

**THIRD AMENDED AND RESTATED BYLAWS**

**OF**

**100 BLACK MEN OF AMERICA, INC.**

**A Georgia Nonprofit Corporation**

**June 16, 2018**

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**THIRD AMENDED AND RESTATED BYLAWS**  
**OF**  
**100 BLACK MEN OF AMERICA, INC.**

**A Georgia Nonprofit Corporation**

**ARTICLE I**

**NAME**

1.1 **Name.** The name of this corporation shall be *100 Black Men of America, Inc.* (the “Corporation”).

**ARTICLE II**

**OFFICES**

2.1 **Principal Office.** The principal office for the transaction of the business of the Corporation (Principal Office”) is located at 141 Auburn Avenue, Atlanta, Georgia 30303. The address of the principal office of the Corporation may change from one location to another at the direction of the Board of Directors of the Corporation.

2.2 **Other Offices.** The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE III**

**PURPOSES AND OBJECTIVES**

3.1 **Formation.** This Corporation has been formed under the Georgia Nonprofit Corporation Code for public purposes, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people to vote.

3.2 **Purposes and Objectives.** The purposes and objectives for which this Corporation is formed are set forth in the Articles of Incorporation and these Bylaws, as from time to time amended. Essentially, they are to foster and promote the involvement of the members of the Corporation in civic and charitable endeavors, through mutual cooperation, joint planning and organized execution;

and to provide charitable service to the various communities of its members so as to foster and promote the advancement of each such community.

3.3 **Powers and Limitations.** The Corporation shall enjoy all powers allowed to nonprofit corporations by the Georgia Nonprofit Corporation Code and the United States Internal Revenue Code, except as may otherwise be provided by the Articles of Incorporation or these Bylaws. If by reason of a change in Section 501(c) of the United States Internal Revenue Code, or otherwise, the carrying out of any of the said purposes of the Corporation would cause the assets or income of the Corporation to be subject to federal income tax, no further distributions shall be made for such nonexempt purpose or purposes.

## ARTICLE IV

### **DEDICATION OF ASSETS**

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code § 501(c)(3).

## ARTICLE V

### **MEMBERSHIP**

#### 5.1 **Members of the Corporation.**

(a) Chartered Chapters of the Corporation. All Chartered Chapters in good standing with the Corporation shall be members of the Corporation (hereinafter, the “Members”).

(b) Affiliated Members of the Corporation. All individual Members of Chartered Chapters of the Corporation shall be affiliated members of the Corporation (hereinafter, “Affiliated Members”).

(c) Honorary Members of the Corporation. Each individual upon whom honorary status as an honorary member is conferred by the Chairman of the Board, and ratified by the Board, shall be an honorary affiliated member (hereinafter, an “Honorary Member”).

5.2 **Qualifications.** Only Members in good standing with the Corporation may be eligible to participate in business meetings of the Corporation, and only Affiliated Members in good standing with their respective Chartered Chapters may serve as Voting Delegates or serve in any other elective or appointive positions with the Corporation.

5.3 **Fees, Dues and Assessments.** All Chartered Chapters of the Corporation shall be required to pay such fees, dues and assessments as may be established from time to time by the Board of Directors of the Corporation.

5.4 **Voting Rights.** All voting rights of the Members shall be through the Voting Delegates (defined in Article IX) appointed or elected by their respective Chartered Chapters.

5.5 **Annual Meetings of Members.** The annual meeting of the membership (hereinafter, the “Annual Conference”) shall be held in June of each year, unless the Board of Directors sets another date and so notifies the Members as provided in Section 5.7.

5.6 **Special or Emergency Meetings.** A special or emergency meeting of the membership may be called at any time by the Board of Directors. If a special or emergency meeting is called, the Board of Directors shall cause notice to be promptly given to all members of the Board of Directors, in accordance with Section 5.7.

5.7 **Notice of Meetings.**

(a) **General Notice Contents.** All notices of meetings of Members shall be sent or otherwise given in accordance with sub-section (c) of this Section not less than thirty (30) nor more than sixty (60) days before the date of this meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the Annual Conference, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the Members.

(b) **Notice of Certain Agenda Items.** If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

(i) Electing officers to fill vacancies before the Annual Conference; or

(ii) Voluntarily dissolving the Corporation.

