



NATIONAL BLACK POLICE ASSOCIATION, INC.

# NATIONAL BYLAWS

RATIFIED AUGUST 22, 2008 DURING THE GENERAL SESSION OF THE  
36<sup>TH</sup> ANNUAL NBPA NATIONAL EDUCATION AND TRAINING CONFERENCE  
CONVENING IN ST. LOUIS, MISSOURI

## NBPA MISSION STATEMENT

To increase the awareness of the community,  
to be the conscience of the Criminal Justice System, and  
to enhance the quality of life in the African American Community.

## BYLAWS PREAMBLE

The NATIONAL BLACK POLICE ASSOCIATION, INC. is established to secure for Black people all rights and privileges afforded to citizens of the United States of America by virtue of its Constitution. Further, to work in the Black community for the following purpose:

- To improve the relationship between the police and the Black community;
- To evaluate the Criminal Justice System and its affect upon the Black community and insure that it operates in its behalf;
- To work for the general welfare of the community as a whole;
- To encourage the enlistment and promotion of Blacks in the law enforcement profession;
- To establish the free and rapid flow of pertinent information and educational opportunities to all members of the corporation and their communities.

In support of these goals, we do hereby establish the  
**NATIONAL BLACK POLICE ASSOCIATION, INC.,**  
and adopt the following by-laws for the conduct of its affairs.

SUBJECT	NBPA NATIONAL BYLAWS TABLE of CONTENTS	PAGES
COVER SHEET		1
NBPA MISSION STATEMENT		2
BYLAWS PREAMBLE		2
TABLE of CONTENTS		
ARTICLE I - OFFICE		3 - 7
ARTICLE II - CORPORATE SEAL and REGISTERED TRADEMARK		8
♦ CORPORATE SEAL		8
♦ REGISTERED TRADEMARK		
♦ AUTHORITY TO USE		
♦ UNLAWFUL USE OR DISPLAY		
♦ HOLDER OF CORPORATE SEAL AND REGISTERED TRADEMARK		
ARTICLE III - ORGANIZATIONAL STRUCTURE		
♦ COMPOSITION OF NATIONAL ORGANIZATION		
▪ Regional Authority		9
▪ Governing Body Designations		
♦ ELECTED CORPORATE OFFICERS		
♦ OFFICIAL DUTIES		
♦ REGIONAL DISTRIBUTION		
ARTICLE IV - MEMBERS		
♦ MEMBERSHIP CLASSIFICATIONS		
♦ INDIVIDUAL MEMBER		10 - 19
▪ Sworn & Non-Sworn Definitions		10 - 11
♦ CHAPTER AFFILIATE		
▪ Sworn Members Rights in Chapters		
▪ Non-Sworn Rights in Chapters		
♦ ASSOCIATE MEMBER		
♦ CORPORATE MEMBER		
♦ HONORARY MEMBER		
♦ MEMBERSHIP RIGHTS		12
▪ Right to Seek and Hold Office		
▪ Exception		12 - 13
♦ MEMBER IN GOOD STANDING		
♦ MEMBERSHIP APPLICATION		
♦ LOSS OF MEMBERSHIP		
♦ TERMINATION OF MEMBERSHIP		
♦ DUES		
♦ FISCAL YEAR		
♦ INDIVIDUAL MEMBERSHIP APPLICATION		14
♦ CHAPTER AFFILIATE MEMBERSHIP APPLICATION		15 - 17
♦ MEMBERSHIP APPLICATION PROCESS		18

