



Approved by NABA, Inc.
Board of Directors on
December 21, 2021

NATIONAL ASSOCIATION OF BLACK ACCOUNTANTS, INC.

BYLAWS

Article I – General

- 1.1 **Name.** The name of this association shall be the National Association of Black Accountants, Inc., hereinafter called the “Association” or “NABA” or “Corporation.”
- 1.2 **Purposes.** The Association, a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), for the purposes stated in the Certificate of Incorporation, are:
- (a) To assist and encourage members of minority groups in entering the profession of accounting;
 - (b) To stimulate acquaintance and fellowship among members of minority groups;
 - (c) To provide opportunities for members of minority groups to increase their knowledge of accounting, finance, and related business practices and methods to improve or enhance their individual capabilities; and,
 - (d) To unite, through membership in the Association, persons interested in enhancing opportunities for minority groups in accounting, finance, and related businesses.
 - (e) To provide education and training opportunities to its members
- 1.3 **Mission.** We engage, empower, and educate Black business leaders and institutions by providing a platform to enhance skills and elevate Voice. Our 5 Es: engage, empower, educate, enhance, and elevate. Doing so, we’re “lifting as we climb.”
- 1.4 **Restrictions.** All policies and activities of the Association are consistent with:
- (a) applicable federal, state and local antitrust, trade regulation or other requirements; and
 - (b) applicable tax exemption requirements imposed on the Association, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article II – Membership

- 2.1 Members.** Membership in NABA is achieved by joining the parent corporation. NABA members may choose to be affiliated and serve in a Chapter but are not required to do so. NABA members who live or work in an area in which there is no Chapter shall still receive support and access to NABA's activities, programs, and training opportunities.
- 2.2 Classes of Members.** There shall be two classes of membership in the Association: Voting and non-voting. Voting rights are defined in these Bylaws at sections 4.4, 4.5, 4.6, 4.7 and as required by law.
- (a) **Voting Members.** The following persons shall be eligible for voting membership in the Association:
- i. Any person who has obtained an undergraduate, graduate or post-doctorate degree with a major in accounting, finance, technology or other business-related degrees. or;
 - ii. Any person who is certified or licensed by a state or territory or possession of the United States to practice accounting, auditing, finance, technology, or related industry.
 - iii. Any person who is employed as an adjunct, full-time or tenured professor at a college, university, or other post-secondary education institution.
 - iv. Any person who is employed as an executive (e.g., Provost) or administrator (e.g., Dean) at a college, university, or other post-secondary education institution.
- (b) **Non-Voting Members.** The following persons shall be eligible for non-voting membership in the Association:
- i. Any person who is currently enrolled in a college or university pursuing a certification or an undergraduate or graduate degree with a major or minor in accounting, finance, technology, or business-related degrees; or
 - ii. Any high school student with a demonstrated interest in accounting, finance, technology or other business-related degrees.
- 2.3 Membership Requirements.** Any person wishing to be a Member of the Association must be genuinely interested in fostering the purposes of the Association. The Association may establish additional criteria, definitions, standards or qualifications for each membership classification which will be detailed in the Association's operating standards and policies manual. The Association may refuse membership to persons who fail to meet the standards for the class for which they are applying or whose actions or public positions are in conflict with the purpose or success of the Association.
- 2.4 Membership Dues.** Membership dues shall be determined by the Board for each class of membership. Dues are payable in advance and are not refundable. Membership shall be for a term of one year (365 days) starting on the day the application is submitted and dues have been paid. Thereafter, annual renewal dues shall be payable on the anniversary of membership.

- 2.5 Termination.** Membership in the Association shall terminate upon the resignation of a member, failure to pay dues, death, or expulsion from membership upon review and recommendation of the Governance and Ethics Committee, for material violation of applicable governing documents, or for commission of any act deemed by the Board as detrimental to the reputation and standing of the profession or the Association. Upon termination, the member shall forfeit any and all rights and privileges of membership and is ineligible to serve in any elected or appointed position in the Association. Reinstatement of a membership terminated for failure to pay dues shall be automatic upon the payment of all delinquent fees, dues, and/or any other applicable charges, assessments or penalties, unless any such amount has been delinquent for one year or more, in which case reinstatement shall be made only upon re-application for membership. No member shall be expelled, except for failure to pay dues, without due process. Expelled members may not reapply for membership for a period of five years from the date of expulsion unless otherwise specified in the termination notification.
- 2.6 Resignation.** A member may resign by written notice to the Secretary, Chair or President & CEO, and shall be effective on the date received. Resignation shall not result in a refund of dues, in full or in part, nor will it relieve a member of unpaid dues, other charges previously accrued, or any pending review by the Governance and Ethics Committee. Resigning members may re-apply for membership without prejudice at any subsequent time unless notified otherwise.