(c) **Manner of Giving Notice.** Notice of any meeting of Members shall be given to each Chartered Chapter by first-class mail, facsimile transmission, email or other written communication, charges prepaid, addressed to each Chartered Chapter either at the address appearing on the books of the Corporation or the address given by each such Chartered Chapter to the Corporation for the purpose of notice. If no address appears on the Corporation’s books and no address has been so given, (i) notice shall be sent to the Chartered Chapter by first-class mail, facsimile transmission, email or other written communication to its Principal Officer, or (ii) notice is published at least once in a newspaper of general circulation in the county where the Chartered Chapter is located. Notice shall be deemed to have been given to each Member when delivered personally or deposited in the mail or sent by facsimile transmission, email or other means of written communication to such Chartered Chapter.

(d) Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving notice of any Members' meeting may be executed by the Secretary, or any Assistant Secretary, or any transfer agent of the Corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the Corporation.

#### 5.8 **Quorum at Members Meetings.**

(a) Percentage Required. Thirty-three and one-third percent (33-1/3%) of the Voting Delegates shall constitute a quorum for the transaction of business at any meeting of the Members.

(b) Loss of Quorum. The Voting Delegates present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Voting Delegates to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Voting Delegates required to constitute a quorum.

5.9 **Adjourned Meeting.** Any Members' meeting, annual, special or emergency, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Voting Delegates represented at the meeting.

#### 5.10 **Voting.**

(a) Eligibility to Vote. Persons entitled to vote at any meeting of Members shall only be the Voting Delegates as of the date determined in accordance with Article IX, subject to the provisions of the Georgia Nonprofit Corporation Law. Each Voting Delegate shall be entitled to one vote.

(b) Manner of Casting Votes. Voting may be voice or ballot, provided that any election of Officers must be by ballot, if demanded by any Voting Delegate before the voting begins.

(c) Absentee Balloting. Each Voting Delegate entitled to vote at an election of Officers shall have the right to vote by absentee ballot, upon a showing of good cause that his absence is required.

(d) Vote by Proxy. Each Voting Delegate is entitled to vote by written proxy, upon the filing of such written proxy statement properly executed and attested with the Secretary of the Corporation. A Voting Delegate may vote by written proxy at the Annual Conference provided (i) he or his designee is a registered, paid and certified Conference Delegate at the time of the vote; and (ii) a written proxy statement for such Voting Delegate, properly executed and attested, is on file with the Secretary of the Corporation.

(e) Majority Vote. If a quorum is present, the vote of the majority of the Voting Delegates represented at the meeting, entitled to vote and voting on any matter shall be the act of the Members, unless the vote of a greater number is required by Georgia Nonprofit Corporation Law or by the Articles of Incorporation.



5.11 **Waiver of Notice or Consent by Absent Voting Delegates.**

(a) **Written Waiver or Consent.** The transactions of any meeting of Members, either annual, special or emergency, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each person entitled to vote, who was not present signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual, special or emergency meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 5.7(b), the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) **Waiver of Attendance.** Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

5.12 **Action by Written Consent Without a Meeting.**

(a) **General.** Any action that may be taken at any annual or special meeting of Members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

(b) **Solicitation of Written Ballots.** The Corporation shall distribute one written ballot to each Voting Delegate entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 5.7 for giving notice of special or emergency meeting all solicitations of votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirement; (ii) state the percentage of approvals necessary to pass the measure(s); and (iii) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (i) set forth the proposed action; and (ii) provide the Voting Delegates an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

(c) **Quorum: Majority.** Approval of written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) **Revocation.** No written ballot may be revoked after delivery to the Corporation or deposit in the mails, whichever occurs.

(e) **Maintenance.** All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records.

- (f) Effect of Non-Compliance. Failure to comply with this section shall not invalidate any corporate action taken but may be the basis for challenging any written ballot, and any Member may petition the Superior Court of Georgia to compel compliance with the provisions of the law.

5.13 **Record Date for Member Notice, Voting, Giving Consents and Other Actions**

(a) To Be Determined by Board of Directors. For the purpose of determining which Voting Delegates or Members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the Board of Directors may fix, in advance, a “record date”, which shall not be more than sixty (60) nor fewer than thirty (30) days before the date of any such meeting. Only Voting Delegates of record on the date so fixed are entitled to notice, to vote, to give consents, or to take other action, as the case may be, notwithstanding any transfer on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the Georgia Nonprofit Corporation Law.

(b) Failure of Board to Determine Date.

