences from regularly scheduled meetings of the DCHBCUAA, without reasons satisfactory to the Executive Board, may be subject to removal from his or her position following a review by the Nominating and Election Committee.

Section 7.8. Compensation. Officers shall receive no compensation for their services, but may be reimbursed for approved in advance expenses incurred in the performance of their duties by the Treasurer.

ARTICLE VIII - DUTIES OF OFFICERS

Section 8.1. President. The President shall be the governing officer of the DCHBCUAA and shall preside at all meetings of the Organization and Executive Board. The President shall encourage Member Chapters and Aux Orgs of the DCHBCUAA to be full partners in the planning and implementation of the Organizations' events. The President shall execute on behalf of the Organization and Executive Board such contracts and other papers as may be proper under the authority delegated by the Organization and Executive Board. The President shall have ultimate responsibility for implementation of the actions of the Organization and Executive Board. The President shall be responsible for the member chapter and Aux Org retention of the Organization, which will focus on the growth and maintenance of the DCHBCUAA. The President shall establish ad hoc or special committees for specific needs or purpose(s) and shall disband such committees upon fulfillment of the specific need or purpose. The President shall be an ex-officio member of all standing committees, except the Nominating and Election Committee, and any special committee that may be created. The President shall be knowledgeable of the finances and obligations of the Organization. In the event he/she will be absent from a meeting, the President shall notify the Vice President. The President shall appoint the Parliamentarian.

Section 8.2. Vice President. The Vice President shall, at the request of the President and/or disability of the President, perform the duties and exercise the authority of the office the President. Additionally, the Vice President shall ensure strategic alignment and coordination of the focus programs, sponsorships/fundraising, and all other initiatives of the DCHBCUAA. The officer shall perform all the duties incident to their office and such other duties as from time to time that may be assigned by the President.

Section 8.3. Recording Secretary. The Recording Secretary shall attend all meetings of the DCHBCUAA and the Executive Board and shall record all votes and prepare the minutes of all proceedings of the DCHBCUAA and the Executive Board in an electronic format for record and archival purposes. The Recording Secretary shall send correspondence as requested by the President or voted by the Organization. In the event he/she will be absent from a meeting, the Recording Secretary shall notify the President and the Corresponding Secretary. The Recording Secretary shall prepare minutes of each regular or special meeting for presentation and approval at the beginning of the next regular meeting. The officer shall perform all the duties incident to their office and such other duties as from time to time that may be assigned by the President.

Section 8.4. Corresponding Secretary. The Corresponding Secretary shall attend all meetings of the DCHBCUAA and the Executive Board and in the absence of the Recording Secretary, record all votes and prepare the minutes of all proceedings of the DCHBCUAA and the Executive Board in an electronic format for record and archival purposes. The Corresponding Secretary shall be responsible for distribution of all materials that need to be mailed thru the U.S. Postal service or thru electronic mail. In the event he/she will be absent from a meeting, the Corresponding Secretary shall notify the President and the Recording Secretary.

Section 8.5. Treasurer. The Treasurer shall have the responsibility of managing funds of the DCHBCUAA. The Treasurer shall be responsible for the deposits of all monies and valuable effects in the name and to the credit of the DCHBCUAA in such depositories as may be designated by the Organization and shall be chief disbursing officer of the monies of this DCHBCUAA. Monies shall be withdrawn upon such signatures as shall be approved by the DCHBCUAA. The Treasurer shall keep accurate records of the fiscal affairs of this Organization and shall make written monthly financial statement(s) to the DCHBCUAA for acceptance subject to audit. In the event he or she will be absent from a meeting, the Treasurer shall notify the President and the Financial Secretary. The officer shall perform all the duties incident to their office and such other duties as from time to time that may be assigned by the President.

