Version as of June 4, 2023

BYLAWS

THE INTERNATIONAL ASSOCIATION OF BLACK PROFESSIONALS IN INTERNATIONAL AFFAIRS (BPIA)

A Non-Profit Corporation

Bylaws amended and approved by the Board
June 4, 2023

Article I. General Provisions

Section l. Name of Corporation. The name of the corporation shall be The International Association of Black Professionals in International Affairs (BPIA), herein after referred to as the "Corporation" or BPIA.[1]

Section 2. Office. Location of Corporation Office.

(a) The principal office of the Corporation shall be inside or outside of the District of Columbia.

(b) Registered Agent. The Corporation shall designate a person to serve as the registered agent for the District of Columbia. The Board of Directors may change the registered agent from time to time.

Section 3. Purposes. The Corporation has been organized to operate exclusively for the purposes set forth in the Corporation's Articles of Incorporation as amended.

Section 4. Status. The Corporation is a non-profit organization.

Section 5. Restrictions. All policies and activities of the Corporation shall be consistent with (a) applicable federal and local legal requirements; and (b) applicable tax exemption requirements, including the requirements that the Corporation not be organized for profit and that no part of its net earnings inure to the benefit of any private individual in the Corporation.

Section 6. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year and shall end the last day of the year, i.e., December 31.

Article II. Membership and Dues

Section l. Eligibility. Any individual at least eighteen (18) years of age or organization that subscribes to the purposes and basic policies of the Corporation and whose admission will contribute to the Corporation's ability to carry out its charitable and educational purposes may become a member of the Corporation.

Section 2. Categories and Rights of Membership. Membership is open to individuals and organizations that meet the eligibility requirements and that pay dues designated by the Board of Directors. Refer to the BPIA Members Handbook for membership eligibility requirements and categories.

Section 3. Dues. For all categories of membership, dues are established by the Board of Directors who may adjust dues or provide for special assessments. No dues will be refunded.
Memberships are valid for one (l) year from the date of joining or renewing membership. Annual dues shall be renewed on the anniversary date which is one (l) year following the paid membership date, or the date the member changes from one category of membership to another category of membership.

Section 4. Penalties. Suspension/Termination of Membership.

(a) Suspension: Any member whose dues are in arrears for a period of 90 days from the date of joining or renewing will forfeit all rights and privileges of membership until the delinquent dues are paid in full.

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[1] BPIA was founded in 1989 as a result the perseverance of international educator Barbara Patterson who served as the organization's first President.

(b) Termination: Membership may be terminated voluntarily by the member in accordance with guidelines outlined in the Members Handbook. To protect the interest reputation and proper functioning of the Corporation/BPIA, the Board of Directors may take action, by a vote of two-thirds of the Directors, to expel a member or terminate membership. In such case, the member will be provided notice in writing of the reason for termination and may appeal in writing to contest the action. If no such appeal or request is received in writing within 30 days, the decision is final. A decision in writing shall be made by the Board of Directors within 30 days of the decision of any appeal or conclusion of a hearing. Failure to pay dues or to meet the criteria for membership, however, is presumed to be adequate reason for termination and does not require advance notice to the member.

Section 5. Meetings.

(a) An annual meeting of the members of the corporation shall be held during the month of October, or as soon thereafter as practical, at a time and location selected by the Board of Directors for the purpose of electing Directors and transacting any other business as may properly come before the meeting.

(b) Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, or by these Bylaws, may be called by the Chairperson of the Board of Directors (President), or by any three Directors, and may be called by or at the direction of Corporation members representing at least one-tenth of the membership entitled to vote at such a meeting. The order calling a special meeting must set forth the date on which such meeting shall be held and the general nature of the business to be transacted at such a meeting.

(c) Notice. At the direction of the President, Secretary, officers, or persons calling the meeting, a notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called shall be mailed or electronically transmitted to each member not less than ten (10) nor more than 30 calendar days before the date of the meeting. The meeting may be held within or without the District of Columbia.