- (i) Record Date for Notices or Voting. Unless fixed by the Board of Directors, the record date for determining those Members entitled to receive notice of, or day preceding the day on which notice is given, or if notice is waived, the next business day preceding the day on which the meeting is held.
- (ii) Record Date for Written Consent to Action Without Meeting. Unless fixed by the Board, the record date for determining those Voting Delegates entitled to vote by ballot on corporation action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.
- (iii) Record Date for Other Actions. Unless fixed by the Board, the record date for determining those Voting Delegates entitled to take any other action shall be the date the Board adopts the resolution relating thereto, or the sixtieth (60<sup>th</sup>) day prior to the date of such other action, whichever is later.
- (iv) “Record Date” Means as of Close of Business. For purposes of this paragraph, a person certified by his respective Chartered Chapter as a Voting Delegate as of the close of business on the record date shall be deemed the Voting Delegate of record.

5.14 **Conduct of Meetings.** Subject to the provisions of the Georgia Nonprofit Corporation Code and Limitations in the Articles of Incorporation and these Bylaws, all meetings of Members shall be conducted in accordance with Robert’s Rules of Order.

## ARTICLE VI

### DIRECTORS

#### 6.1 General Powers.

- (a) General Corporate Powers. Subject to the provisions of the Georgia Nonprofit Corporation Code and limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:
  - (i) Change the principal office from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of Georgia and designate any place within or outside the State of Georgia for the holding of any Members' meeting or meetings, including the Annual Conference.
  - (ii) Adopt, make, and use a corporate seal; prescribe for forms of membership certificates; and alter the form of the seal and certificate.
  - (iii) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and evidences of debt and securities.
- (c) Specific Limitations. Notwithstanding the foregoing provisions, (i) the powers of the Board are limited to activities authorized, adopted and/or ratified by the membership at the Annual Conference, or a special or emergency meeting, and (ii) no unauthorized expenditure of funds from the Corporation's fundraising account(s), endowment accounts and stock accounts shall be made unless by vote of the membership through their Voting Delegates or unless in accordance with a planned budget adopted at the Annual Conference or otherwise authorized.

6.2 Composition of Directors. The Board of Directors shall be composed of: (1) the Chairman, Vice Chairman, Secretary, Treasurer, Past Chairmen of the Board, and the Chief Executive Officer or Executive Director of the Corporation (ex-officio) (hereinafter, the "Officers") and (2) five (5) At-Large Board Representatives, five (5) District Representatives, and one (1) International Representative.

6.3 Term of Office of Directors. Directors shall assume office upon their election and shall serve until their successors shall have been duly appointed or elected and qualified. The At Large

Board Representatives, the District Representatives, and the International Representative shall be elected for three (3) year terms. Directors shall be elected as follows:

(a) Pursuant to Section 8.2, the Constitutional Officers shall be elected at the Annual Conference by the Voting Delegates.

(b) The five (5) At Large Board Representatives shall be elected at the Annual Conference by the Voting Delegates. Any Affiliated Member in good standing with a Chartered Chapter in good standing with the Corporation is eligible to be elected as an At Large member of the Board of Directors.

(c) The five (5) District Representatives shall be elected at the Annual Conference by the Voting Delegates representing Chartered Chapters in good standing that are located within their respective Districts, provided the Voting Delegates may only cast a vote for a candidate for District Representative who is from the District in which the Voting Delegates' Chartered Chapters are located. The five (5) Districts shall be set forth on a District Boundaries Map, approved by the Board, in which the District boundaries and composition shall be established, which Map shall be reviewed (and revised, if necessary) every five (5) years beginning in 2017. Any changes to the District Boundaries Map must be effectuated by amending these Bylaws in accordance with Section 14.1.

(d) The one (1) International Representative shall be elected at the Annual Conference by the Voting Delegates representing Chartered Chapters in good standing that are located outside the Continental United States. Any Affiliated Member in good standing with a Chartered Chapter in good standing with the Corporation is eligible to be elected and to serve as the International Representative on the Board, provided he is a member of a Chartered Chapter located outside the Continental United States.

(e) Past Chairmen of the Corporation shall become members of the Board and shall serve continuously; provided only the two (2) immediate past Chairmen shall be voting members and other past Chairmen shall serve in an ex-officio capacity.

#### 6.4 **Vacancies.**

(a) Directors. In the event of a vacancy on the Board of Directors due to death, resignation, incapacity to serve, or otherwise, the remaining Directors shall elect a new Director to serve until the Annual Conference, at which time an election to fill such vacancy will occur.