SUBJECT	NBPA NATIONAL BYLAWS TABLE of CONTENTS	PAGES
<b>ARTICLE V – GENERAL ASSEMBLY</b>		19 - 22
♦ ANNUAL MEETING OF THE MEMBERSHIP		19
▪ National Board Meetings		
▪ National Board Elections		
▪ Regional Meetings		
▪ Regional Conference Scheduling		
▪ Regional Executive Committee Elections		
▪ Chapter Affiliate Meetings		
▪ Chapter Affiliate Elections		
♦ SPECIAL MEETINGS		
♦ NOTICE OF MEETINGS		
♦ QUORUM		
♦ NATIONAL PRESIDING OFFICER		
♦ REGIONAL PRESIDING OFFICER		20
♦ VOTING AT MEETINGS OF THE MEMBERSHIP		20
♦ ABSENTEE VOTING		20 - 22
▪ Absentee Voting Application Process		
▪ The Official Absentee Ballot		
▪ Absentee Ballot Tally		
▪ Additional Information		
▪ Special Considerations		
▪ Design of the Official Ballot		
▪ Absentee Ballot Application		
<b>ARTICLE VI - NATIONAL BOARD of DIRECTORS</b>		23 - 29
♦ LEGISLATIVE & GOVERNING POWERS		23
♦ GENERAL POWERS & RESPONSIBILITIES		
♦ QUALIFICATIONS		
♦ COMPOSITION		
♦ TERMS of DIRECTORS		24
▪ Exceptions		
♦ SUCCESSION OF BOARD MEMBERS		
▪ Exceptions		
♦ CONDUCT OF MEETINGS		
▪ Recording the Minutes		
▪ Chairman Pro-Tem		
♦ SPECIAL MEETINGS		
♦ QUORUM		
♦ ATTENDANCE		
♦ ACTION BY NATIONAL BOARD OF DIRECTORS WITHOUT A MEETING		25
♦ RESOLUTIONS		
♦ RESOLUTION SAMPLE		
♦ ANNUAL REPORTS		
♦ METHOD OF ELECTIONS		26
♦ VACANCIES ON THE NATIONAL BOARD		
▪ Regional Delegates to the National Board		
▪ Elected Officers of the Board		
♦ CERTIFICATION OF BOARD MEMBERS		

SUBJECT	NBPA NATIONAL BYLAWS TABLE of CONTENTS	PAGES
ARTICLE VI - NATIONAL BOARD of DIRECTORS		23 - 29
♦ DELEGATE CERTIFICATION FORM		27
♦ CANDIDATE FOR OFFICE PROFILE		28
♦ RESIGNATION OF BOARD MEMBERS		29
♦ REMOVAL OF DIRECTORS		29
ARTICLE VII - COMMITTEES		30 -33
♦ EXECUTIVE COMMITTEE COMPOSITION		
♦ STANDING COMMITTEES		
♦ TERM OF OFFICE		
♦ VACANCIES		
♦ REPORT OF MEETINGS		
ARTICLE VIII - CORPORATE OFFICERS		34 - 46
♦ TITLES AND QUALIFICATIONS		34
♦ LOCAL / REGIONAL ELECTIONS & TERMS OF OFFICE		
♦ NATIONAL BOARD ELECTIONS		
♦ NATIONAL BOARD OFFICERS		35
♦ ELIGIBILITY		
♦ ELECTION SCHEDULING		
♦ SUCCESSION AND EX-OFFICIO OFFICER DESIGNATIONS		35 - 36
♦ QUORUM		
♦ COMMITTEE ASSIGNMENTS AND DUTIES		36 - 38
Membership Committee		
Development Committee		
Legislative Issues and Monitoring Committee		
Program Development Committee		
Education & Career Development Committee		
Nomination & Election Committee		
Resolution Committee		
Good & Welfare Committee		
Florence A. Taylor's Support Auxiliary		
Charles 'Chuck' Taylor's Century Club Committee		
♦ ELECTORAL PROCESS		38 -43
Nomination & Election Committee Appointments		
Members in Good Standing		
Committee Qualifications		
Committee Composition		
Candidates' Eligibility		
Chapter Affiliate Elections Exception		
Candidacy Announcement		
Chapter Affiliate Certification Process		
Region Certification Process		
National Certification Process		
Nomination & Election Committee Report		
Closing of Nominations		
Write-in Candidacy		

SUBJECT	NBPA NATIONAL BYLAWS TABLE of CONTENTS	PAGES
♦ ELECTORAL PROCESS		38-43
Election Scheduling:		
▪ Chapter		
▪ Region		
▪ National		
♦ CONDUCTING THE ELECTIONS		
Quorum		
Decorum		
Ballots		
Distribution of Ballots		
Casting of Ballots		
Collection & Tabulation of Ballots		
Majority Vote		
Tie Votes		
Election Results		
Election Challenges		
Administrative Reviews		
Voting Certification		
▪ Exception Clause		
Order of Succession		
Special Elections		
Candidate Eligibility		
Electoral Process		
Nominations		
Closure of Nominations		
Voting		
Term of Office		
▪ Exception Clause		
Resignations		
Vacancies		
OFFICER TITLES AND RESPONSIBILITIES		44 – 46
National Chairperson – Region & Chapter President		
National Vice Chairperson – Region & Chapter Vice Presidents		
National Secretary – Region & Chapter Secretaries		
National Fiscal Officer – Region & Chapter Fiscal Officers		
National Sergeant at Arms – Region & Chapter Sergeants at Arms		
National Parliamentarian – Region & Chapter Parliamentarians		
NBPA Subordinate Officers		
▪ Executive Director		
RECORDS		46