(d) Quorum. At any meeting of the Corporation, the presence of members in good financial standing and having at least one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum necessary for the transaction of business.

If a quorum is present, the affirmative vote of most of the members present, or represented by proxy at the meeting, shall be necessary to adoption of any matter voted upon by the members. Business may be transacted only for as long as the quorum is present.

(e) Conduct of Meeting. The Chair shall preside at each meeting of members. The Chair shall determine the order of business and has the authority to establish rules for the conduct of the meeting. The Chair shall announce at the meeting when the polls close for each matter voted upon by the members. After the polls close, no ballots, proxies, or votes, nor any otherwise permissible revocations or changes to a member's vote may be accepted. Each member may vote in person or by proxy and is entitled to one vote.

(f) Proxy. A proxy must be in a form that satisfies the requirements of the Nonprofit Code. A proxy shall be valid for the period specified in the proxy form, but if no period is specified, the proxy shall be valid for a period of 30 days from the date it is signed. In no event may a proxy be valid for a period longer than 30 days. The death or incapacity of the member appointing a proxy does not affect the validity of the proxy unless the Chair or Secretary of the Corporation had prior knowledge of the member's death or incapacity.

(g) After establishing a meeting date, the Corporation shall prepare a list of the names of all its members that are entitled to notice of the meeting, in accordance with the Nonprofit Code. The list of members must be available for inspection in accordance with the Nonprofit Code. A member is entitled to copy the list, during regular business hours and at the member's expense, during the period it is available for inspection.

Section 6. Voting.

(a) Regular voting members shall be entitled to one vote on each matter. A member may vote in person or by proxy executed in writing by the duly authorized attorney-in-fact. No proxy shall be valid after one month from the date of its execution, unless otherwise provided in the proxy. No person may hold more than three proxies. Voting on all matters, including election of Directors, may be conducted by mail or electronically. All category of members in good financial standing except Honorary shall be entitled to one (1) vote on each matter submitted to a vote at the meeting of the members.

(b) Action by Ballot. Any action that may be taken at any annual or special meetings of members may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter. The ballot must be in writing or in an electronic form that may be reduced to a tangible medium. The ballot must set forth each proposed action and provide the member with the opportunity to vote for, or withhold a vote for, each candidate, in the case of an election for a director, and the opportunity to vote for or against each other proposed action.

(c) The members' approval by ballot of any action, other than election of directors, is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. The election of a director is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting electing directors, and the director receives a plurality of the votes cast.

(d) The solicitation for votes by ballot must (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the Corporation

Article III. The Board of Directors

Section l. General Powers. The activities and affairs of the Corporation shall be managed, directed, and controlled by, and its powers exercised by and vested in, the Board of Directors.

Section 2. Authority. The Board of Directors shall make policy and manage the business affairs of the Corporation, including:

(a) Proposing amendments to the Articles of Incorporation for a vote by the members.

(b) Approving a plan of merger or consolidation.

(c) Recommending to the members the sale, lease, or exchange of all the assets of the Corporation otherwise than in the usual and regular course of its business.

(d) Recommending to the members a voluntary dissolution of the Corporation or revocation thereof.

(e) Amending, altering, or repealing these Bylaws or adopting new Bylaws.

(f) Filling vacancies in or removing members of the Board of Directors or of any committee appointed by the Board of Directors.

Section 3. Number, Tenure and Composition. Between January to December the Board of Directors shall consist of up to thirteen (13) persons[2] - eight officers of the Corporation as stated in Article IV and up to five (5) At-Large Members. The number of Board members may be increased by a majority vote of the Board of Directors. The term of office for Board members shall be for a duration of two (2) years and commence on January 1 following election. At least half the Board members shall be elected, and the new board presented at the annual meeting.

(a) The Board of Directors shall, for the purpose of continuity, stagger election of Board members so that approximately half are elected in each annual election cycle.