Section 8.6. Financial Secretary. The Financial Secretary shall record all funds received for the Organization's use. After consultation with and in concurrence with the Treasurer, the Financial Secretary shall report the financial status of a nominee for office or proposer of an amendment to the Bylaws to the Nominating and Election Committee, or the DCHBCUAA. In the event he/she will be absent from a meeting, the Financial Secretary shall notify the President and Treasurer. The officer shall perform all the duties incident to their office and such other duties as from time to time that may be assigned by the President.

Section 8.7. Parliamentarian. The Parliamentarian shall be an appointed position and shall aid the President in maintaining order. The Parliamentarian shall be the final Arbiter of questions of parliamentary procedure and shall use Robert's Rules of Order Newly Revised (or latest version) as the source for deciding such questions. The officer shall perform all the duties incident to their office and such other duties as from time to time that may be assigned by the President.

ARTICLE IX - EXECUTIVE BOARD

Section 9.1. Executive Board. There shall be an Executive Board that shall consist of the elected officers and standing committee chairs of the DCHBCUAA.

Section 9.2. Authority. The Executive Board shall have the power to act for the DCHBCUAA between regular meetings and when it is impractical to call a special meeting of the Organization. Any decisions made by the Executive Board shall be reported to the DCHBCUAA at the next regularly scheduled meeting. A majority of the Executive Board is necessary to act on any matter.

ARTICLE X - STANDING COMMITTEES

Section 10. Standing Committees. The following shall be the Standing Committees of this DCHBCUAA: Nominating, Membership, Higher Education, Hunger, Health and Wellness, Marketing and Communications, Logistics, and Sponsorship/Fundraising. The President may establish other committees to advance the work of the Organization, subject to approval by the Executive Board. These committees shall consist of not less than three (3) Member Chapters or

Aux Org representatives, including the chairperson. Each Standing Committee will be chaired by a financial Member Chapter or Aux Org Representative and will include Alumni from other Chapters. The President shall appoint Committee Chairpersons to the Standing Committees, except for the Nominations and Elections Committee.

The chairperson of each standing committee shall be required to make a report at each regular Organization meeting. All Committee reports may be either in person or in writing and stored electronically for record purposes. All committee chairpersons shall develop a continuity folder (electronic) that will facilitate the transfer of responsibility between outgoing and incoming chairpersons (minimal requirements include, but not limited to: points of contact, historical records of committee actions related to events, and budgets related to committee).

Section of 10.1. Nominating and Elections. The duties of the Nominating and Elections committee responsibilities are outlined in section 7.5.

Section 10.2 Membership. The Membership Committee shall be responsible for serving as outreach to local HBCU Alumni to encourage participation within their local College or University Alumni Chapter and within the DCHBCUAA. The Membership Committee shall provide receipts to the Treasurer for reimbursement of any expenditure.

Section 10.3. Higher Education Committee. The committee shall produce developmental and enrichment activities for students that assists underserved and underrepresented students seeking scholarships, resources and support with higher educational institutions, and career opportunities. The committee shall be responsible for fostering partnerships with parents, corporate sponsors, Historically Black Colleges and Universities (HBCUs), and the community at large to promote and support continued development and improvement of STEAM education, awareness, special events to include an annual STEAM workshop, and career pathway opportunities for students.

10.3.A Science, Technology, Engineering, Arts and Math (STEAM) Education and Career Pathways. The STEAM Committee was established to promote science, technology, engineering, arts, and math educational and career opportunities for students within the Metro Washington DC area. The committee is organized with the following members:

STEAM Program Director

- Initiate and set goals for the program according to suitable strategies and Objectives
- Plan the program from start to completion (including deadlines, milestones, and processes)
- Develop and approve the budget and operations
- Keep the executive committee informed with detailed and accurate reports or presentations

STEAM Program Manager

- Recruit STEAM committee members and crew members
- Delegate duties, lead and provide support for the STEAM committee members and the crew members
- Organize and facilitate the development and execution of the annual the STEAM Workshop

- Contact STEAM professionals to ask them to participate in the workshop
- STEAM Program Coordinator**
- Prepare and disseminate correspondence, memos and forms
 - Contact high school science teachers and guidance counselors to invite students to the STEAM workshop
 - Maintain a file containing contact information for students, parents, presenters and community partners

Section 10.4. Hunger Committee. The Hunger Committee promotes partnerships to bridge the hunger gap by providing food, volunteers, and financial resources to outlets that address hunger in the Washington DC area. The committee shall be responsible for incorporating a food drive and educating communities on food hardship. Additionally, the committee shall recommend other activities to the Executive Board that will foster more partnerships with corporate sponsors.