SUBJECT	NBPA NATIONAL BYLAWS TABLE of CONTENTS	PAGES
ARTICLE IX - INDEMNIFICATION of DIRECTORS and OFFICERS		47
♦ INDEMNIFICATION		
ARTICLE X - DEPOSITS, CHECKS, LOANS, CONTRACTS		47
♦ DEPOSIT OF FUNDS		
♦ CHECKS		
♦ LOANS		
♦ BONDING OF OFFICERS AND EMPLOYEES		
ARTICLE XI - COMPENSATION & CONTRACTS with DIRECTORS & OFFICERS		47
♦ COMPENSATION OF DIRECTORS AND OFFICERS		
♦ CONTRACTS WITH DIRECTORS AND OFFICERS		
ARTICLE XII - AMENDMENT of BYLAWS		48
♦ AMENDMENT OF BYLAWS		
♦ NOTICE		
♦ VOTING REQUIREMENT		
ARTICLE XIII - MISCELLANEOUS		48
♦ INSPECTION OF CORPORATE RECORDS		
♦ CONDUCT OF MEETINGS (PARLIAMENTARY AUTHORITY)		

## ARTICLE I - OFFICE

The Corporation shall maintain a principle office in the State of Maryland as required by law. The Corporation may also have offices in such other states as the Board of Directors may designate or as a business of the Corporation may require.

## ARTICLE II - CORPORATE SEAL and REGISTERED TRADEMARK

**Section 1. Corporate Seal.** A corporate seal shall be established, inscribed thereon shall be the name of the Corporation, the founding year, and the State of Incorporation.

**Section 2. Registered Trademark.** The Corporation's registered trademark shall be established. An octagon emblem inscribed thereon shall be the name of the Corporation encompassing a shield with a Scale of Justice in counterbalance.



**Section 3. Authority to Use.** The Corporation maintains the sole and exclusive use of the corporate seal and the registered trademark. The corporate seal and registered trademark will be used to designate ownership and proprietorship when stamped, engraved, screened, etched, blown-in, impressed, or otherwise produced on any item for the distribution, sale, or re-sale. No person, corporation or otherwise, other than the Board of Directors of the Corporation or by written consent of the Board of Directors may use or display the corporate seal or registered trademark of the Corporation.

- a. NBPA Regions and Chapter Affiliates may use the corporate seal and registered trademark under the following conditions:
  1. Only after notifying the National Office in writing of the intended use and providing an exemplar - upon request;
  2. Seal and trademark are affixed to official correspondence and resolutions;
  3. Seal and trademark are used in conjunction with the Region or Chapter Affiliate designation on promotional items.

**Section 4. Unlawful Use or Display.** Every person, whether in his/her individual capacity or as an officer, agent or receiver of the Corporation, who shall willfully use or display the corporate seal and/or trademark as a genuine label, trademark, design, device, imprint, or form of advertisement, or name of any such person, association or union, incorporated or unincorporated, not being authorized by the Board of Directors of the Corporation to use or display the same, or shall assist, aid, countenance or knowingly permit the use of same, not being authorized to use same shall be subjected to membership termination and/or prosecution for infringements including pecuniary and punitive losses of the Corporation as statutory laws permit.

**Section 5. Holder of Corporate Seal and Registered Trademark.** The Corporate Secretary shall be the holder of the corporate seal and trademark.

- a. The Corporate Secretary shall be authorized to affix the corporate seal and/or registered trademark to all corporate documents;
- b. The Corporate Secretary will maintain all records of all Board of Directors' authorizations in the use of the corporate seal and registered trademark in the Corporation's principle offices.

**ARTICLE III – ORGANIZATIONAL STRUCTURE**

**Section 1. Composition of National Organization:** The Corporation shall consist of five (5) Regions. These Regions shall be delineated geographically. Each Region shall elect and/or appoint its own governing body. Said governing body shall consist of President, Vice-President, Secretary, Fiscal Officer, and Sergeant-at-Arms. These officers shall be responsible for the day-to-day operation of their respective Region. All officers shall be elected and/or appointed at a regularly scheduled meeting wherein a quorum is present. A quorum shall consist of fifty (50%) percent plus one (1) member organization of the Region involved.

a. **Regional Authority.** Each Region may adopt rules and regulations necessary to carry on the day to day operation of their respective Regions. No Region may adopt a rule or regulation, which conflicts with the purpose, spirit, or intent of the National Organization. Where a conflict arises, the Articles of Incorporation and bylaws of the National Organization shall be supreme.