(b) No more than two consecutive elected two-year terms may be served by the same Director.

(c) The immediate Past President will sit on the Board in an ex-officio non-voting capacity for one year following the election of the new President and act in an advisory capacity during the transition.

Section 4. Nomination and Election of Board Members. The Nominating Committee shall evaluate candidate qualifications and determine the most appropriate fit for the office. The tentative slate will be presented to the Board of Directors for approval. The slate of candidates and their bios will be presented to the membership for a vote.

Voting shall be conducted for a minimum of ten (10) but not more than thirty (30) business days prior to the annual membership meeting via mailed and/or electronic ballot. The results shall be presented at the annual membership meeting. Each member of the Corporation shall have the right to vote for as many nominees as there are vacancies on the Board of Directors.

Section 5. Removal or Resignation of Director.

(a) The members may remove any director, with or without cause, at the annual or special meetings of the members, by the affirmative vote of a majority of the members present at the meeting, provided a quorum is present. The notice of the meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director.

(b) The Board of Directors, by the affirmative vote of a majority of the Board of Directors then in office, may remove a director who: (1) has been declared of unsound mind by a final court order; (2) has been convicted of a felony; (3) has been found by a final court order to have breached a duty as a director; (4) has missed three or more meetings in any twelve-month period without being excused; (5) is in arrears of their sustaining membership dues for a period of 90 days from the date of joining or renewing membership; or (6) failed to perform the duties of the Office as required.

(c) A director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

[2] Between 2019 and 2021 the Board composition was out of compliance, having fifteen instead of thirteen members.

Section 6. Filling Vacant Positions. If the position of any officer, or other elected person becomes vacant, the President may appoint any qualified person to fill such a vacancy and hold the office until the next election for board members, or end of the predecessor's tenure, whichever date satisfies required staggering of directors.

Section 7. Meetings. The Board of Directors shall hold at least six (6) meetings a year in addition to the annual meeting of the members. Special meetings of the Board of Directors may be called by the President or any three Directors.

(a) Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mail or electronic mail at least five (5) calendar days before the meeting, but such notice may be waived by any Director. Each such notice shall state the general business to be transacted, the day, time, and place of such meeting, and in the case of special meetings, at whose request it was called.

(b) Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for objecting to the transaction of business because the meeting was not lawfully called or convened.

(c) Telephonic/Virtual Meetings. A Director may participate in a meeting of Directors by a conference telephone or other electronic equipment by which all persons participating in the meeting may hear each other and if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 8. Quorum. Half of the Board of Directors membership shall constitute a quorum. An act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless an act of a greater number is required by statute, these Bylaws or the Articles of Incorporation.

Section 9. Voting. Except as otherwise expressly required by these Bylaws, all matters at meetings of the Board shall be decided by vote of a majority of the Directors present at the meeting. A proxy may be exercised only by another Director.

Section 10. Action by the Board of Directors Without a Meeting. If or when the Directors shall collectively consent to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Directors and the decision shall be filed with the minutes of the proceedings of the Board of Directors.

Section 11. Board-Approved Compensation for Professional Services. Nothing in this section should be construed to require compensation. Any individual who serves as "a Director" of the Corporation should normally render services to the Corporation in any capacity on a volunteer basis. In exceptional circumstances, Directors of the Corporation may receive such reasonable compensation for their services as maybe required, from time to time, provided such services and compensation are approved by and fixed by a two-thirds vote of the Board of Directors. The affected Director(s) is/are excluded from the deliberation and the vote. Except as provided in this Section, no Director of the Corporation shall receive, directly or indirectly, any salary, compensation, or gift of the Corporation.

Section 12. Committees. The Board of Directors may establish committees, which shall have such duties and the members of which shall hold office for such periods as the Board of Directors may determine. The rules of procedure of such committees shall be determined by the Board of Directors, or if authorized by the Board of Directors, by respective committees. Any such committee may be abolished, or any member thereof removed, with or without cause, at any time by a majority vote of the Board of Directors.