Section 10.5. Health and Wellness Committee. The Health and Wellness Committee shall increase awareness and education about the prevention of health disparities that disproportionately affect the underrepresented and disadvantaged population in the Washington, DC metropolitan area. The committee shall organize, plan and conduct events and/or initiatives to bring the awareness of health disparities, deliver education and offer health screenings to the community. The committee shall seek Organization partnerships and recommend activities to educate the community on living well and draw attention to barriers that the underserved and underrepresented communities face in making healthy choices.

Section 10.6. Marketing and Communications. The Marketing and Communications Committee shall be responsible for recommending all forms of advertising (print, electronic, audio, etc.) for all fundraising events. The Marketing and Communications Committee will bring all recommendations of advertising for fundraising events back to the DCHBCUAA for approval. The Marketing and Communications Committee shall provide receipts to the Treasurer for reimbursement of any expenditure.

Section 10.7. Logistics. The Logistics Committee shall be responsible for accountability and storage management of all Organization property. The committee shall be responsible for assisting with logistical support to the Organization's activities as requested.

Section 10.8. Sponsorship/Fundraising. The Sponsorship/Fundraising Committee will be responsible for developing and implementing a strategy for community outreach that results in selecting and submitting sponsorship requests to organizations, companies, and individuals for fundraising events in order to increase the amount of money that can be provided for scholarships for students that will be attending a HBCU. Organization, companies, and individuals identified for Sponsorship requests must meet final approval by the DCHBCUAA. All sponsorship agreements, including contracts, must obtain a signature from the DCHBCUAA President once approved by the Organization and/or

Executive Board.

ARTICLE XI – DCHBCUAA FINANCIAL MANAGEMENT

Section 11.1. Financial Accounts. The DCHBCUAA shall establish procedures for an internal audit of the financial accounts of DCHBCUAA on an annual basis. A written report of any such examination shall be made to the DCHBCUAA for review and acceptance. In the event of a changed Treasurer, the financial accounts of the Alliance shall be audited by an external auditor within 6 months of the change.

Section 11.2. Checks. All checks require two (2) signatures drawn on the funds of the Organization and shall be signed in the name of DCHBCUAA by two (2) of following signatories:

- President
- Vice President
- Treasurer

Section 11.3. Budget. The Treasurer shall, not later than January of each calendar year, prepare an annual budget for adoption by the DCHBCUAA. The Executive Board as deemed necessary can call for an external audit of the Treasurers financial reporting.

ARTICLE XII - INSURANCE

The DCHBCUAA may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee or agent of the DCHBCUAA, or is or was serving at the request of this Organization, as a director, officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her in such capacity so long as such transaction in no way violate applicable law, the Articles of Incorporation, or the Bylaws. In addition, the DCHBCUAA may purchase single event insurance in connection with its sponsorship of or participation in fundraising events.

ARTICLE XIII - PROPERTY

Section 13.1. Dedication of Property. The property of the DCHBCUAA is irrevocably dedicated to educational purposes and upon liquidation, dissolution or abandonment of the DCHBCUAA, after providing for the debts and obligations thereof, the remaining assets will not insure to the benefit of any private person but will be distributed in equal shares to all participating financial Member Chapters and financial Aux Org members.

