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BYLAWS

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OF

4

**THE DISTRICT OF COLUMBIA HISTORICALLY BLACK
COLLEGES AND UNIVERSITIES ALUMNI ALLIANCE, INC.**

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(DCHBCUAA, INC.)

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Amended June 9, 2019

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43 **BYLAWS OF THE WASHINGTON DISTRICT OF COLUMBIA (DC)**
44 **METRO HISTORICALLY BLACK COLLEGES AND UNIVERSITIES**
45 **(HBCU) ALUMNI ALLIANCE INCORPORATED NONPROFIT**
46 **ASSOCIATION**
47

48 **PREAMBLE:**

49 We the Historically Black College and University (HBCU) Member Chapters,
50 graduates, former students, and friends of HBCUs pledge our sincere loyalty and
51 support to the Washington, DC Metro HBCU Alumni Alliance (HBCUAA) Inc. We
52 commit our talents, skills, and resources to the preservation and advancement of
53 the Washington, DC Metro HBCUAA Inc.
54

55 **ARTICLE I - ORGANIZATION**

56 The name of this corporation shall be the Washington, DC Metro HBCUAA Inc. and
57 its principal office shall be located in Washington, DC. There shall be kept in the
58 principal office of the DC Metro HBCUAA Inc. an electronic record of membership
59 and books (electronic) of account of the activities and transactions of this
60 corporation, including an electronic minute book that shall contain a copy of these
61 Bylaws and all amendments thereto, and all minutes of meeting of the corporation.
62 Electronic copies of the minutes will be posted to the Corporation's website for
63 Member Chapters and for archival purpose. The DC Metro HBCUAA shall primarily
64 operate within a one hundred (50) mile radius of Washington DC, (north, south,
65 east, and west).
66

67 **ARTICLE II - PURPOSE AND GENERAL POLICY**

68 **Section 2.1. Purpose.** The purpose of the DC Metro HBCUAA is to support the
69 mission of Historically Black Colleges and Universities Alumni Chapters in the
70 Washington, DC metropolitan area only. It shall be stated that the primary purpose
71 of the DC HBCUAA is to establish a vehicle for HBCU alumni chapters located in the
72 Washington, DC, Metro Area to work together as a unit to help reclaim prospective
73 alumni members, jointly participate in social activities, and collaborate on
74 scholarship fundraising projects to enhance opportunities for their local chapter only.
75 This corporation shall not replace, supersede, or act in the fashion of participating
76 Member Chapters' National Alumni Association.

77 The DC Metro HBCUAA shall be operated as a nonprofit corporation under the laws
78 of the District of Columbia solely for charitable and educational purposes as
79 permitted under the Nonprofit Corporation Law of the District of Columbia and within

80 the meaning of section 501-(c)-(3) of the U.S. Internal Revenue Code
81 (or corresponding provisions of any subsequent Federal tax laws), and to engage in
82 any lawful activities related thereto.

83 **Section 2.2 Parliamentary Authority.** The Bylaws of the Washington, DC Metro
84 HBCUAA Inc. shall be the principal governing documents of this corporation. The
85 rules contained in the current edition of Robert's Rules of Order, Newly Revised
86 Edition shall govern the organization in all cases to which they are applicable and are
87 not inconsistent with the Metro DC HBCUAA Bylaws.

88 The governing documents will be used in said order:

- 89 1. HBCU Alumni Alliance Bylaws
- 90 2. The rules contained in the current edition of Robert's Rules of
91 Order, Newly Revised Edition

92 **Section 2.3. Non-Discrimination.** In the performance of its duties in the operation of
93 the DC Metro HBCUAA, including, but not limited to the hiring of staff, this
94 Corporation shall not discriminate against any person on the basis of race, creed,
95 sex, age, or national origin.

96

97 **ARTICLE III - MEMBERSHIP AND DUES**

98 **Section 3.1. Membership.** Any HBCU Alumni Chapter who is in good standing with
99 their National Alumni Association and University or College is eligible to become a
100 Member Chapter of the Metro DC HBCUAA, Inc.

101

102 Each Member Chapter Representative must obtain a signed letter on letterhead from
103 their College or University Alumni Chapter President stating they are the official
104 Washington, DC Metro HBCUAA Representative for their Alumni Chapter.