Section 13. Additional Responsibilities. All members of the Board of Directors must become Sustaining Members by upgrading the class of membership to Sustaining within 120 days after taking office and renewing at the Sustaining level on the anniversary date, per Article II, Section 3, for the duration of tenure on the Board. The level of expected contribution for all members shall be determined by the Board of Directors.

Article IV. Officers

Section 1. Titles and Qualifications. The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such Assistant Secretaries and Assistant Treasurers or other Officers as may be elected by the membership. Officers shall be voting Board members of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary. The immediate past president may serve on the Board of Directors for an additional year in an ex-officio capacity with non-voting privileges.

Section 2. President. The President, who is the Chairperson and Chief Executive Officer of the Corporation, shall exercise general and active management of the business of the Corporation, shall report to and advise the Board of Directors on all significant matters of the Corporation's business and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the general powers and duties of management usually vested in the Office of President of a corporation and assigned to him by the Board of Directors, including (i) the duty to attend all meetings of the Advisory Board and the Board of Directors; (ii) the duty to approve all material business transactions made in the name of the Corporation; and (iii) the power to hire and discharge with Board approval all personnel of the Corporation other than the corporate Officers elected by the membership. The President may also assign duties, as needed, to other Board members.

Section 3. Vice Presidents. The Vice Presidents in order designated by the Board of Directors or, lacking such designation, by the President, shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. At the first meeting of the board following the annual election, the Directors shall determine the order of succession among the Vice Presidents based on the recommendation of the President.

Section 4. Secretary. The Secretary shall have the general powers and duties usually vested in the office of Secretary of a corporation and shall have such other powers and duties not inconsistent with these Bylaws as may be delegated/assigned to him by the Board of Directors or the President, including the powers and duties to: (i) ensure that all serve as all official records, and documents are place in a Board specified repository; (ii) keep the minutes of the Board of Directors' meeting along with relevant committee reports, membership meetings, Advisory Board meetings, and place them in a Board specified repository provided for that purpose; and (iii) provide that proper notices are given in accordance with the provisions of these Bylaws.

Section 5. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation and shall have the general powers and duties usually vested in the office of Treasurer of a corporation and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned by the Board of Directors or the President, including the powers and duties to: (i) care for, receive and give receipt for monies due and payable to the Corporation; (ii) Deposit all monies/depositories as designated by the Board of Directors; (iii) Have charge of the disbursement of monies of the Corporation in accordance with the directions of the Board of Directors or the President; (iv) Enter or cause to be entered regularly in the books to be kept by the Treasurer or under his or her direction for that purpose a complete and correct account of all monies received and disbursed by the Corporation; (v) Render a statement of the financial accounts of the Corporation to the Board of Directors at such times as may be requested; (vi) Exhibit the books of account of the Corporation and all securities, vouchers, papers, and documents of the Corporation in his or her custody to any member or designee of the Board of Directors upon request; (vii) Submit a full financial report to the members of the Corporation at the annual membership meeting; (viii) Ensure that all tax returns and relevant financial reports required by Federal and District of Columbia agencies are filed in a timely manner in accordance with applicable laws; (ix) if required by the Directors shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Directors for the faithful performance of the duties of his or her office and for the restoration to the Corporation (in the event of his or her death, resignation, or removal from office) of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation. The Treasurer shall provide advice on the commitment and use of financial resources for any and all programs and operations.

Section 6. Assistant Secretaries and Assistant Treasurers. In the absence of the Secretary or Treasurer, the Assistant Secretary and Assistant Treasurer, respectively shall perform the duties of these offices, as well as other duties as assigned by the President.

Article V. Board of Advisors

A Board of Advisors shall consist of no more than twelve (12) members. Members will be persons who wish to support the purposes of the Corporation but who are not members of the Board of Directors. The Advisory Board will be nominated by the President of the Board of Directors or assignees. Nominees will be voted onto the Advisory Board by a simple majority of the Board of Directors.
The Advisory Board members shall serve for a term of four years. It is envisioned that the members will be available for special projects including fund-raising and other corporate activities as designated by the Board of Directors.

