



Global Federation of Black Speakers, Inc.

Chapter Bylaws

Article I

NAME AND OFFICE

Section 1. Name - The name of this Association shall be the National Speakers Association Chapter of Global Federation of Black Speakers, Inc., also doing business as "BlackNSA" (hereinafter "Chapter").

Section 2. Office - The Chapter shall maintain a statutory agent with a registered office in the State of Maryland. The principal office of the Chapter, if any, shall be at such location as the Chapter Board of Directors shall determine.

Article II

PURPOSES

The primary purpose and objective of Chapter shall be to provide a forum for a community of National Speakers Association (NSA) members to meet, support advanced professional development, camaraderie and networking. Supporting purposes may be stated in the Articles of Incorporation.

Article III

MEMBERSHIP

Section 1. Classes of Members - There shall be three categories of membership:

- Associate Membership
- Premium Membership
- Legacy Membership

Section 2. Approval of Members - Any individual eligible for membership under these bylaws may be approved for membership on written or electronic application in accordance with procedures and policies adopted by the Chapter Board of Directors.

Section 3. Rights and Responsibilities - All classifications of membership of this Chapter shall be eligible to vote. Only Premium and Legacy Members shall be eligible to hold office or serve on the Chapter Board of Directors.

Members agree to abide by the Chapter's Bylaws, Code of Ethics, Professional Conduct Policy, Civility Code and other policies or procedures as may be adopted by the Chapter Board of Directors.

Section 4. Censure, Suspension, and Expulsion - Members of the Chapter may be censured, suspended, terminated, or otherwise sanctioned for cause. Sufficient cause shall be a violation of the Chapter's Bylaws, Code of Ethics, Professional Conduct Policy or any other

policy or procedure duly adopted by the Chapter, or any other conduct prejudicial to the best interests of the Chapter. The Chapter shall operate in accordance with the Maryland Solicitations Act ("the Act").

Section 5. Membership Term - Membership shall expire annually, but may be renewed by payment of dues, fees or assessments in accordance with the provisions of Article IV of these Bylaws.

Section 6. Resignation of Membership - Any member resigning from membership shall not be entitled to any refund of dues, assessments or other fees. The resigning member remains obligated to pay any outstanding indebtedness to the Chapter incurred prior to such resignation. Upon resignation, a resigning individual shall have no rights or claim against the Chapter.

Section 7. Non-Transferability of Chapter Membership - Membership in the Chapter is individual and is non-transferable and non-assignable.

Article IV

DUES AND FINANCES

Section 1. Dues, Fees and Assessments - Annual dues, fees, and assessments if any and the payment date for same shall be determined by the Chapter Board of Directors.

Section 2. Contributions - The Chapter may accept and use contributions, sponsorship, or gifts made to it by any person, firm or corporation for any lawful purpose.

Section 3. Failure to Pay - Members who fail to pay their dues, fees or assessments at the time they become due shall be notified of the same by the Chapter Administrator or such other officer as may be designated for such purposes by the Chapter Board of Directors. If payment is not made within the next succeeding sixty (60) days, such member shall, without further notice, be dropped from membership and thereupon forfeit all rights and privileges of membership. The Chapter Board of Directors may prescribe procedures for extending the time for payment of dues, fees or assessments and the continuation of membership privileges.

Section 4. Disbursements - The disbursement, banking and transfer of any and all Chapter funds shall be according to policies adopted by the Chapter Board of Directors.

Section 5. Fiscal Year - The fiscal year of the Chapter shall be as determined by the Chapter Board of Directors.

Section 6. Budget - In advance of each fiscal year, the Treasurer and Chapter Board President shall propose and the Chapter Board of Directors shall approve an annual operating budget covering all activities of the Chapter.

Section 7. Qualified Review - The accounts of the Chapter shall be reviewed each year by a person with sufficient financial knowledge to assess the Chapter's bookkeeping practices, operations and financial position. The reviewer may be a CPA but this is not required. The reviewer may NOT have served as a Chapter Board member for the year under review. While a review within the meaning of AICPA's Statements on Standards for Accounting and Review

Services may be performed, this is not the level of accounting review contemplated by this Article. A written report from a qualified person not serving on the Chapter Board of Directors shall be submitted to the Chapter Board of Directors.