Article III – Regions and Chapters

- 3.1 Designation of Regions.** The Chapters of the Association shall be subdivided into Regions by a designated geography. By accepting such designation, a Region affirms its adherence to and support of the purposes of the Association as specified in Article I of the Bylaws and agrees to be bound by every applicable provision of these Bylaws.
- (a) **Service Area.** The states, territories, or jurisdictions to be included within each Region shall be determined at the Board's discretion, including periodic assessments which may result in the addition, reorganization or termination of a Region from time to time.
 - (b) **Regional Leadership.** It shall be the general policy of the Association that the nominating and vetting process will be followed in accordance with the Nominating Committee as defined in Article 7.2(d). Once candidates have been nominated and vetted, the Nominating Committee will present a slate for a vote by eligible voting members in good standing as defined in these Bylaws at section 4.8.
 - (c) **Termination/Vacancies.** If at any time it appears to the Board that a Region's leader(s) has/have ceased to operate in a manner consistent with NABA's mission, purposes, or code of conduct set forth under Article I and 7.2 (c) or has/have materially breached any provisions of these Bylaws, the Board may remove the Region's leader(s) at any special or regular meeting of the Board of Directors. Removed leader(s) will follow the process set out by the Governance and Ethics Committee. Vacancies in Region leader roles caused by removal, resignation, or termination of membership (as defined in Article 2.5) will be filled by the Nominating Committee as defined in that committee's charter. The removed Region leader(s) is/are

expressly forbidden from utilizing the NABA name, logo or any other material assets of the Association.

3.2 Designation of Chapters. The Association may provide members an opportunity to assemble and serve by geographic area (hereinafter referred to as a “Chapter”) as determined by the respective Regional President in collaboration with the executive team made up of the President & CEO and their direct reports (“Executive Team”). By accepting such designation, a Chapter affirms its adherence to, and support of, the purposes of the Association as specified in Article I and agrees to be bound by every applicable provision of these Bylaws.

- (a) **Service Area.** It shall be the general policy of the Association to allow the Regional Presidents and Executive Team to determine the designation of a Chapter.
- (b) **Chapter Leadership.** It shall be the general policy of the Association that the nominating process will be followed in determining Chapter Leadership positions. This process will be the responsibility of the Nominating Committee as defined in Article 7.2 (d).
- (c) **Termination/Vacancies.** If at any time it appears to the Board that any Chapter leader(s) has/have ceased to operate in a manner consistent with NABA’s mission, purposes, or code of conduct set forth under Article I and 7.2(c), or has/have materially breached any provisions of these Bylaws, the Board may remove its leader(s) at any special or regular meeting of the Board. Removed leader(s) will follow the process set out by the Governance and Ethics Committee. Vacancies in Chapter leader roles caused by removal, resignation, or termination of membership (as defined in Article 2.5) will be filled by the Nominating Committee as defined in that committee’s charter. The removed Chapter leader(s) is/are expressly forbidden from utilizing the NABA name, logo or any other material assets of the Association.

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

- (a) Chapter affiliation is determined on either:
 - i. The first day of membership, if the Chapter is designated on their membership application; or,
 - ii. The first day of the following membership year, for members who change their Chapter affiliation during the year.
- (b) Termination, revocation or suspension of membership by the Association shall automatically constitute termination, revocation or suspension of membership in the Chapter.
- (c) Resignation from the Association shall automatically constitute resignation of membership in the Chapter.

- 3.4 Assigning of Dues Revenue.** Each Chapter shall be assigned a portion of the annual Membership Dues for their chapter, the portion of which shall be defined by the Finance Committee in the operating standards and policies manual.

Article IV – Membership Meetings and Voting

- 4.1 Membership Meetings.** Meetings of the membership may be held at times and places determined by the Board.
- (a) **Annual Meeting.** An annual meeting will be held at least once each year and shall include the installation of any new Officers and Directors and the transaction of such other business as may be required to be brought before the members by law.
- (b) **Special Meeting.** A Special Meeting may be called by the Chair or by the Board of Directors. Special meetings may also be called by the Secretary upon demand of the Members as required by law. Only business within the purpose described in the notice may be conducted at the Special Meeting.
- 4.2 Notice.** Notice of meetings for membership actions shall be provided to members not less than ten (10) nor more than fifty (50) days before the meeting date by postal or other delivery, facsimile, e-mail, or any other electronic means. If a meeting is adjourned to be continued at another time and is announced at the meeting before adjournment, notification of the new meeting is not required.
- 4.3 Waiver of Notice; Attendance at Meeting.** Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy required by law, the Certificate of Incorporation, or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, signed by the Member entitled to the notice, and delivered to the Secretary for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting:
- (a) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and,
- (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.
- 4.4 Voting Members.** Each Voting Member, shall have one vote subject to the requirements and provisions outlined in section 4.5. Non-Voting Members shall not have any voting rights. The Board determines which classes of memberships shall have voting rights and may make changes to the voting rights and privileges for all classes of membership at any time.
- 4.5 Voting.** Whenever Members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting may be in person or by proxy. Voting Members may take actions without a meeting upon the consent of all the Voting Members, which consent shall set forth the action so taken.

(a) **Good Standing.** For purposes of voting, nominating, candidacy, and calling of a special meeting, the term “Good Standing” shall be defined as follows:

i. Membership is paid for sixty (60) calendar days preceding the official vote.

ii. Paid Members shall not be considered in “good standing” if they have been or are currently subject to any review by the Governance and Ethics Committee, have any action taken against them by any industry regulatory authority, or are convicted in a criminal act.

(b) **Notice.** Notice of a membership vote and proxy shall be delivered to Members not less than ten (10) nor more than fifty (50) days before the date of the vote by postal or other delivery, facsimile, e-mail, or any other electronic means.

(c) **Quorum.** Except as otherwise provided, Members holding ten (10) percent of the eligible votes to be cast in a designated vote shall constitute a quorum.

4.6 Voting Requirements. The vote of a majority of the voting members entitled to be cast by the Members present or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members unless a greater proportion is required by these Bylaws.

4.7 Voting Matters. No matter of business for consideration at any Membership meeting other than as contained in the Notice of the Meeting shall be presented for consideration and action at a meeting unless a written statement of that matter shall have been presented to the Chair or President & CEO not less than ten (10) days prior to the date of the meeting in writing bearing the signature of not less than two hundred (200) voting members.

4.8 National Elections. Voting Members in good standing shall have the right to vote on the election of the Regional Leaders(s) presented by the Nominating Committee or any other matter required to be submitted to the Members for a vote by law. Except for the Regional Directors defined under Article 5.2 (a), candidates for the Association’s Board of Directors will be proposed by the Nominating Committee and submitted to the National Board for final approval and appointment.

Article V – Board of Directors

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

5.2 Composition and Election. The Board shall have not less than ten (10) and not more than seventeen (17) total voting Directors (including Outside Directors and excluding Ex-officio members). Candidates for the Board of Directors will be vetted and presented by the Nominating Committee to the Board for final approval and appointment to serve on the Board. Regional

Directors will be vetted and presented by the Nominating Committee and elected by formal vote as defined in Article 4.8. Directors must be at least 21 years of age and members in good standing.

(a) Composition.

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

(b) Removals.

- i. All eligible Voting Members may remove any Director, with or without cause, upon review and recommendation from the Governance and Ethics Committee or upon its own initiative, but only at a meeting called for that purpose with a quorum and two-thirds vote of eligible Voting Members. The notice of the meeting must state that the purpose of the meeting is the removal of the Director.
- ii. The Board of Directors may remove any Board member from office for cause and/or for non-performance or conduct unbecoming of a Board member by three-quarters majority vote, with the Director proposed to be removed not voting.

5.3 Number and Appointment Qualifications. Individuals appointed to the Board are done so by the slate of candidates vetted and presented by the Nominating Committee. To be eligible as a Regional Director, the individual shall meet such requirements and qualifications as may be established by the Board in conjunction with the Nominating Committee and as defined in the operating standards and policies manual.