Section 13.2. Disposition of Property upon Dissolution. Upon the dissolution of the DCHBCUAA, the Organization shall, after paying or making provision for the payment of all of the liabilities of the DCHBCUAA; after all liabilities have been paid, the DCHBCUAA will evenly disperse remaining assets among all financial Member Chapters and financial Aux Org members. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principle office of the DCHBCUAA is then located, to be used exclusively

for the above described purposes, or to be received by such organization or organizations which operate exclusively for such purposes.

ARTICLE XIV - LIMITATIONS ON ACTIVITIES AND EXPENDITURES

Section 14.1. Limitation on Activities. No substantial part of the activities of the DCHBCUAA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the DCHBCUAA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, no Member Chapter, Aux Org, trustee, officer, employee, or representative of the DCHBCUAA shall take any action or carry on any activity by or on behalf of the DCHBCUAA not to be permitted to be taken or carried on: (1) by any organization exempt under Section 501(c)(3) of the U.S. Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent Federal tax laws, or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulation as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent Federal tax laws.

Section 14.2. Limitation on Expenditures. No part of the net earnings of the DCHBCUAA shall inure to the benefit of or be distributable to its Member Chapters, Aux Orgs, directors, officers or other private person(s), except that the DCHBCUAA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. The Organization shall distribute its income for each year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code, as that section now exists or it may hereafter be amended or corresponding provisions of any subsequent Federal tax laws. The DCHBCUAA shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, as that Section now exists or as it may hereafter be amended or corresponding provisions of any subsequent Federal tax laws. The DCHBCUAA shall not make any taxable expenditure as defined in section 4945 (d) of the Internal Revenue Code, as that section now exists or as it may hereafter be amended or corresponding provisions of any subsequent Federal tax laws. The DCHBCUAA shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code, as that section now exists or as it may hereafter be amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XV - CHANGES TO THE BY-LAWS

Section 15.1. Amendments and Revisions. The Bylaws may be amended at any regular meeting by a vote of two-thirds (2/3) of the financial chapters, present and voting, provided that the membership has at least thirty (30) days prior to the notice of intent to review. The vote shall be taken by secret ballot, a quorum being established referenced in Article IV, Section 4.1.

The Bylaws shall be adopted or voted on SECTION by SECTION, if there is unreadiness regarding any section.

Once a Bylaw has been voted upon and adopted by the DCHBCUAA, it will take effect immediately following the vote.

Section 15.2. Procedure for Amendments and Revisions. Notice of the proposed revision to or amendment of the Bylaws must be given to the membership at large at least one (1) meeting prior to the proposed revision(s) or amendment(s). All proposed revisions or amendments must bear the signature of the proposing person. The Financial Secretary shall check the financial status of the Member Chapter or Aux Org of the proposing person and a person of a chapter or Aux Org not financial shall not be allowed to propose amendments or revisions.

Section 15.3. Suspension of Bylaws. A section of the Bylaws may be suspended by a vote of two-thirds (2/3) majority of the financial Member Chapters, a quorum being established; provided, however that no suspension can take place if it conflicts with provisions in Robert's Rules of Order Newly Revised (or latest version).

Section 15.4. Reservation. At no time shall the Bylaws of the DCHBCUAA contain any provision inconsistent with the Articles of Incorporation of this Organization, the laws of the District of Columbia, or the Federal laws regulating nonprofit and tax-exempt organizations.

ARTICLE XVI - ORGANIZATION DISSOLUTION

In the event of the dissolution of the DC Metro HBCUAA Inc., assets shall be liquidated and distributed equally among the financial Member Chapters and financial Aux Orgs of the DCHBCUAA.

No funds shall insure to the benefit of individuals.

Amended by a two-thirds (2/3) majority vote of financial Member Chapters and financial Aux Orgs of the Washington, DC Metro HBCU Alumni Alliance, Inc. (DCHBCUAA), a District of Columbia Non-profit Organization, this _____ day of _____.

ADOPTION

Adopted at a meeting of DCHBCUAA, Inc. on the 18 day of July 2021 and become effective when approved.

This update supersedes the June 9, 2019 approved revision

_____ ATTEST