105

106 Member Chapter Representatives must send a letter or email in advance of a DC
107 Metro HBCUAA meeting to the Recording Secretary notifying him or her of their
108 absence from an Alumni Alliance Meeting.

109

110 If a Member Chapter Representative is absent from two (2) consecutive Alumni
111 Alliance Meetings, a formal letter from the DC Metro HBCUAA Inc. President will be
112 sent to the official Chapter address notifying the Chapter of their Representative's
113 absence.

114

115 **Section 3.2. Membership Fee.** Each DC HBCUAA, Inc. Chapter represented shall

116 pay a one-time initial membership fee to become a Member Chapter of the DC
117 HBCUAA, Inc.. The initial membership fee is subject to change by approval of the
118 Executive Board. The Corporations' fiscal year is from January 1 to December 31.

119 **Section 4.1. Quorum.** No action may be taken at a meeting of the DC HBCUAA, Inc.
120 unless a quorum is present or such action is expressly provided for elsewhere in the
121 Bylaws. Twenty-five percent (25%) presence of financial Member Chapters of the DC
122 HBCUAA, Inc. shall constitute a quorum for the transaction of business. In
123 establishing a quorum, chapters attending via conference call will be counted (i.e. 60
124 chapters requires 15 chapters) participating in the meeting.

125
126 **Section 4.2. Voting.** If a quorum is present, the affirmative vote of the majority
127 present at the meeting and entitled to vote on the subject matter shall be the act of
128 the DC HBCUAA, Inc. Each Member Chapter shall have one (1) vote, either in person
129 or by proxy, and except as otherwise provided by applicable law or in the Bylaws, all
130 questions shall be determined by a majority vote of the Member Chapters present.

131

132 **ARTICLE V - MANAGEMENT OF THE DC METRO HBCUAA, Inc.**

133 **Section 5.1. Authority.** DC Metro HBCUAA shall have authority to manage its
134 affairs and exercise such powers and privileges as may be deemed expedient for
135 interests of this Corporation, subject to applicable law, the terms of the Articles of
136 Incorporation and these Bylaws, and such policies and directions as may be
137 prescribed from time to time by the Corporation or the Executive Board.

138 A. Select and remove all officers of the DC HBCUAA, Inc., (with the exception
139 of Parliamentarian), prescribe any powers and duties for those officers that are
140 consistent with applicable law, the Articles of Association, and with the Bylaws.

141

142 B. Adopt and use a logo and/or seal for the DC HBCUAA, Inc., and alter the form
143 of the same and approval of its use. The official university logos and/or seals for
144 any member chapter will not be used.

145

146 C. One (1) or more officers from the Executive Board as designated by the
147 body may borrow money executed and delivered for this Corporation's purpose
148 and incur indebtedness on behalf of the DC HBCUAA, Inc., cause to bonds,
149 debentures, deeds of trust, mortgages, pledges and other evidences of debt and
150 securities, and designate one or more officers to exercise these powers on behalf
151 of the DC HBCUAA, Inc.

152

153 D. Exercise any and all other powers or duties deemed by the DC HBCUAA,
154 Inc. to be necessary to the proper functioning of DC Metro HBCUAA Inc. so long
155 as such powers or duties in no way violate applicable law, the Articles of
156 Incorporation, or the Bylaws.

157

158 **ARTICLE VI - MEETINGS**

159

160 **Section 6.1. Meetings.** Regular meetings of the DC Metro HBCUAA, Inc. shall be
161 held on a monthly basis, or as deemed necessary, from January thru December at
162 such time and place as the Corporation may designate.

163

164 **Section 6.2. Special Meetings.** Special meetings of the DC Metro HBCUAA, Inc.
165 may be called at any time at the request of the President, in concurrence with the
166 Executive Board, with notice given as provided in Section 6.4 of this Article.

167

168 **Section 6.3. Executive Board Meetings.** The Executive Board of the DC Metro
169 HBCUAA, Inc. shall meet as deemed necessary by the President.