b. **Governing Body Designations:**

Chapter Affiliate	Region	National
Executive Committee	Executive Committee	Board of Directors

**Section 2. Elected Corporate Officers.**

Chapter Affiliate	Region	National
<ul style="list-style-type: none"> <li>▪ President</li> <li>▪ Vice President</li> <li>▪ Secretary</li> <li>▪ Fiscal Officer</li> <li>▪ Sergeant at Arms</li> <li>▪ 2 Regional Delegates</li> </ul>	<ul style="list-style-type: none"> <li>▪ President</li> <li>▪ Vice President</li> <li>▪ Secretary</li> <li>▪ Fiscal Officer</li> <li>▪ Sergeant at Arms</li> <li>▪ 3-Year National Delegate (1)</li> <li>▪ 2-Year National Delegate (2)</li> <li>▪ 2-Year Alternate Delegates (2)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Chairperson</li> <li>▪ Vice Chairperson</li> <li>▪ Secretary</li> <li>▪ Fiscal Officer</li> <li>▪ Sergeant at Arms</li> </ul>

**Section 3. Official Duties.** These duties shall be consistent with those set forth in Article VIII of these by-laws.

**Section 4. Regional Distribution.** The Regions shall be divided and designated as follows:

Northeast Region	Eastern Region	Southern Region	Midwest Region	Western Region
CONNECTICUT MAINE MASSACHUSETTS NEW HAMPSHIRE NEW JERSEY NEW YORK RHODE ISLAND VERMONT	DELAWARE WASHINGTON DC KENTUCKY MARYLAND NORTH CAROLINA OHIO PENNSYLVANIA SOUTH CAROLINA TENNESSEE VIRGINIA WEST VIRGINIA	ALABAMA ARKANSAS COLORADO FLORIDA GEORGIA LOUISIANA MISSISSIPPI NEW MEXICO OKLAHOMA TEXAS	ILLINOIS INDIANA IOWA KANSAS MICHIGAN MINNESOTA MISSOURI NEBRASKA NORTH DAKOTA SOUTH DAKOTA WISCONSIN	ALASKA ARIZONA CALIFORNIA HAWAII IDAHO MONTANA NEVADA OREGON UTAH WASHINGTON WYOMING

ARTICLE IV – MEMBERS

**Section 1. Membership Classifications.** There shall be five (5) classes of members of this Corporation. The five classes of members are:

1	2	3	4	5
INDIVIDUAL	CHAPTER AFFILIATE	ASSOCIATE	CORPORATE	HONORARY

**Section 2. Individual Member.** Shall be those individuals who are philosophically compatible with the mission of the NBPA and who demonstrate support of the NBPA through their active participation, adherence to NBPA goals and objectives, and who pays all dues and assessments in accordance with the policies and procedures of the NBPA.

- a. **Sworn and Non-Sworn Definitions.** (This list is not all-inclusive. The NBPA National Board is the final authority for approving membership class and eligibility)

INDIVIDUAL MEMBERSHIP: SWORN AND NON-SWORN
<p>Active and/or retired licensed or commissioned peace officers as defined by respective state statutes and/or approved by the NBPA National Board.</p> <p><b>MUNICIPAL</b> – Police Officers and marshals of an incorporated city, town, or village; municipal park and recreational patrol officers and security officers; adjunct police officers of an institution of higher education or security personnel commissioned by local school districts or hospital districts as peace officers; municipal jail correctional officers; arson investigators commissioned by a city as a peace officers; airport police officers commissioned by a city that serves commercial air carriers; and security officers or reserve police officers commissioned as peace officers.</p> <p><b>COUNTY</b> – Sheriffs and their deputies; constables and deputy constables; arson investigators commissioned by the county; airport police officers commissioned by a county; adjunct police officers if an institution of higher education or security personnel commissioned by a county school and hospital districts as peace officers; county park rangers; investigators commissioned by the county’s medical examiner; investigators of the district/county attorney’s office; county correctional and probation officers.</p> <p><b>STATE</b> – Rangers and officers commissioned by a state public safety commission and/or the director of the department of public safety; agents of the state alcohol and beverage commission; officers commissioned or codified through state boards, commissions, and departments as peace officers; state arson investigators; investigators commission by state medical examiners, appellate courts, and fire marshals; state correctional probation and parole officers.</p> <p><b>FEDERAL</b> – Special criminal investigators of the United States assigned to: FBI, Treasury, