



LEGISLATIVE BLACK CAUCUS OF MARYLAND, INC.

BY-LAWS (DRAFT 2019)

ARTICLE I NAME AND OFFICES

Section 1. The name of this organization shall be: Legislative Black Caucus of Maryland, Inc. (CAUCUS).

Section 2. The principal office of the CAUCUS shall be located at 6 Bladen Street, Room 300, Annapolis, MD 21401 or such place (s) as determined by the Executive Committee.

ARTICLE II PURPOSES

Section 1. The purposes and objectives of The CAUCUS shall be:

1. Provide a forum for Black Maryland State Legislators interested in improving the quality of life for the Black community.
2. Take appropriate legislative and administrative action directed toward the improvement of living, working, housing, health and educational conditions of people in our respective communities.
3. Stimulate and develop economic growth within Black communities through research and the development of economic tools to stimulate Black owned and operated businesses.
4. Undertake and accomplish the foregoing on its own initiative or with the cooperation, assistance or support from any one or more governmental agencies, instrumentalities, organizations, associations or individuals.

Section 2. The CAUCUS shall not, at any time, directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III MEMBERS

Section 1. CLASSES OF MEMBERSHIP. Eligibility for membership of THE CAUCUS is open to Black Legislators of the Maryland General Assembly. Members of the CAUCUS shall not be members of any other ethnic caucus of the Maryland General Assembly. Members who have tendered the amount of dues required for membership shall be eligible for membership and shall have the right to vote on any matter being considered by the organization. The right to vote is determined by active participation, defined by the attendance of members at nine (9) or more meetings of the CAUCUS during the Legislative Session.

Section 2. DUES. Dues shall be levied upon all members in such amounts and for such periods as may be determined by the membership of the CAUCUS. The Executive Committee may make regulations necessary to enforce the collection of such dues, including the provisions for the termination of membership, upon reasonable notice, for nonpayment of such dues and for reinstatement of membership.

Section 3. SUSPENSION AND TRANSFER OF MEMBERSHIP. The failure of any member to pay the annual dues by January 31st, shall result in suspension of membership and voting rights until all dues and active participation are satisfied. No member may transfer membership or any right of membership.

Section 4. RESIGNATIONS. All Resignations shall be tendered to the Executive Committee in writing addressed to the Secretary.

Section 5. TERMINATION FOR CAUSE. Any member who violates any provision of these By-Laws or any Rules and Regulations of the CAUCUS may be expelled for cause by resolution passed by two-thirds of the membership at any meeting called for such purpose provided that a petition signed by at least ten (10) members is presented in person to the Chair of the CAUCUS at a regular or special meeting held prior to any meeting called for the purpose of considering member expulsion. Such member shall be notified in writing of the By-Law or Rule allegedly violated and of the CAUCUS intention to consider that member's expulsion at least ten (10) days prior to the meeting. Such member shall be given the opportunity for a hearing before the membership at the meeting called for the purpose of considering such member's expulsion.

ARTICLE IV ANNUAL, SESSION, AND INTERIM MEETINGS

Section 1. ANNUAL MEETING. The CAUCUS shall hold an annual meeting of its members to transact any business within its powers at such a time and place as may be determined by the Executive Committee. Any business may be considered at the annual meeting without the purpose of the meeting having been specified in the notice. The Executive Committee shall submit to the CAUCUS, at its Annual Meeting, a proposed budget for the coming fiscal year for consideration and adoption by the members. The Executive Committee may approve transfer of funds within the adopted budget, or amend the budget based upon changed revenue projections during the course of the fiscal year by a majority vote of the Executive Committee.

Section 2. SESSION MEETINGS. During the annual Legislative or Special Session, meetings of the membership shall be held on a weekly basis on a day agreed upon by the Executive Committee and conveyed to the membership no later than the 2nd Wednesday of each session.

Section 3. INTERIM MEETINGS. Meetings may be called as needed.

Section 4. SPECIAL MEETINGS. Special meetings may be called at any time for any purpose or purposes by the President/Chair or by the written request of four (4) or more members of the Executive Committee. Such written requests shall state the purpose of the meeting and the matter proposed to be acted upon at the meeting. This notice shall be sent to the office of the President/Chair who shall call the meeting. In the event that the President/Chair cannot be reached, the 1st Vice Chair shall call the meeting. Notice of the meeting shall be given to each member and shall also state the purpose or purposes of the meeting. No business other than that stated in such notice shall be transacted at any special meeting. An agenda must accompany all calls for such meetings.