170

171 **Section 6.4. Notice.** Notice of any special meeting plus a tentative agenda for the
172 special meeting shall be given to the Member Chapters of the DC Metro HBCUAA,
173 Inc. by the President, the Recording Secretary, or such person as the President may
174 designate. Such notice and agenda may be given in person or by telephone, by
175 electronic mail, by facsimile, or it may be sent by United States mail, postage paid,
176 advising of the time and place of the meeting using the address of the Member
177 Chapter as shown on the records of this Corporation. All such notices must be given
178 at least three (3) days prior to the date of the meeting for which such notice is given.

179

180 **Section 6.5. Participation in Meetings.** A Member Chapter Representative, or
181 more(1) than one Member Chapter Representative, may participate in any meeting of
182 the Corporation in-person, by means of conference telephone, or similar
183 communication equipment, so long as all the Member Chapter Representatives
184 participating in the meeting can hear others. Member Chapters shall ensure chapter
185 representation at DC Metro HBCUAA, Inc. meeting in accordance with the current
186 MOU signed by member chapters.

187

188 **Section 6.6. Minutes.** Adequate written minutes shall be kept, recording the acts
189 and proceedings at meetings of the DC Metro HBCUAA, Inc.. Electronic copies of the
190 minutes will be posted to the DC Metro HBCUAA, Inc. website for Chapters and for

191 archival purpose. Such minutes shall be prepared by the Recording Secretary and
192 reported and approved at the next succeeding meeting of the DC Metro HBCUAA,
193 Inc.

194

195 **ARTICLE VII - OFFICERS, NOMINATION COMMITTEE/PROCESS AND**
196 **ELECTIONS**

197

198 **Section 7.1. Number of Officers and Term of Service.** The DC Metro HBCUAA,
199 Inc. shall elect a President, Vice President, Recording Secretary, Corresponding
200 Secretary, Treasurer, Financial Secretary and Parliamentarian and other officers as
201 the Corporation may deem appropriate. The term of each office shall last for a two (2)
202 year term. There shall be no more than one (1) Executive Board member from one
203 Members Chapter on the Executive Board. All Member Chapters having met the
204 financial requirements of payment of their national, regional, chapter and any other
205 stipulated financial chapter payment(s) shall be eligible to cast an individual vote for
206 the above aforementioned elected officers (Article III, Section 1).

207 Nomination(s) for an elected office shall be restricted to Member Chapters having
208 met the financial obligations as prescribed in the aforementioned chapter
209 membership requirements in Section 3.1. No Member Chapter shall be eligible for an
210 appointed officer position unless they have met the proper chapter financial
211 membership requirements.

212

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

217 Nomination(s) for an elected office shall be restricted to Member Chapters having
218 met the financial obligations as prescribed in the aforementioned Chapter
219 Membership requirements in Section 3.1. No Member Chapter shall be eligible for
220 an appointed officer position unless they have met the proper chapter financial
221 membership requirements.

222 All officers shall *be a member* of a participating Member Chapter of the DC Metro
223 HBCUAA Inc. stated in Article III Section 3.1. No officer shall hold more than one (1)
224 office. Each officer shall serve during the term for which he/she is elected and until
225 his or her successor is elected and installed. All elected officers in the DC Metro
226 HBCUA A Inc., shall have served in an elected position, on their local chapter's
227 Executive Board to be considered for nominations prior to the election of officers.

228

229 **Section 7.3. Elections.** All officers shall be elected by the DC Metro HBCUAA Inc.

230 at a meeting held in November of each year. In the event of the cancellation of the
231 November monthly meeting, the DC Metro HBCUAA Inc. elections will be held at the
232 first available meeting.

233 **Section 7.4. Voting Eligibility.** In order to be eligible to vote in the November DC
234 Metro HBCUAA Inc. elections, a Member Chapter must have paid its initial
235 membership fee prior to the November election. In the event that the November
236 election is delayed or postponed, the election shall be rescheduled for the next
237 available monthly meeting. Only the Member Chapters recognized as eligible for
238 the original election will be eligible to vote.