Article V

MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Meeting - The annual membership meeting of the Chapter shall be held at a place and on dates as determined by the Chapter Board of Directors. Notice of such meeting shall be communicated to each member in the manner and at the time permitted by the Act.

Section 2. Special Meetings. Special meetings of the Chapter may be called by the Chapter Board President, the Chapter Board of Directors, or shall be called by the Board President upon the written request of at least 25% of the voting members. Notice of the meeting shall be communicated electronically to each member and is open to the membership. The business to be transacted at any special meeting shall be stated in the meeting notice.

Section 3. Cancellation or Postponement of Meetings - The Chapter Board of Directors may cancel or postpone any annual meeting for good cause.

Section 4. Election and Voting - The election of Directors shall be conducted via written or electronic ballot as determined by the Chapter Board of Directors. A member entitled to vote shall vote by designated ballot only. Members shall not be entitled to vote by proxy.

Section 5. Quorum - Twenty percent (20%) present at a meeting constitutes a quorum at any meeting of members. The postponement of a meeting due to the lack of a quorum shall not require the publication of a new or additional notice of the meeting. Unless otherwise provided by these Bylaws, any proposition required to be approved, ratified, or carried by the members of the Chapter shall be approved, ratified, or carried only if there is a quorum of members present and only by affirmative vote of a majority of those members voting.

Article VI

CHAPTER BOARD OF DIRECTORS

Section 1. Composition and Term of the Chapter Board - The Chapter Board shall consist of not less than 9 elected Directors and, inclusive of the officers; elected Directors shall serve single terms of one (1) year. No elected Director shall be eligible for re-election upon the completion of three (3) consecutive terms until after the passage of one (1) year unless extenuating circumstances occur with Board vote.

In addition to the elected Directors, the Chapter Board President, Chapter President-Elect, Secretary, Treasurer, and the Immediate Past Chapter President of the Chapter shall be voting members of the Chapter Board of Directors. The Chapter Board President, in addition, may appoint a member to serve on the Chapter Board for a term of one (1) year. Such members shall have responsibilities equal to other Board members including voting provided they have successfully completed an approved selection and review process.

Section 2. Power of the Chapter Board -The Chapter Board of Directors shall have ultimate responsibility for the direction of the Chapter, shall determine its policies or changes within the limits of these Bylaws and the Articles of Incorporation, including education programs, awards, and designations, shall actively execute its purposes, and have discretion in the disbursement of funds. The Chapter Board of Directors may adopt such policies and procedures for the conduct of the Chapter's business as deemed advisable, and may, in the execution of the powers granted, appoint such agents as it deems necessary.

Section 3. Meetings - The Chapter Board of Directors shall schedule an annual meeting preceding the annual meeting of its members. In addition, special meetings of the Chapter Board shall be held upon call of the Board President and shall be called by the Board President upon the written request of a majority of the voting members of the Chapter Board of Directors, at such time and place as the Board President may designate. Notice of all meetings of the Chapter Board of Directors shall be distributed to each Director of the Chapter Board at least two (2) but not more than forty (40) days prior to the time appointed for such meeting. The Chapter Board may transact business by mail, electronic or telephonic means be allowed by law and in accordance with policies and procedures adopted by the Chapter Board of Directors.

Section 4. Quorum - A majority (51%) of the voting members of the Chapter Board of Directors shall constitute a quorum at any meeting of the Chapter Board and any business transacted when a quorum is present shall be valid providing it is affirmatively passed by a majority of those present, unless otherwise required by law or the Articles of Incorporation. If a quorum is not present, a majority of those voting Directors present may adjourn the meeting, without further notice, until a quorum is present.

Section 5. Compensation - Directors shall not receive any compensation for their services as Directors, but the Chapter Board of Directors may authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Chapter.

Section 6. Resignation or Removal - Any director may resign at any time by giving written notice to the President or to the Chapter Board of Directors. Such resignation shall take effect at the time specified in the notice, or if no time is specified, at the time of acceptance thereof as determined by the President or by the Chapter Board. Any member of the Chapter Board unable to attend a meeting shall advise the President as to the reason for the absence. If a Director misses two (2) meetings for reasons which the Chapter Board has declared to be unexcused, the Director shall be deemed to have resigned as a Director. A Director may be removed from office with or without cause by a 67% affirmative vote of the directors present and voting at any regular or special meeting at which a quorum is present, provided that the notice of such meeting stated that a purpose of the meeting was the removal of the director

Section 7. Vacancies - A vacancy in the office of a voting Director may be filled by the Chapter Board of Directors for the balance of the remaining term with consideration given to the individuals previously nominated. The Board can appoint another individual to the vacant position with a majority vote.