(b) Voluntary Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective by giving written notice to the Chairman, the Secretary, or the Board of Directors, unless the notice specifies a later time the resignation is to become effective. If the resignation of a Director is effective at a future time, a successor may be elected to take office as of the date when the resignation becomes effective, for the unexpired terms.

- 6.5 **Annual Meeting.** An annual meeting of the Board of Directors shall be called by the Chairman of the Board immediately before or immediately after each Annual Conference in each calendar year, with notice to each Director. Any such meeting may be held at such time and place as shall be stated in the notice of meeting. In addition, the Board of Directors may schedule other meetings to occur at regular intervals throughout the year.
- 6.6 **Leadership Summit.** The Leadership Summit shall be a regular Board meeting of the Corporation, convened in December of each year by the Chairman of the Board, during which the Presidents of all Chartered Chapters shall be invited for the purpose of organization, planning and other business.
- 6.7 **Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board or one-third (1/3) of the Directors then in office, with adequate notice.
- 6.8 **Place of Meetings; Meetings by Telephone.** Meetings of the Board of Directors may be held at any place within or outside the State of Georgia, designated from time to time by the Board. Special meetings of the Board shall be held at any place within or outside the State of Georgia that has been designated in the notice, or if there is no notice, at the Principal Office of the Corporation. Notwithstanding the above provisions of this section, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.
- 6.9 **Notice of Meetings.**
- (a) Manner of Giving. Notice of time and place of meetings shall be given to each Director by one of the following methods:
- (i) by personal delivery or written notice;
  - (ii) by first-class mail, postage paid;
  - (iii) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or
  - (iv) by facsimile transmission or email, all such notices shall be given or sent to the Director's address, telephone number, or email address as shown on the records of the Corporation.
- (b) Time Requirements. Notices sent by first-class mail, personal delivery, telephone, facsimile transmission, or email shall be delivered, mailed, or given at least fifteen (15) days before the time set for the meeting.

- (c) **Notice Contents.** The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or place of the meeting, if it is to be held at the Principal Office of the Corporation.

6.10 **Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

6.11 **Quorum.** One-third (1/3) of all Directors in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.12. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the Georgia Nonprofit Corporation Code, especially those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

6.12 **Adjournment.** A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

6.13 **Notice of Adjournment.** Notice of time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

6.14 **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

6.15 **Fees and Compensation of Directors.** Directors and members of committees shall not be compensated for their services, but may be reimbursed for reasonable expenses, as may be determined by the Board of Directors to be just and reasonable.

6.16 **Mandatory Attendance.** Each Board member shall be required to attend and participate in the Annual Meeting of the Corporation and to participate in other Board meetings as may be called from time to time by the Chairman of the Board. Failure of a Board member to attend two consecutive mandatory Board meetings may result in a vote for his removal upon which the Board may fill his vacancy pursuant to Section 6.4 of these Bylaws.

## ARTICLE VII

### COMMITTEES

7.1 **Designation of Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee regardless of Board resolution, may:

- (a) take a final action on matters which, under the Georgia Nonprofit Corporation Code or these Bylaws, also requires Members' approval or approval of a majority of all the Members;
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (c) authorize compensation of the Directors for serving on the Board or on any committees;
- (d) amend or repeal Bylaws or adopt new bylaws;
- (e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the Board of Directors or the members of these committees;
- (g) approve any transaction (i) to which the Corporation is a party and one or more Directors have a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest;
- (h) expend the Corporation's funds to support a nominee for an Officer or Director position.

7.2 **Meetings and Action of Committee.** Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions in these Bylaws governing Directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the subject committee. Special meetings of committees may also be called.

7.3 **Committees.** There shall be the following standing committees of the Corporation:

- (a) Executive Committee. There shall be an Executive Committee of the Board comprised of the Chairman, the Vice Chairman, the Secretary, the Treasurer, the past Chairmen of the Board of the Corporation, and the Chief Executive Officer or Executive Director of the Corporation (in an ex officio capacity). The immediate past Chairman of the Board, the Chairman, the Vice Chairman, the Secretary and the Treasurer shall be the only voting members of the Executive

Committee. The Executive Committee shall be empowered to manage the business affairs of the Corporation, subject to these Bylaws, the Articles of Incorporation, and the Georgia Nonprofit Corporation Code. Each member of the Executive Committee shall be required to attend and participate in all Board meetings and Executive Committee meetings of the Corporation, including the Annual Meeting and the Leadership Summit. Failure of an Executive Committee member to attend two consecutive mandatory meetings may result in a vote for his removal under these bylaws.