239
240 **Section 7.5. Appointment of the Nominating and Election Committee and**
241 **Process.** The President shall appoint a Nominating and Election Committee that
242 will be composed of five (5) member chapter representatives to include a Chairman,
243 Vice Chairman and three (3) additional financial member chapter representatives.
244 The Nominating and Election Committee shall be responsible for screening
245 candidates for elections to insure that they meet the election qualifications. *A*
246 *person running for office is by definition , barred from being a member of the*
247 *Nominating and Election committee.* The committee members shall interview the
248 candidates in person, by telephone or in person.

249 The Nominating and Election Committee shall identify **all** qualified candidate(s) for
250 office by a majority committee vote and submit their recommendations before the
251 DC Metro HBCUAA Inc. in the October meeting. The Nominating and Election
252 Committee shall present a slate of the candidates that are known and have
253 announced their intentions for office....

254

255 **Section 7.6. The Nominating and Election Committee.**

256 The Nominating and Election Committee shall at the October meeting of the DC
257 Metro HBCUAA Inc. present, in writing, its slate of duly qualified nominees to fill
258 vacancies in office occurring from the expiration of a term.

259 The Nominating and Election Committee shall give *thorough* consideration to the
260 interest, attendance, and work of each officer before nominating such officer for
261 election. Any nominations from the floor shall be made at the November meeting,
262 and the nominee or nominees receiving the largest number of votes cast by financial
263 Member Chapters present and voting, a quorum being established, shall be declared
264 elected. Installation of officers shall be at the December meeting.

265

266 **Section 7.7. Unexpired Term.** If the office of the President becomes vacant prior to
267 the expiration of a term, the Vice President will become President. With respect to

268 offices other than that of President, whenever it becomes necessary to fill any vacancy
269 in office prior to the expiration of a term, the President with the concurrence of the
270 Executive Board, shall select a Member Chapter Representative of the DC Metro
271 HBCUAA Inc. to fill the vacancy.

272

273 **Section 7.8. Attendance.** Any officer who is absent from a regularly scheduled
274 meeting of the DC Metro HBCUAA Inc. or the Executive Board must give notice prior
275 to the absence to the appropriate officer as hereinafter set forth. Any officer who,
276 during their two (2) year term, has three (3) unexcused absences from regularly
277 scheduled meetings of the DC Metro HBCUAA Inc., without reasons satisfactory to
278 the Executive Board, may be subject to removal from his or her position following a
279 review by the Nominating and Election Committee.

280

281 **Section 7.9. Removal.** An elected officer may be removed for cause by a vote of a
282 simple majority of the active Member Chapters as defined in Article 3, Section 3.2.
283 For any special meeting called to consider the removal of an officer, proper notices
284 pursuant to these Bylaws must be given to all officers stating the specific purpose of
285 the meeting and the list of allegations against the officer. "For cause" as used herein
286 shall mean misfeasance, malfeasance and nonfeasance and shall include engaging
287 in conduct which constitutes a serious and material deviation from recognized
288 religious or moral standards, suffering from a mental or physical disability that
289 substantially hinders the performance of his or her organizational duties, failing to
290 attend three (3) unexcused Corporation meetings, or neglecting his or her
291 organizational responsibilities to the extent that the operation of the DC Metro
292 HBCUAA Inc. are substantially hindered.

293

294 **Section 7.10. Compensation.** Officers shall receive no compensation for their
295 services, but may be reimbursed for approved in advance expenses incurred in the
296 performance of their duties by the Treasurer.

297

298 **ARTICLE VIII - DUTIES OF OFFICERS**

299 **Section 8.1. President.** The President shall be chief executive officer of the DC
300 Metro HBCUAA Inc. and shall preside at all meetings of the Corporation and
301 Executive Board. The President shall encourage Member Chapters of the DC Metro
302 HBCUAA Inc. to be full partners in the planning and implementation of Corporation
303 events. The President shall execute on behalf of the Corporation and Executive
304 Board such contracts and other papers as may be proper under the authority
305 delegated by the Corporation and Executive Board. The President shall have ultimate
306 responsibility for implementation of the actions of the Corporation and Executive
307 Board. The President shall establish ad hoc or special committees for specific needs

308 or purpose and shall disband such committees upon fulfillment of the specific need or
309 purpose. The President shall be an ex-officio member of all standing committees,
310 except the Nominating and Election Committee, and any special committee that may
311 be created. The President shall be knowledgeable of the finances and obligations of
312 the Corporation. In the event he/she will be absent from a meeting, the President
313 shall notify the Vice President.