Section 8. Voting - Voting rights of a Director shall not be delegated to another nor exercised by proxy.

Section 9. Policy and Procedures Manual - The Chapter Board of Directors shall establish a "Policy and Procedures Manual" which may contain information, procedures, policies or elaboration upon these Bylaws.

Article VII

OFFICERS

Section 1. Officers - The officers of the Chapter shall be the President, President-Elect, Treasurer, Financial Secretary and Secretary. Immediate Past President and such other officers may also be included as may be deemed necessary by the Chapter Board of Directors. The President-Elect shall automatically become President of the Chapter at the conclusion of the annual meeting of members. All other officer positions shall be elected at the Chapter Board of Directors meeting immediately preceding the annual meeting of the members from a slate of nominees presented by the Nominating Committee. .

Section 2. Term of Office - Each officer shall take office following election or selection at the time specified in these Bylaws or at such time designated by the Chapter Board of Directors and shall serve for a term of one year or until a successor is duly elected and installed.

Section 3. Resignation or Removal - Any elected officer may resign at any time by giving written notice to the President or to the Chapter Board of Directors. Any elected officer may be removed by a 67% vote of the Chapter Board of Directors whenever in its judgment the best interest of the Chapter shall be served.

Section 4. Vacancies - Vacancies in any office, with the exception of President or President-Elect, may be filled for the remainder of the term by the Chapter Board of Directors at any regular or special meeting. In the event of a vacancy in the office of President, the President-Elect shall complete that term and then enter into a full term as President. If the President-Elect is unwilling or unable to assume the office of President, then the board may elect any current Director or Past President to fulfill the role of President. If the Vice-President is unwilling or unable to assume the office of President-Elect, then the board may elect any current or past Director to fulfill the role of President-Elect.

Section 5. President - The President shall be the chief elected officer of the Chapter and shall preside over all meetings of the members and the Chapter Board of Directors and shall be a member, ex-officio, of all committees and councils. The President shall also, at the annual meeting of the Chapter, and at such other times as deemed proper, communicate to the Chapter or to the Chapter Board of Directors, such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Chapter, and shall perform such other duties as are necessarily incident to the office of President or as may be specified by the Chapter Board of Directors.

Section 6. President-Elect - The President-Elect shall assume the office of President at the conclusion of the annual meeting of members or upon the death, resignation or removal of the President. The President-Elect may be delegated by the President or the Chapter Board of Directors, to perform the President's duties, in the event of the President's temporary disability or absence from meetings and shall have other duties as the President or the Chapter Board of Directors may assign. Whenever serving as President, the President-Elect shall have all of the powers of and be subject to all restrictions upon the President.

Section 7. Treasurer - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter, and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Chapter Board of Directors. Any of the Treasurer's duties may be delegated to a designee selected by the Chapter Board of Directors.

Section 8. Financial Secretary - The Financial Secretary shall have oversight to the incoming and outgoing funds, securities and sponsorships of the chapter. Any of the Financial Secretary's duties may be delegated to a designee selected by the Chapter Board of Directors.

Section 9. Secretary - The Secretary shall keep the minutes of the meetings of the Chapter Board of Directors and the general membership; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and in general perform all duties incident to the office of the Secretary and such other duties as assigned by the President or by the Chapter Board of Directors. Any of the Secretary's duties may be delegated to the Chapter Administrator or to his or her designee by the Chapter Board of Directors.

Section 10. Immediate Past President - The Immediate Past President shall serve as a voting member of the Chapter Board of Directors, Executive Committee, and perform such other duties as may be prescribed by the Board President and/or Chapter Board of Directors.

Article VIII

COMMITTEES AND COUNCILS

Section 1. The Chapter has the following standing committees: Executive, Finance, and Nominating. Committee chairs will be voting members of the committee. The Board President may appoint such other committees, subcommittees, councils, or task forces as may be required to carry out the Chapter's business or as the Board President.

Section 2. Executive Committee - The Board President, President-Elect, Treasurer, Financial Secretary, Secretary, Immediate Past President, and up to three other directors elected by the Chapter Board of Directors, shall constitute the Executive Committee. The Executive Committee shall have the power to act for the Chapter Board of Directors and the Chapter between meetings of the Board, to conduct business/administrative affairs as are deemed necessary and to address legal/personnel concerns that require confidential decision making. The Executive Committee cannot amend policies, documents of governance, or Board actions. Meetings may be called by the Board President and shall be subject to the same procedures as are applicable to meetings of the Chapter Board of Directors. The President shall serve as Chair of the Executive Committee. Actions of the Executive Committee shall be reported to the Chapter Board of Directors at its next meeting or by mail or e-mail according to policies and procedures adopted by the Board. The Executive Committee is also responsible for designating a By-Law Review Committee every two years.

Section 3. Finance Committee - The Treasurer shall chair a Finance Committee. The Finance Committee will be comprised of no fewer than three (3) members including the chair which shall include the Financial Secretary and Sponsorship Chair. The committee will provide financial oversight for the Chapter, including but not limited to reviewing and advising on financial planning and budgeting; working with Chapter Board of Directors to ensure key

elements of the strategic plan are addressed in the budget; reviewing and approving the annual budget prior to sending to the full Board; ensuring that assets are protected, including advising the Chapter Board of Directors on investment policies and actions; overseeing financial record keeping; ensuring all legal reporting requirements are met; and making specific recommendations on all financial matters which may require approval by the Chapter Board of Directors.

Section 4. Nominating Committee - The Immediate Past President shall chair a Board Nominations Committee. The Nominating Committee will be comprised of no fewer than three (3) members including the chair. The committee will submit a slate of nominees for the Officer of the Board and any additional Directors to be voted upon via a confidential ballot by the members of the Chapter.

The Nominating Committee will also submit a slate of up to three (3) nominees for the office of President-Elect no later than 30 days before the annual meeting, to be voted on at the annual meeting of the Board, which shall be the final meeting of such Board before the annual membership meeting. If a slate of three (3) nominees are submitted, and one (1) nominee does not receive majority vote, a run-off election will be required.

Section 5. Rules - Each committee and council may adopt its own governance, not consistent with applicable law, these Bylaws, or with rules adopted by the Chapter Board of Directors.

Article IX

MISCELLANEOUS

Section 1. Procedures - All meetings of the Chapter shall be governed by parliamentary law as set forth in *Robert's Rules of Order* (most recent edition) when it does not conflict with these Bylaws or with duly adopted policies and procedures of the Chapter

Section 2. Code of Professional Ethics - The Chapter Board of Directors may promulgate such rules of conduct and the procedures for their enforcement as it deems necessary.

Section 3. Seal or Logo - The Chapter will adhere to the NSA Logo Policy for Chapters:

NSA's logo may not be revised or altered in any way. The Intellectual Property may not be used in conjunction with any other trademark, service mark, or other mark without the express prior written approval of NSA. Chapter must incorporate the NSA logo in their online and print materials. Chapter may incorporate NSA's unaltered logo into Chapter's own logo design. Chapter does not need to create a unique Chapter logo but must assure that the NSA logo is visible in all website mastheads, letterhead, envelopes, and other printed documentation. NSA will provide the artwork for the logo and Chapter must not alter it. Chapter is allowed to incorporate the logo into their own designs in any way they wish as long as it does not alter the NSA logo.

Section 4. Indemnification - The Chapter shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was a director, officer, committee or council member, employee or agent of the Chapter, or who is or was serving at the request of the Chapter as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, foundation or other enterprise. In addition, the Chapter may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee or council member, employee or agent of the Chapter or who is

serving at the request of the Chapter as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, foundation or other enterprise, against any liability asserting against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the Chapter would have the power to indemnify against such liability.

Article X

AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, by a 67% vote of the Chapter Board of Directors, provided that:

- The Chapter Board members have been notified at least 15 days in advance of the meeting at which the vote will be taken,
- An amendment shall be consistent with the provisions of the Articles of Incorporation.