- (b) Nominating Committee. There shall be a Nominating Committee, appointed by the Chairman, responsible for the review and credentialing of all candidates for elected office in the Corporation. This Committee shall also be responsible for the presentation of slates and conduct of elections. Candidates for office in the Corporation may not serve on the Nominating Committee.
- (c) Bylaws Committee. There shall be a Bylaws Committee, appointed by the Chairman, responsible for the review and proposal of all amendments to the Bylaws of the Corporation.
- (d) Finance Committee. There shall be a Finance Committee, appointed by the Chairman, responsible for the review and audit of all budgets of committees and staff operations of the Corporation. This Committee shall also be responsible for supporting the finance functions of the Corporation's Treasurer and will annually make an audit report to the Board of Directors.
- (e) Audit Committee. There shall be an Audit Committee, appointed by the Chairman and ratified by the Board, who shall be responsible for conducting internal audits of the Corporation's practices and financial transactions, including oversight of the Corporation's good governance policies and conflicts of interest policies.

## **ARTICLE VIII**

### **OFFICERS**

8.1 **Constitutional Officers.** The elected officers of the Corporation shall be Chairman, Vice Chairman, Secretary and Treasurer (the "Constitutional Officers"). Each Constitutional Officer of the Corporation shall, at all times during his term of office, be an Affiliated Member of the Corporation in good standing. Each Constitutional Officer of the Corporation shall serve until his successor is qualified.

8.2 **Election of Officers.** The Constitutional Officers of the Corporation shall be elected by secret ballot at the Annual Conference. The term of office for each Constitutional Officer shall be three (3) years.

8.3 **Appointed Officers.** The Board of Directors may appoint and may authorize the Chairman of the Board to appoint any other officers that the business of the Corporation may require (the "Appointed Officers"), each of whom shall have the title, hold office for the designated period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the



Board of Directors, at the discretion of the Board. The Appointed Officers shall not be voting members of the Board or the Executive Committee.

8.4 **Removal of Officers.** Any Constitutional Officer may be removed, with cause, by majority vote of the Board of Directors. Any Appointed Officer may be removed, with or without cause, by a majority vote of the Executive Committee. Immediately upon any Officer ceasing to be an Affiliated Member in good standing with the Corporation, said Officer shall be disqualified to hold such office, and the office held by said Officer shall, without the necessity of any action by the Board or the membership, become vacant.

8.5 **Resignation of Officers.** Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

8.6 **Vacancies in Office.** A vacancy in any elective office, except Chairman, because of death, disability, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors until the next Annual Conference, at which time the office shall be filled by vote of the membership. A vacancy in an appointive office shall be filled by the Executive Committee, in its discretion. Upon a vacancy in the office of the Chairman, the Vice Chairman shall assume the duties of Chairman of the Board of Directors until action by the Board of Directors, pursuant to these Bylaws.

8.7 **Responsibilities of Constitutional Officers.**

(a) Chairman. The Chairman shall serve as Chair of the Board of Directors and shall generally supervise the development of the policies for the Corporation. He shall preside at all meetings of the Members, the Board, and the Executive Committee and shall have such other duties as may be prescribed by the Board of Directors or the Bylaws. He may, at the discretion of the Board, appoint committees for special purposes.

(b) Vice Chairman. The Vice Chairman shall serve as a member of the Board and in the absence of the Chairman, he shall serve as Chair of the Board and perform the other duties of the Chairman as appropriate. He shall have such other duties as may be prescribed by the Board of Directors.

(e) Secretary. The Secretary shall attend to the following:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, the place of holding meetings, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of Members present or represented at Members' meetings, and the proceedings of such meetings.

(ii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the Bylaws to be given.

He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(f) Treasurer. The Treasurer shall be responsible for the development of all financial policies of the Corporation, in accordance with the policies established by the Board of Directors. He shall have such other duties as may be prescribed by the Board of Directors.

## **ARTICLE IX**

### **CHARTERED CHAPTERS**

9.1 **Organization.** Each chapter of the 100 Black Men of America, Inc. (“Chartered Chapter”) must be chartered by the Board of Directors, upon satisfaction that such chapter meets the criteria set from time to time by the Board of Directors. Each Chartered Chapter shall qualify as a nonprofit, federal tax-exempt organization. No organization shall use the name “One Hundred Black Men”, “100 Black Men”, or any other trademark or design of the Corporation, or any name, mark, or design considered by the Corporation to be confusingly similar to the Corporation’s trademarks and designs, unless it has been granted a charter by the Corporation and remain in good standing with the Corporation. A Chartered Chapter shall not be in good standing with the Corporation if it is not in compliance with these Bylaws and the Guidelines established from time to time by the Board of Directors of the Corporation, including but not limited to (a) its failure to timely pay all of the fees, dues and assessments of the Corporation; (b) its failure to send Voting Delegate(s) to two consecutive Annual Conferences; (c) its failure to file annual membership rosters, copies of its tax exempt qualification statements and IRS 990’s, and other required documents with the Corporation; or (d) its failure to comply with any resolution promulgated by the Board of Directors of the Corporation after notice.

9.2 **Incorporation and Bylaws.** Each Chartered Chapter shall assume the name approved by the Corporation and shall incorporate in the state of its domicile and shall draft bylaws for its governance not inconsistent with the Bylaws of the Corporation. Each such Chartered Chapter shall file a copy of its incorporation documents and bylaws with the Secretary of the Corporation. Each such Chartered Chapter’s bylaws shall contain, or substantially conform to, the form of the following language:

#### **ARTICLE -- Name**

The name of this corporation shall be \_\_\_\_\_ (“Corporation”), an affiliate of the 100 Black Men of America, Inc.

#### **ARTICLE -- Objectives and Purposes**

The objectives of this Corporation shall be: To foster and promote the involvement of its members in civic and charitable endeavors through mutual cooperation, joint planning and organized execution; and to provide charitable service to the various communities of its membership so as to foster and promote the advancement of each such community.

## ARTICLE -- Nonpartisan Activities

This Corporation has been formed under the (Name of State) Nonprofit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication and dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above; and no member shall make use, or attempt to authorize anyone else to make use of the National Corporation's name or the name **100 Black Men** without the prior approval of the 100 Black Men of America, Inc.

## ARTICLE -- Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code § 501(c)(3).

## ARTICLE -- Membership

Any man of good character and achievement dedicated to the purposes of this Corporation may be elected to membership. The general membership shall elect members.

9.3 **Voting Delegates.** Each Chartered Chapter shall be represented by two (2) appointed or elected delegates and by its President or his designee (collectively, the "Voting Delegates").

9.4 **Elections.** Each Chartered Chapter shall notify the Secretary of the Corporation immediately upon the election of its president and upon the appointment or election of its delegates for the Annual Conference.

9.5 **Vote for Membership.** At each meeting of the Members, the Voting Delegates shall represent the respective Chartered Chapter, with each Voting Delegate having one (1) vote. No Voting Delegate shall be entitled to vote at the Annual Conference, in person or by absentee ballot or proxy, unless he or his designee is a registered, paid and certified Conference Delegate at the time of the vote.

## 9.6 **Multiple Metropolitan Chapters.**

(a) **Number and Eligibility.** There shall not be more than four (4) chartered chapters within a 25-mile radius in a Standard Metropolitan Statistical Area (“SMSA”) “Standard Metropolitan Statistical Area” shall mean that area of a metropolitan city as defined by the Federal Government but shall not include the geographical area of a city in another state just because of its close proximity or inclusion in the SMSA of another city. The first Chartered chapter which is in good standing in a SMSA shall have an opportunity to object to the chartering of another successive chapter in its SMSA. The Board shall consider all objections to the chartering of successive chapters and shall render final determinations in the best interest of the Corporation. No successive chapter shall be chartered within the SMSA of the first Chartered Chapter without strict compliance with this Section.

(b) **Coordination/Conflicts.** No successive chartered chapter may engage in programs which conflict with the first chartered chapter’s programs, without written consent of the first chartered chapter and the Corporation. No successive chartered chapter shall solicit or otherwise accept funding or donations in the name of its chapter or the Corporation from existing sponsors of the first chartered chapter, without written consent of the first chartered chapter and the Corporation. All chartered chapters in a metropolitan area shall coordinate their programs through a liaison committee, to which each shall appoint a member. No Chartered Chapter shall unreasonably withhold its consent under this Section 9.6. The Board shall review all requests and objections of the first Chartered Chapter and successive chapters and shall make final determinations regarding all such matters.