The Chair of the Advisory Board shall be nominated by the President of the Board of Directors and will be elected for a term of two (2) years by majority vote of the Board of Directors. The Advisory Board members may be removed by simple majority vote of the Board of Directors and written notification immediately following such action.

Article VI. Deposits, Loans, Contracts

Section 1. Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as directed by the Board of Directors from time to time.

Section 2. Checks, Drafts, Etc. All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the Treasurer, the President, or designees who are approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

Section 3. Loans on Behalf of the Corporation. No Loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions and may include authorization to pledge, as security for loans or advances so authorized, all securities and other personal property at any time held by the Corporation.

Section 4. Contracts. The President, Vice Presidents, or other agents specifically authorized by the Board of Directors, may in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by a majority vote of the Board of Directors. Without the express and specific authorization of the Board of Directors, no Officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 5. Contracts with Directors or Officers. No Director or Officer of the Corporation shall be interested, directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for the furnishing of services or supplies to it, unless (i) such contract shall be authorized by an absolute majority of Directors present and voting at a meeting at which the presence of such Director is not necessary to constitute a quorum and the vote of such Director is not necessary for such authorization; and (ii) the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board of Directors present at the meeting at which such contract is authorized. For the purposes of such determination of a conflict of interest (see Section 6, below), a Director may not vote via telephone or other communications device.

Section 6. Prohibition of Conflict of Interest. Directors and Officers of the Corporation owe it a duty of loyalty. This duty of loyalty requires all Directors and Officers to act in the interest of the Corporation rather than in the personal interest of the Director or Officer or any other person or organization. In particular, the duty of loyalty requires Directors and Officers of the Corporation to avoid conflicts of interest that are detrimental to the Corporation. To this end, the Board of Directors shall adopt and regularly evaluate a written Conflict of Interest Policy to address potential conflicts of interest.

Section 7. Loans to Directors Officers and Members. No loans shall be made by the Corporation to its Directors, Officers or Members. The Directors of the Corporation who vote for or assent to the making of a loan to a Director, Officer or Member of the Corporation, and any Officer or Officers participating in the making of such a loan, shall be jointly and severally liable to the Corporation for such loan until the repayment thereof.

Article VII. Indemnification of Directors and Officers

Section 1. Indemnification. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that him was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such right or indemnification shall not be deemed exclusive of any other rights to which such Director or Officers (or such heirs, executors, or administrators) may be entitled apart from this Article.

Section 2. Insurance and Other Indemnification. The Board of Directors shall have the power to (i) purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been granted by statute; and (ii) give other indemnification to the extent permitted by law.

Article VIII. Amendment of Bylaws

Section l. The membership, as well as the Board of Directors, have the prerogative of proposing amendments to the Articles of Incorporation and the Bylaws of the Corporation. Except as otherwise provided herein, these Bylaws may be amended or revised by a majority vote of the Board of Directors present in person, electronically or by proxy at any regular or special meetings of the Board of Directors where the proposed Bylaw's amendment, with explanation thereof, is set forth in detail, not less than seven (7) days prior to such meeting.

Article IX. Miscellaneous

Section l. Construction. Whenever the context so requires, singular terms include the plural and vice versa, and each gender includes all genders. If any portion of these Bylaws shall be invalid or inoperative, then as far as is reasonable and possible:

(a) The remainder of these Bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held valid or inoperative.

Section 2. Relation to the Articles of Incorporation. The Bylaws are subject to and governed by the Articles of Incorporation.

Article X. Parliamentary Authority

Usage. The rules contained in the current edition of Robert's Rules of Order, Revised edition, shall be the authority in parliamentary procedure and shall govern this organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, the Governing Statutes and any special rules the organization may adopt.