314

315 **Section 8.2. Vice President.** The Vice President shall, at the request of the
316 President and/or disability of the President, perform the duties and exercise the
317 authority of the office the President.

318

319 **Section 8.3. Recording Secretary.** The Recording Secretary shall attend all
320 meetings of the DC Metro HBCUAA Inc. and the Executive Board and shall record all
321 votes and prepare the minutes of all proceedings of the DC Metro HBCUAA Inc. and
322 the Executive Board in an electronic format for record and archival purposes. The
323 Recording Secretary shall send correspondence as requested by the President or
324 voted by the Corporation. In the event he/she will be absent from a meeting, the
325 Recording Secretary shall notify the President and the Corresponding Secretary.

326

327 **Section 8.4. Corresponding Secretary.** The Corresponding Secretary shall attend
328 all Meetings of the DC Metro HBCUAA Inc. and the Executive Board and in the
329 absence of the Recording Secretary, records all votes and prepare the minutes of all
330 proceedings of the DC Metro HBCUAA Inc. and the Executive Board in an electronic
331 format for record and archival purposes. The Corresponding Secretary shall be
332 responsible for distribution of all materials that need to be mailed thru the U S Postal
333 service or thru electronic mail. In the event he/she will be absent from a meeting, the
334 Corresponding Secretary shall notify the President and the Recording Secretary.

335

336 **Section 8.5. Treasurer.** The Treasurer shall have the responsibility of managing
337 funds of the DC etro HBCUAA Inc.. The Treasurer shall be responsible for the
338 deposits of all monies and valuable effects in the name and to the credit of the DC
339 Metro HBCUAA Inc. in such depositories as may be designated by the Corporation
340 and shall be chief disbursing officer of the monies of this DC Metro HBCUAA Inc.
341 Monies shall be withdrawn upon such signatures as shall be approved by the DC
342 Metro HBCUAA Inc. The Treasurer shall keep accurate records of the fiscal affairs of
343 this Corporation, and shall make written monthly financial statement to the DC Metro
344 HBCUAA Inc. In the event he or she will be absent from a meeting, the Treasurer
345 shall notify the President and the Financial Secretary. The Corporation may then use
346 the Financial Secretary to perform the duties of the Treasurer in his or her absence.

347

348 **Section 8.6. Financial Secretary.** The Financial Secretary shall record all funds
349 received for Corporation use and, in the absence of the Treasurer, make timely
350 deposits of all funds received. After consultation with and in concurrence with the
351 Treasurer, the Financial Secretary shall report the financial status of a nominee for

352 office or proposer of an amendment to the Bylaws to the Nominating and Election
353 Committee, or the DC Metro HBCUAA Inc. In the event he/she will be absent from a
354 meeting, the Financial Secretary shall notify the President and Treasurer.

355
356 **Section 8.7. Parliamentarian.** The Parliamentarian shall be an elected position and
357 shall aid the President in maintaining order. The Parliamentarian shall be the final
358 Arbiter of questions of parliamentary procedure and shall use Robert's Rules of
359 Order Newly Revised (11th Edition) © 2011 (or any subsequent revision thereof) as
360 the source for deciding such questions.

361

362 **ARTICLE IX - EXECUTIVE BOARD**

363

364 **Section 9.1. Executive Board.** There shall be an Executive Board that shall consist
365 of the elected officers of the DC Metro HBCUAA Inc.

366
367 **Section 9.2. Authority.** The Executive Board shall have the power to act for the DC
368 Metro HBCUAA Inc. between regular meetings and when it is impractical to call a
369 special meeting of the Corporation. Any decisions made by the Executive Board shall
370 be reported to the DC Metro HBCUAA Inc. at the next regularly scheduled meeting. A
371 majority of the Executive Board is necessary to act on any matter.