Section 5. PLACE OF MEETINGS. All official meetings of the CAUCUS shall be held at the principal office building of the organization or at such other location in the state of Maryland as may be provided in the notice of the meeting.

Section 6. NOTICE OF MEETINGS.

Written, printed and emailed notice of each meeting shall be delivered to the members by leaving such notice with them, by email or by mailing it to their residences (during the interim) as it appears in the records of the CAUCUS. It is the responsibility of the member to notify the CAUCUS of changes in addresses.

Section 7. QUORUM. One-third (1/3 or 33%) of all the Regular Members in good standing, present in person, shall constitute a quorum at the Annual Meeting of the membership of this organization for the transaction of business. All other meetings of THE CAUCUS shall require at least (18) members for a quorum in order to transact business.

Section 8. CONDUCT OF MEETING. Meetings of the members shall be presided over by the Chair (President/Chair) of the CAUCUS; or if he/she is not present by the 1st Vice Chair.

Section 9. VOTING: Every Member of the organization shall be entitled to one vote. Except as otherwise specified in these bylaws, a majority of affirmative votes cast by those voting members present at a duly called meeting shall represent the actions taken by the organization.

Section 10. RULES: Rules governing the conduct of meetings shall be recommended by the Executive Committee and adopted by membership. Procedures of annual, Session or special meetings except where specified in the adopted rules of these bylaws, will conform to the newly revised edition of *Robert's Rules of Order*.

ARTICLE V OFFICERS

Section 1. EXECUTIVE AND OTHER OFFICERS. The CAUCUS shall have a Chair who shall also serve as President/Chair ("the Chair"). The Executive officers of the CAUCUS shall be the Chair, a 1st Vice Chair, a 2nd Vice Chair, a Secretary, a Treasurer, a Financial Secretary, and the Chair Emeritus. Each shall serve a 2 year term of office.

Section 2. CHAIR. The Chair shall preside at all meetings of the membership and executive committee. The Chair shall appoint the chairs of all the standing and special committees and sub committees. The Chair shall release all items of news regarding the CAUCUS to the news media; the Chair shall be a member ex-officio of all committees except the Nominating Committee; upon approval of the Executive Committee. In general, the Chair shall perform all duties usually performed by a President/Chair and such other duties as are from time to time assigned to him/her by the Executive Committee and by vote of the membership

Section 3. VICE-CHAIRS. There shall be a 1st Vice Chair and a 2nd Vice-Chair elected by the membership. The 1st Vice Chair or the 2nd Vice Chair (respectively), at the request of the Chair or in the Chair's absence or during the Chair's inability to act, shall perform the duties and exercise the functions of the Chair, and when so acting shall have the powers of the Chair. The 1st Vice-Chair shall perform such duties or exercise such functions, or in the 1st Vice Chair's absence or during his/her inability to act, the 2nd Vice-Chair shall perform such duties or exercise such functions. The 1st Vice-Chair shall automatically become the Chair if that office should become vacant during a term of office. The 1st Vice chair shall be the Chair of the Legislative Review Committee and the 2nd Vice-Chair shall have such other powers and perform other duties as are from time to time assigned to them by the Executive Committee or the Chair.

Section 4. SECRETARY. The secretary shall keep the minutes of the meeting of the members and of any committees. The secretary shall see that all notices are duly given in accordance with the provisions of the By-Laws; the secretary shall be the custodian of the records of the CAUCUS; the secretary may witness any document on behalf of the CAUCUS, the execution of which is duly authorized. The Secretary shall perform all

duties incident to the office of a secretary, and such other duties as are from time to time assigned to the Secretary by the Executive Committee or the Chair.

Section 5. TREASURER. The treasurer shall collect all of the dues and issue membership cards and shall have charge of and be responsible for all the funds, securities, receipts, and disbursements of the CAUCUS, and shall deposit, or cause to be deposited, in the name of the CAUCUS, all monies or other valuable effects in such banks, trust companies or other depositories. The Treasurer shall render to the Chair, to the Executive Committee, and to the CAUCUS, whenever requested, an account of the financial conditions of the CAUCUS; and, in general, the treasurer shall perform all the duties incident to the office of treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Executive Committee, or the Chair. The Treasurer shall have the power to sign checks, notes, and bills of exchange; shall have or provide for the custody of the funds or other property of the CAUCUS and shall keep a separate book account. The CAUCUS shall utilize a double entry accounting system that is capable of generating General Ledger as well as producing financial statements (i.e., Statement of Activity and Balance Sheet). The software used should also be capable of handling Accounts Payable, Accounts Receivable, Invoicing, etc. All financial records and statements should be produced in full compliance with the Generally Accepted Accounting Principles (GAAP).

Section 6. FINANCIAL SECRETARY. The Financial Secretary shall serve as Chair of the Budget Committee and shall appropriate all funds and develop appropriate line items for expenditures of the Legislative Black Caucus of Maryland. He or she shall prepare annual internal audits and such other audits as may be deemed necessary for the efficient operation of the organization. The Financial Secretary shall ensure that an audit of all Caucus financial resources is completed by the end of each term of office. The Financial Secretary, on behalf of the caucus, shall employ a Certified Public Accountant (CPA) to perform said audit and shall make all necessary documents, statements and reports available to the CPA.

Section 7. ASSISTANT AND SUBORDINATE OFFICERS

The assistant and subordinate officers of the CAUCUS are officers below the office of the Vice- Chairs, Secretary, Treasurer, Financial Secretary and are appointed by the Chair including the CHAPLAIN, HISTORIAN, and PARLIAMENTARIAN . The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the membership or the Chair. The Historian shall receive and store all inactive minutes of the CAUCUS. The Historian shall actively preserve all records, releases, news clippings, programs and documents showing the ongoing involvement of the CAUCUS in the life of the state, and other communities. The Historian shall present to the Executive Committee an orderly file of the history two months following the end of each fiscal year. The Chaplain shall be responsible for the orderly proceedings of all meetings of the CAUCUS, for contact with sick members of the CAUCUS and for the protocol for miscellaneous courtesies and social amenities.

The Parliamentarian (shall be appointed by the Chair) and shall advise the Chair on matters of formal parliamentary procedures. The Parliamentarian shall rule on all questions of procedure which come before the CAUCUS and the Executive Committee. The Parliamentarian shall make sure order and decorum is preserved at all meetings of the CAUCUS.

Section 8. SALARIES. Elected officers shall receive no salaries. The salaries or other compensation of the staff, other employees and agents shall be fixed from time to time by the Executive Committee. Elected officers may, however, be reimbursed for such expenses as are approved by the Executive Committee and are necessary for the conduct of their responsibilities or in the performance of their duties.

Section 9. REIMBURSEMENT. A member of the Executive Committee or staff employee may receive reimbursement for the expenses of travel within the continental United States. The Executive Committee may

authorize reimbursement no greater than the reimbursement authorized by the guidelines governing members of the Maryland General Assembly.

ARTICLE VI ELECTIONS, TENURES, and VACANICES

Section 1. ELECTIONS. The officers of the organization, except those appointed by the Chair, shall be elected. Elections will be held in March of every even year beginning 2018. Elections will be conducted by the Nominating Committee. All members in good standing who wish to run or re-run for an elected position as laid out elsewhere in these By Laws, shall declare their intention in person and via written communication to the Secretary. Election of officers shall be a secret ballot cast by majority of those present and voting at a duly called meeting, written notice of which has been given at least two weeks prior to the meeting.

Section 2. TENURE. Chair, Vice-Chairs, Treasurer, Secretary and Financial Secretary shall each serve 2 year terms and shall hold office until the next election, until his or her successor shall have been elected and qualified or until his/her earlier death, resignation or removal

Section 3. VACANCIES: A vacancy in any office because of death, resignation, disqualification, or any other cause, shall be filled by the Executive Committee. If the office is one for which these bylaws prescribed a term, then the vacancy shall be filled for the unexpired portion of the term. A Nominating Committee shall be appointed by the Chair for the purposes of filling a vacancy which occurs in any office for the unexpired portion of any term.

ARTICLE VII COMMITTEES

Section 1. STANDING COMMITTEES. Each committee may fix rules of procedure for its business, except for the Executive Committee, a majority of the members of the committee shall

constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if done by unanimous written consent which sets forth the actions signed by each member of the committee and filed with the minutes of the committee.

Section 2. EXECUTIVE COMMITTEE. The CAUCUS shall have an Executive Committee. The Executive Committee shall be composed of the officers of the CAUCUS and shall perform such duties and exercise such powers as stated in these By-Laws and shall function in an advisory capacity to the Chairperson.

Section 3. NOMINATING COMMITTEE. The Nominating Committee shall consist of five members who shall be appointed by the Chair of the Caucus. Two members shall be Delegates from the House of Delegates and two shall be Senators from the Senate. The Chair of the Nominating Committee shall be a member of the Executive Committee. The Nominating Committee shall present a slate of nominees for office at each election and shall fill all interim vacancies of officers. Members shall send names of prospective candidates for office to be the Nominating Committee for their consideration. Nominations shall also be accepted from the floor.

Section 4. LEGISLATIVE COMMITTEE. The Legislative Committee is chaired by the 1st Vice Chair. The President/Chair shall appoint all members of this committee.

Section 5. SPECIAL COMMITTEES AND SUB-COMMITTEES. The Chair may establish any other committees not specifically named on these By-Laws as the chair from time to time may deem necessary.

ARTICLE VIII FINANCES

SECTION 1. CHECKS, DRAFTS, ETC. All checks, drafts, and orders for payment of money, notes, and other evidences of indebtedness, issued in the name of the CAUCUS, shall, unless otherwise provided by a resolution of the Executive Committee, be signed by the Treasurer.

Section 2. ANNUAL STATEMENT OF ACTIVITIES. There shall be prepared annually a full correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The Statement of Activities shall be submitted

at the annual meeting of the CAUCUS and, within twenty (20) days after the meeting, placed on file at the principal office. If, for any reason, the Treasurer is not available, it shall be the duty of the President/Chair to prepare or cause to be prepared such statement.

Section 3. FISCAL YEAR The Fiscal year of the Corporation runs the calendar ending December 31st in each year, unless otherwise provided by the Board of Directors.

ARTICLE IX SUNDRY PROVISIONS

Section 1. BOOKS AND RECORDS

The CAUCUS shall keep correct and complete books and records of its accounts and executive or other committees when exercising any of the powers of the members. The books and the records of the CAUCUS shall be in written form or in any other form which can be converted within a reasonable time into written or visual inspection. Minutes shall be recorded in written form but may be maintained in the form of reproduction. The original certified copy of the By- Laws shall be kept at the principal office of the CAUCUS. All books, accounts, and minutes shall be maintained and retained in the principal office of the Corporation and shall be made available for inspection by any member upon request provided notice of 14 business days is given as to when such inspection is to occur.

Section 2. AMENDMENTS. The CAUCUS shall have the power, at any regular or special meeting thereof, to make and adopt new By-Laws, or to amend, alter or repeal any of the By- Laws. Proposed changes to these bylaws shall be distributed to all members 14 business days prior to the time at which they are to be considered. Approval of such By Law amendments requires the affirmative vote of two-thirds of the voting membership of this caucus.

ARTICLE X EXECUTIVE AND STAFF

Section 1. EXECUTIVE DIRECTOR. The Chair shall appoint an Executive Director and determine the terms and conditions of employment, upon approval of the Executive Committee.

Section 2. DUTIES OF EXECUTIVE DIRECTOR. The Executive Director shall be the chief administrator of the Conference, responsible for all management functions under the direction of the officers and Executive Committee. The Executive Director shall manage and direct all activities of the Conference as prescribed by the Executive Committee and shall be responsible to the Committee. The Executive Director shall employ members of the staff necessary to carry on the work of the Conference, shall fix their compensation within the approved budget, subject to the direction and approval of the officers and Executive Committee, supervise them in the conduct of their duties, and terminate them as necessary.

ARTICLE XI INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who, while a Director, officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify its Officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501 (C)(4) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XIII EXONERATION

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no Director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of Director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501 (c)(4) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Voted on and amended on____, 2019