9.7 **Fees, Dues and Assessments.** Each chapter shall be required to pay an initiation fee upon application for a charter with the Board of Directors. Thereafter, each Chartered Chapter shall pay annual dues as established from time to time by the Board of Directors. The Board of Directors may establish additional fees and assessments of Chartered Chapters from time to time.

9.8 **Compliance with Guidelines.** Each Chartered Chapter and any group applying for a charter shall sign a Memorandum of Understanding and comply with guidelines established by the Board of Directors. The Board of Directors may expel any Chartered Chapter not in compliance with its guidelines or these Bylaws. In accordance with the guidelines and resolutions of the Board of Directors of the Corporation, which may be promulgated from time to time, each Chartered Chapter shall establish and execute policies and procedures for conducting background investigations of its members, employees, contractors, and volunteers who are permitted access to any minor involved in the Chartered Chapter’s programs. Each Chartered Chapter shall be solely responsible for complying with all federal, state and local laws, rules and regulations regarding background investigations. The Chartered Chapter shall not be in good standing if it fails to establish and execute appropriate background investigations as required by this Section or the Corporation’s Guidelines and Resolutions.

## ARTICLE X

### **AUXILIARY CHAPTERS**

10.1 **Purposes and Objectives.** The Corporation has established a framework for the creation of auxiliary chapters to enhance the civic and charitable endeavors of its members in their various

communities. The objectives of the auxiliary chapters shall be to foster and promote the advancement of the Corporation in its mentoring programs and related community projects.

10.2 **Collegiate 100.** The Corporation has authorized the organization of “Collegiate 100” Chapters on college and university campuses, comprised of students who are dedicated to the purposes of the Corporation. Each Collegiate 100 Chapter shall be organized and sponsored by a Chartered Chapter upon approval of the Board and/or the Executive Committee of the Corporation. Each Collegiate 100 Chapter shall be subject to the rules and regulations established by the sponsoring Chartered Chapter, the rules and regulations of the respective college or university, and the rules and regulations established by the Board and/or the Executive Committee of the Corporation. Collegiate 100 members shall not enjoy membership status in the Corporation or the Chartered Chapters by virtue of their memberships in the Collegiate 100. A Collegiate 100 Chapter may be dissolved upon vote of either the sponsoring Chartered Chapter or the Board and/or Executive Committee of the Corporation.

10.3 **Emerging 100.** The Corporation has authorized the organization of the “Emerging 100” Chapters comprised of young men dedicated to the purposes of the Corporation. Each Emerging 100 Chapter shall be organized and sponsored by a Chartered Chapter upon approval of the Board and/or the Executive Committee of the Corporation. Each Emerging 100 Chapter shall be subject to the application process and the rules and regulations established by the sponsoring Chartered Chapter and the rules and regulations established by the Board and/or the Executive Committee of the Corporation. Emerging 100 members shall not enjoy membership status in the Corporation or their respective Chartered Chapter by virtue of their membership in the Emerging 100. An Emerging 100 Chapter may be dissolved upon vote of either the sponsoring Chartered Chapter or the Board and/or Executive Committee of the Corporation

## ARTICLE XI

### **INDEMNIFICATION OF DIRECTOR, OFFICERS, EMPLOYEES AND OTHER AGENTS**

11.1 **Definitions.** For the purposes of this Article,

- (a) “Agent” means any person who is or was a Director, Officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or, other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- (b) “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) “expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of this position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

11.2 **Successful Defense By Agent.** To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or material therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

11.3 **Action Brought By Persons Other Than The Corporation.** Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an Officer, Director, or person granted related status by the Attorney General, or by the Attorney General on the grounds that the defendant Director was or is engaging in self-dealing within the meaning of Georgia Official Code, Section 10-6-24, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

11.4 **Action Brought By Or On Behalf Of The Corporation.**

(a) **Claims Settled Out of Court.** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) **Claims and Suits Awarded Against Agent.** This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that Section; and
- (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the cases, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

11.5 **Determination of Agent's Good Faith Conduct.** The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) **Required Standard of Conduct.** The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest

of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, or itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) **Manner of Determination of Good Faith Conduct.** The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:

- (i) the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (ii) the Members by an affirmative vote (or written ballot in accord with Section 5) of a majority of the Members represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or
- (iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

11.6 **Limitations.** No indemnifications or advance shall be made under this Article, except as provided in Sections 11.2 or 11.5(b)(iii), in any circumstances when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

11.7 **Advance Of Expenses.** Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

11.8 **Contractual Rights Of Non-Directors And Non-Officers.** Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

11.9 **Insurance.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this section.