372

373 **ARTICLE X - STANDING COMMITTEES**

374 **Section 10. Standing Committees.** The following shall be the Standing Committees
375 of this DC Metro HBCUAA Inc.: Nominating, Membership, Science, Technology,
376 Engineering and Math (STEM), Hunger Initiatives, Health Initiatives, Public Relation
377 and Marketing, Logistics, and Sponsorship/Fundraising. These committees shall
378 consist of not less than three (3) Member Chapters representatives, including the
379 chairperson. Each Standing Committee will be chaired by a financial Member Chapter
380 Representative and will include Alumni from other Chapters. The President shall be
381 authorized to appoint additional committees from time to time as necessary. The
382 chairperson of each standing committee shall be required to make a report at each
383 regular Corporation meeting. All Committee reports may be either in person or in
384 writing and stored electronically for record purposes.

385

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

388

389 **Section 10.2 Membership.** The Membership Committee shall be responsible for
390 serving as outreach to local HBCU Alumni to encourage participation within their local
391 Collegiate or University Alumni Chapter and within the Washington, DC HBCU Metro
392 Alumni Alliance. The Membership Committee shall provide receipts to the Treasurer

393 for reimbursement of any expenditure.

394

395 **Section 10.3. STEM.** The STEM Committee was established to promote science,
396 technology, engineering and math opportunities for students within the Metro
397 Washington DC area. The committee shall be responsible to foster partnerships with
398 parents, corporate sponsors, and the community at large to promote and support
399 continued development and improvement of STEM education, awareness and special
400 events to include an annual STEM *workshop*. The committee is organized with the
401 following members:

402 **STEM Program Director**

- 403 • Initiate and set goals for the program according to suitable strategies and
- 404 objectives
- 405 • Plan the program from start to completion including deadlines, milestones
- 406 and processes
- 407 • Develop and approve the budget and operations
- 408 • Keep the executive committee informed with detailed and accurate reports
- 409 or presentations

410

411 **STEM Program Manager**

- 412 • Recruit STEM committee members and crew members
- 413 • Delegate duties, lead and provide support for the STEM committee
- 414 members and the crew members
- 415 • Organize and lead the STEM Workshop
- 416 • Contact STEM professionals to ask them to participate in the workshop

417

418 **STEM Program Coordinator**

- 419 • Prepare and disseminate correspondence, memos and forms
- 420 • Contact high school science teachers and guidance counselors to invite
- 421 students to the STEM workshop
- 422 • Maintain a file containing contact information for students, parents,
- 423 presenters and community partners

424

425 **Section 10.4. Hunger Initiatives.** The Hunger Initiatives Committee promotes
426 partnerships to bridge the hunger gap by providing food, volunteers, and financial
427 resources to outlets that address hunger in the Washington DC area. The committee
428 shall be responsible for incorporating a food drive in our annual DCHBCUAA 5K Run /
429 2K Walk and Health, Hunger and Higher Education Fair, and educating communities
430 on food hardship. Additionally, the committee shall recommend other activities to the
431 executive board that will foster more partnerships with corporate sponsors.

432

433 **Section 10.5. Health Initiatives.** The Health Initiatives Committee increases
434 awareness and education about the prevention of health disparities that
435 disproportionately affect the African American population in the Washington, DC. The
436 committee shall organize, plan and conduct an annual HBCU Run / Walk and Health
437 and Wellness Fair to bring the awareness of health disparities, deliver education and
438 offer health screenings. The committee shall seek corporation partnerships and
439 *recommend activities to educate the community on living well, draw attention to*

440 *barriers that the African American community faces in making healthy choices.*

441

442 **Section 10.6. Public Relations and Marketing.** The Public Relations and Marketing
443 Committee shall be responsible for recommending all forms of advertising (print,
444 electronic, audio, etc.) for all fundraising events. The Public Relations and Marketing
445 will bring back all recommendations of advertising for fundraising events back to the
446 DC Metro HBCUAA Inc. *for* approval. The Public Relations and Marketing Committee
447 shall provide receipts to the Treasurer for reimbursement of any expenditure.

448

449 **Section 10.7. Logistics.** The Logistics Committee shall be responsible *for* acquisition
450 recommendation, accountability and storage management of all corporation property.
451 The committee shall be responsible for assisting with logistical support to all
452 corporation fundraising and educational activities. The committee shall also assist
453 other committees in searching for locations that will meet the requirements (capacity)
454 for fundraising events for the DC Metro HBCUAA Inc. *The committee shall*
455 recommended sites back to the Corporation for approval.