- 5.4 Director Terms.** The term for Directors shall be four (4) years in duration. Terms coincide with the fiscal year. Directors may serve no more than two (2) consecutive terms, with the exception for the IPC and Chair of the Board positions set forth in Article 6.3. Directors may be re-appointed to the Board after a one-year break in service.
- 5.5 Regional Director Terms.** The term for Regional Directors shall be four (4) years in duration. Terms coincide with the fiscal year. Regional Directors may serve no more than two (2) consecutive terms in the same role. Regional Directors may be vetted and presented by the Nominating Committee to be appointed to the Board after a one-year break in service.
- 5.6 Vacancies.** Vacancies among Directors, including a vacancy resulting from the removal of a Director or an increase in the number of Directors, may be filled for the unexpired term of such Director by either:
- (a) an appointment by the Board Chair; or,
 - (b) approval by the remaining Directors in a manner consistent with Article 5.9 of these Bylaws, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs. Any such election to fill a vacancy shall be for the unexpired term of such Directors.
- 5.7 Board Meetings.** The Board shall hold meetings at least twice a year. Meetings may be held in person or by conference technology. In-person meetings shall be held at such times and at such places as the Board shall designate from time to time. If no place is designated, regular meetings shall be held at the principal office of the Corporation.
- (a) **Special Meetings.** Special meetings of the Board may be called by the Chair or one-third of the Directors of the Association then serving and shall be held at such times and at such places as the person or persons calling the meeting shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.
 - (b) **Notice.** Notice of regular or special meetings of the Board shall be given to each Director not less than five (5) days before the meeting (except when a different notification period is required by law) either in hard copy or by electronic means. Where permitted and appropriate, notification may be made by telephone. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.
 - (c) **Attendance.** If any Board member has unexcused absences from two consecutive meetings of the Board of Directors (as referenced by section 5.7) within their term, they shall be deemed to have resigned. Absences are deemed excused when approved by the Chair before the meeting commences. The Board of Directors may reinstate the member by majority vote deemed to have resigned. The resignation of a board member shall be tendered to the Board.
- 5.8 Waiver of Notice.** Notice of meeting need to be given to any Director who submits a waiver of notice, in person or by proxy required by law, the Certificate of Incorporation, or these Bylaws

before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in this paragraph, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

5.9 Voting. Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply.

- (a) **Quorum.** A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at a meeting of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board. In the absence of a quorum, the chair may adjourn the meeting until a quorum is obtained. A Director who is present at a meeting of the Board or a Board Committee when corporate action is taken is deemed to have assented to the action taken unless:
 - i. the Director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting;
 - ii. the Director votes against, or abstains from, the action taken; or
 - iii. the Director is absent when the action is taken, in which case, the Director is deemed to have abstained.
- (b) **Action Without Meeting.** The Board may take actions without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Each Director's consent must be submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such unanimous written consent must be signed by all Directors and describes the action taken and authorized. The signed written consent shall be included in the minutes or filed with the corporate records reflecting the action taken. Actions taken under this provision become effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided the consent states the date of execution by each Director.
- (c) **Member Transactions.** In matters where Voting Members transact business on behalf of the Association under these Bylaws, a simple majority shall be necessary for the adoption of the matter.

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

5.11 Removal. A Director may be removed by (a) two-thirds of eligible Voting Members where a quorum is present, or (b) three-quarters of the full Board, with the Director proposed to be removed not voting. If the removal is by a petition of the members, that petition must be signed by

all members who were present for and participated in the vote. If the Director proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Director must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. Any removal or resignation of a person as a Director, automatically results in that person's immediate removal or resignation as an Officer.

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

Article VI – Officers

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

6.2 Duties of Officers.

- (a) **Chair.** The Chair shall preside at all Board meetings, have the authority to call a meeting of the Officers with appropriate notice and business need, and create and dissolve ad-hoc committees, as well as, report the affairs of the Association at each annual meeting.
- (b) **Vice Chair.** The Vice Chair shall act as the Chair in their absence. In the case of the disability or death of the Chair, the Vice Chair shall carry out the duties of the Chair and shall chair meetings of the Board until a replacement is installed. In the case of the disability or death of the Chair and Vice Chair, the Immediate Past Chair shall carry out the duties of the Chair and shall chair meetings of the Board until a replacement is installed.
- (c) **Secretary.** The Secretary shall be the Chair of the Governance and Ethics Committee. The Secretary shall give, or cause to be given, notice of all meetings of the Board, ensure that minutes of the meetings of the Board and Executive Committee are recorded and retained in a manner consistent with the Association's record retention policy; superintend the registration of proxies, as hereinbefore provided; supervise the conduct of ballots, as hereinafter provided; assure that all notices are given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall perform such other duties as may be prescribed by the Board or Chair.
- (d) **Treasurer.** The Treasurer shall be the Chair of the Finance Committee. The Treasurer shall provide to the Board, at the regular meetings or whenever requested by the Chair, an account of all financial transactions and of the financial condition of the Association. The Treasurer shall have oversight of the Association's annual budget, investments and fiscal policies.
- (e) **President & CEO.** The President & CEO shall be responsible for the day-to-day operations of the Association, who shall serve at the pleasure of the Board and report to the Chair. The President & CEO shall be an ex-officio, non-voting member of the Board or should not be counted for purposes of determining the existence of a quorum. The President & CEO shall have full responsibility for and control of all administrative and operational matters of the Association,

and such other powers and duties of management and supervision usually vested in the office of president of a corporation.

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

- 6.3 Term.** The term for each Officer Director shall be four (4) years in duration. Terms coincide with the fiscal year. Officer Directors may serve no more than two (2) consecutive terms. The foregoing consecutive term limit does not apply in the event a member of the National Board of Directors is nominated and selected by the Nominating Committee as the Chair for the first time at the end of their second (2nd) consecutive term on the National Board, and may serve for one (1) additional term on the National Board as Chair and one (1) additional term on the Board as IPC thereafter.
- 6.4 Resignation.** An Officer may resign at any time by delivering written notice to the Secretary. The resignation shall be effective upon delivery, unless the notice specifies a later date.
- 6.5 Removal of Officers.** Any Officer may be removed at any time, with or without cause by (a) two-thirds of eligible Voting Members where a quorum is present, (b) by three-quarters of the full Board, with the Officer proposed to be removed not voting, or (c) upon review and recommendation from the Governance and Ethics Committee or upon its own initiative, but only at a meeting called for that purpose. If the removal is by a petition of the members, that petition must be signed by all members who were present for and participated in the vote. The notice of the meeting must state that the purpose or one of the purposes of the meeting is the removal of the Officer. The removal of an Officer shall be effective only if the number of votes cast to remove him or her constitutes a majority of the votes entitled to be cast at an election of Directors by which such Officer was elected.

Article VII – Board Committees

- 7.1 Committees.** The Board may authorize the established of standing, Ad-hoc or advisory committees to advance the mission and purpose of the Association. The Board shall establish a charter for each committee, which defines its purpose, authority, and outcomes. The chairperson of each committee shall be appointed by the Board and shall oversee Committee activities. Committees are responsible to the Board. Standing Committee members shall be appointed from the membership. Members must be in good standing as defined in paragraph 4.5(a) to be eligible for committee appointment.
- 7.2 Standing Committees.** The Association shall have the following standing committees:
- (a) **Finance Committee.** The Association shall have a Finance Committee consisting of at least three (3) Directors and volunteers as determined by the board, including the Treasurer, who shall serve as the Committee Chair. The Finance Committee shall review the annual budget for approval by the Board. The Finance Committee shall also oversee the adoption, implementation of, and compliance with the Board Conflict of Interest, Investment Policies and Whistleblower Policies of the Association.

(b) **Governance and Ethics Committee.** The Association shall have a Governance and Ethics Committee consisting of at least three (3) members and volunteers as determined by the board, including the Secretary, who shall serve as the Committee Chair. The Governance and Ethics Committee shall advise the Board on the smooth and effective functioning of Board policies and practices. All activities of the committee will be in accordance with said policies and practices including committee structure and regular policy reviews and updates recommended by the Governance and Ethics Committee and approved by the Board of Directors. The committee is additionally responsible for but not limited to:

- i. Reviewing and making recommendations to the Board on matters of affiliate governance, bylaw changes and governing policies.
- ii. Conducting the Board self-assessment instrument on a regular basis.
- iii. Reviewing the Board committee structure every two years and making recommendations for Board approval.
- iv. Evaluating Board gaps and development needs for the purpose of recommending suggestions for Board orientation enhancements and retreat topics.
- v. Addressing issues related to organizational ethics and member complaints that are referred to the Committee by the Board.
- vi. Making recommendations regarding the NABA Code of Ethics and Professional Conduct, ethics investigation and reporting procedures, and administering the aforementioned rules and procedures.

(c) **Nominating Committee.** The Nominating Committee shall have at least five (5) members as appointed by the board, including the Immediate Past Chair who will serve as the Committee Chair. All activities of the committee will be in accordance with the operating standards and policies, committee structure, and vetting process set forth by the Nominating Committee and approved by the Board of Directors.

(d) **Audit Committee.** The Audit Committee shall of at least three (3) Directors and volunteers as determined by the board, at least one of whom has substantial financial expertise. Officers may NOT serve as members of this committee, nor shall any member of the Finance Committee also serve on the Audit Committee, and vice versa. The Audit Committee shall regularly review the adequacy of the Association's internal financial controls and the organizational risk to include material litigation and other legal matters as appropriate. The Audit Committee also reviews within the scope of the Association's independent public accountants' annual audit program, the Association's financial statements, and Internal Revenue Service filings. The Audit Committee will then make recommendations to the Board regarding its review. This committee also recommends to the Board the selection of the Association's independent public accountants.

(e) **Strategy, Innovation and Technology Committee.** The Strategy, Innovation and Technology Committee shall have at least three (3) Directors and volunteers as

determined by the board. The primary duty of the Strategy, Innovation and Technology committee shall be to support the Association in setting policies and disciplines to stay innovative, prioritize new investments in coordination with the Finance Committee, and oversee the strategy to stay “future focused.” It will also perform periodic monitoring of the Association’s strategic plans including strategies and innovation and technology initiatives, and provide guidance on how to ensure consistent implementation and development across the Association.

- (f) **Human Capital Committee.** The Human Capital Committee shall have at least three (3) Directors and volunteers as determined by the board, to be chaired by the Vice Chair of the Board. The Human Capital Committee will help define policies and provide vital strategic oversight of Human Capital Management, including but not limited to: succession planning, talent strategies that support the Association’s business strategies, performance incentive structure, pay and promotion equality, executive and key employee compensation, culture, and workforce diversity and inclusion. This committee shall also each year review and set the compensation for the President & CEO, and review the compensation and benefits of the other executive leadership team as presented by the President & CEO for approval by this committee. Compensation information for similar positions from comparable organizations will be used to establish reasonable compensation. In addition, the committee will perform an annual performance evaluation for the President & CEO based on agreed to objectives and direction.

- 7.3 Ad-hoc Committees.** The Association shall also have ad-hoc committees which are appointed by the Chair and/or suggested by the President & CEO, to address occasional or infrequent needs of the governing board. Ad-hoc Committees only assemble, take action, or provide reports on an as-needed basis as determined by the needs of the Association and may be formed, amended or dissolved at the discretion of the Chair.
- 7.4 Advisory Committees.** The Board may establish one or more Advisory Committees and appoint any individuals to serve on any such Advisory Committee. Any Advisory Committee so established by the Board shall provide advice to the Board on matters as requested by the Board to assist the Board in carrying out the purposes of the Association as set forth in Article III of the Association’s Certificate of Incorporation. An Advisory Committee shall act only in an advisory capacity and may make recommendations to the Board or any Board Committee but shall have no authority to act on behalf of the Board or the Association.
- 7.5 Voting.** A quorum, for the purposes of Board Committee actions shall be the majority of the number of the committee members. In the absence of a quorum, the Committee chair may adjourn the meeting until a quorum is obtained.
- 7.6 Ex-Officio Members.** The President & CEO shall serve as an ex-officio member of all committees. The President & CEO may from time to time appoint one or more additional persons as ex-officio members of committees. Ex- officio members of committees shall be entitled to all the rights and privileges of regular committee members but shall not vote or be counted in determining the existence of a quorum.

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

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

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

Article VIII – Conflicts of Interest

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

Article IX – Limit on Liability and Indemnification

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

- (a) "corporation" means this Association only and no predecessor or entity or other legal entity.
- (b) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification.

(c) “governing documents” include the Association’s Certificate of Incorporation, the Association’s Bylaws, and the Association’s operating standards and policies.

(d) “liability” means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan.

(e) “legal entity” means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; and,

(f) “proceeding” means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

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

(a) To indemnify the Association for any obligation which it incurs as a result of indemnification of Directors, Officers, employees, and agents;

(b) To indemnify Officers, Directors, employees, and agents in instances in which they maybe indemnified by the Association. Any amounts payable as indemnification under this Article IX shall be limited by the amount of money collectible under the Association’s insurance coverage

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

(a) No indemnification may be made to or on behalf of any such person if:

i. his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding, or

ii. he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

(b) The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person’s heirs, executors, and administrators.

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

Article X – Miscellaneous Provisions

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