## ARTICLE XII

### **RECORDS AND REPORTS**

12.1 **Maintenance Of Corporate Records.** The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes of written form of the proceedings of its Members, Board and committees of the Board;
- (c) A record of its Members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the Corporation's principal office, or if its principal office is not in the State of Georgia, at its principal business office in this state.

12.2 **Members' Inspection Rights.**

- (a) (1) Any Affiliated Member of the Corporation may inspect and copy the records of Affiliated Members' names and addresses and voting rights during usual business hours on five days' prior written demand on the Corporation, stating the purpose for which the inspection rights are requested; or  
  
(2) obtain from the Secretary of the Corporation on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of Members who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the Affiliated Member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such Member by the Secretary on or before the later of ten (10) days after the demand is recorded or the date specified in it as the date by which the list is to be complied; and
- (b) Any Affiliated Member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the Members and the Board and committees of the Board, at any reasonable time, for the purpose reasonably related to such person's interest as an Affiliated Member.
- (c) Any inspection and copying under this section may be made in person or by an agent or attorney of the Affiliated Member and the right of inspection includes the right to copy and make extracts.



12.3 **Maintenance And Inspection Of Articles And Bylaws.** The Corporation shall keep at its principal office or if its principal office is not in the State of Georgia, at its principal business office in this state, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the Affiliated Members at all reasonable times during office hours. If the principal office of the Corporation is outside the State of Georgia and the Corporation has no principal business office in this state, the Secretary shall, on the written request of any Affiliated Member, furnish to that Member a copy of the Articles and Bylaws as amended to date.

12.4 **Inspection By Directors.** Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

12.5 **Annual Report To Members.** (a) Not later than one hundred and eighty (180) days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be sent to the Members. Such report shall contain the following information in reasonable detail:

- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (5) Any information required by Section 12.6 of this Article.

(b) The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

12.6 **Annual Statement of Certain Transactions And Indemnifications.** No later than the time the Corporation gives its annual report, if any, to the Members, and in any event no later than one hundred and eighty (180) days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each Member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transaction(s) in which the Corporation or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:
  - (1) Any Director or Officer of the Corporation or subsidiary (a mere common directorship shall not be considered such an interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the Corporation or its subsidiary; if such transaction involved over \$40,000 or was one of a number of transactions with the same person involving in the aggregate, over \$40,000.

(b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation pursuant to Article XI hereof, unless such indemnification has already been approved by the Members pursuant to Section 11.5(b)(ii) of Article XI.

## ARTICLE XIII

### CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Georgia Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person.

## ARTICLE XIV

### AMENDMENTS

14.1 **Amendment To Bylaws.** New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Voting Delegates or by written consent of these persons. Where any provision of these Bylaws requires the vote of a larger proportion of the Members than otherwise required by law, such provision may not be altered, amended, or repealed except by vote of such larger number of Members. No amendment may extend the term of a Director beyond that for which such Director was elected.

14.2 **Notice.** All proposed amendments to the Bylaws shall be submitted in writing to the Bylaws Committee at least sixty (60) days prior to the meeting at which such proposed amendments shall be voted on. The proposed amendments shall be drafted and presented to the membership at least thirty (30) days prior to the meeting at which the same will be voted on.

14.3 **Vote Required.** Two-third (2/3) vote of the Voting Delegates present at the meeting shall be required to amend, modify, or repeal the Bylaws.

## ARTICLE XV

### FISCAL YEAR

15.1 **The Fiscal Year Of The Corporation.** The fiscal year of the Corporation shall be July 1st to June 30th of each year.

## CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the Corporate Secretary of **100 Black Men of America, Inc.**, a Georgia Nonprofit Corporation, and that the foregoing *Third Amended and Restated Bylaws* constitutes all of the Bylaws of this Corporation, as last amended and approved by the Voting Delegates at the Annual Meeting of the Membership (the Annual Conference), in Hollywood, Florida, on June 16, 2018.

DATED: June 20, 2018

/s/ Mark Alexander Ph.D.  
Secretary

Reviewed by:

/s/ James "Mac" Hunter, Esq.  
General Counsel