456

457 **Section 10.8. Sponsorship/Fundraising.** The Sponsorship/Fundraising Committee
458 will be responsible for selecting and submitting sponsorship requests to
459 organizations, companies, and individuals for fundraising events in order to increase
460 the amount of money that can be provided for scholarships for students that will be
461 attending a HBCU. Organization, companies, and individuals identified *for*
462 *Sponsorship requests* must meet final approval by the DC Metro HBCUAA Inc.

463

464 **ARTICLE XI – METRO DC HBCUAA Inc. FINANCIAL MANAGEMENT**

465

466 **Section 11.1. Financial Accounts.** The DC Metro HBCUAA Inc. shall establish
467 procedures for the examination of the financial accounts of DC Metro HBCUAA on an
468 annual basis. A written report of any such examination shall be made to the DC Metro
469 HBCUAA Inc.

470

471 **Section 11.2. Checks.** All checks require two (2) signatures drawn on the funds of
472 and shall be signed in the name of DC Metro HBCUAA Inc. by the President and
473 Treasurer or in the absence of the President, the Vice President.

474

475 **Section 11.3. Budget.** The Treasurer shall not later than January of each calendar
476 year prepare an annual budget for adoption by the DC Metro HBCUAA Inc. The
477 executive board as deemed necessary can call for an external audit of the Treasurers
478 financial reporting.

479

480 **ARTICLE XII - CHANGES TO THE BY-LAWS**

481 **Section 12.1. Amendments and Revisions.** The Bylaws may be amended at any
482 regular meeting by a vote of two thirds (2/3) of the financial chapters, present and
483 voting, provided that the membership has at least thirty (30) days prior to the notice of
484 intent to review. The vote shall be taken by secret ballot, a quorum being established
485 referenced in Article IV, Section 4.1.

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

488 Once a Bylaw has been voted upon and adopted by the DC Metro HBCUAA Inc., it
489 will take effect immediately following the vote

490
491 **Section 12.2. Procedure for Amendments and Revisions.** Notice of the proposed
492 revision to or amendment of the Bylaws must be given to the membership at large at
493 least one (1) meeting prior to the proposed revision(s) or amendment(s). All proposed
494 revisions or amendments must bear the signature of the proposing person. The
495 Financial Secretary shall check the financial status of the chapter of the proposing
496 person and a person of a chapter not financial shall not be allowed to propose
497 amendments or revisions.

498
499 **Section 12.3. Suspension of Bylaws.** The Bylaws of the DC Metro HBCUAA Inc. or
500 a section of the Bylaws may be suspended by a vote of simple majority of the
501 financial Member Chapters, a quorum being established; provided, however that no
502 suspension can take place if it conflicts with provisions in Robert's Rules of Order
503 Newly Revised (11th Edition) © 2011.

504
505 **Section 12.4. Reservation.** At no time shall the Bylaws of the DC Metro HBCUAA
506 Inc. contain any provision inconsistent with the Articles of Incorporation of this DC
507 Metro HBCUAA Inc., the laws of the District of Columbia, or the Federal laws
508 regulating nonprofit and tax exempt organizations.

509
510 **ARTICLE XIII - INSURANCE**

511 The DC Metro HBCUAA Inc. may purchase and maintain liability insurance on behalf
512 of any person who is or was a director, officer, employee or agent of the DC Metro
513 HBCUAA Inc., or is or was serving at the request of this Corporation, as a director,
514 officer, employee or agent of another corporation, partnership, joint venture, trust or
515 other enterprise, against any liability asserted against him or her in such capacity. In
516 addition, the DC Metro HBCUAA Inc. may purchase single event insurance if
517 connection with its sponsorship of or participation in fundraising events.

518
519 **ARTICLE XIV - PROPERTY**

520 **Section 14.1. Dedication of Property.** The property of the DC Metro HBCUAA Inc.
521 is irrevocably dedicated to educational purposes and upon liquidation, dissolution or
522 abandonment of the DC Metro HBCUAA Inc., after providing for the debts and
523 obligations thereof, the remaining assets will not insure to the benefit of any private
524 person but will be distributed in equal shares to all participating financial member
525 Chapters.

526

527 **Section 14.2. Disposition of Property upon Dissolution.**

528 Upon the dissolution of the DC Metro HBCUAA Inc., the Corporation shall, after
529 paying or making provision for the payment of all of the liabilities of the DC Metro
530 HBCUAA Inc.; after all liabilities have been paid, the DC Metro HBCUAA Inc. will
531 evenly disperse remaining assets among all financial Member Chapters. Any such
532 assets not so disposed of shall be disposed of by the Superior Court of the county in
533 which the principle office of the DC Metro HBCUAA Inc. is then located, to be used
534 exclusively for the above described purposes, or to be received by such organization
535 or organizations which operate exclusively for such purposes.

536

537 **ARTICLE XV - LIMITATIONS ON ACTIVITIES AND EXPENDITURES**

538 **Section 15.1. Limitation on Activities.** No substantial part of the activities of the DC
539 Metro HBCUAA Inc. shall be the carrying on of propaganda, or otherwise attempting
540 to influence legislation, and the DC Metro HBCUAA Inc. shall not participate in, or
541 intervene in (including the publishing or distribution of statements) any political
542 campaign on behalf of any candidate for public office. Notwithstanding any other
543 provision of these Bylaws, no Member Chapter, trustee, officer, employee, or
544 representative of the DC Metro HBCUAA Inc. shall take any action or carry on any
545 activity by or on behalf of the DC Metro HBCUAA Inc. not to be permitted to be taken
546 or carried on: (1) by any organization exempt under Section 501(c)(3) of the U.S.
547 Internal Revenue Code and its Regulations, as they now exist or as they may
548 hereafter be amended, or corresponding provisions of any subsequent Federal tax
549 laws, or (2) by an organization, contributions to which are deductible under Section
550 170(c)(2) of such Code and Regulation as they now exist or as they may hereafter be
551 amended, or Corresponding provisions of any subsequent Federal tax laws.

552

553 **Section 15.2. Limitation on Expenditures.** No part of the net earnings of the DC
554 Metro HBCUAA Inc. shall insure to the benefit of or be distributable to its Member
555 Chapters, directors, officers or other private person(s), except that the DC Metro
556 HBCUAA Inc. shall be authorized and empowered to pay reasonable compensation
557 for services rendered and to make payments and distributions in furtherance of the
558 purpose set forth in Article II hereof. The Corporation shall distribute its income for
559 each year at such time and in such manner as not to become subject to tax on
560 undistributed income imposed by section 4942 of the Internal Revenue Code, as that
561 section now exists or it may hereafter be amended or corresponding provisions of any

562 subsequent Federal tax laws. The DC Metro HBCUAA Inc. shall not engage in any
563 act of self dealing as defined in section 4941(d) of the Internal Revenue Code, as that
564 Section now exists or as it may hereafter be amended or corresponding provisions of
565 any subsequent Federal tax laws. The DC Metro HBCUAA Inc. shall not make any
566 taxable expenditure as defined in section 4945 (d) of the Internal Revenue Code, as
567 that section now exists or as it may hereafter be amended or corresponding
568 provisions of any subsequent Federal tax laws. The DC Metro HBCUAA Inc. shall not
569 retain any excess business holdings as defined in section 4943 (c) of the Internal
570 Revenue Code, as that section now exists or as it may hereafter be amended, or
571 corresponding provisions of any subsequent Federal tax laws.
572

573 **ARTICLE XVI - ORGANIZATION DISSOLUTION**

574 In the event of the dissolution of the DC Metro HBCUAA Inc., assets shall be
575 liquidated and distributed equally among the financial chapters of the DC Metro
576 HBCUAA Inc.

577 No funds shall inure to the benefit of individuals.
578

579 Adopted by the Washington, DC Metro HBCU Alumni Alliance, an Incorporated
580 Nonprofit Corporation, this day of _____
581

582 **PRESIDENT**

583 **VICE PRESIDENT**

584 **RECORDING SECRETARY**

585 **CORRESPONDING SECRETARY**

586 **FINANCIAL SECRETARY**

587 **TREASURER**

588 **PARLIAMENTARIAN**

589 _____ ATTEST
590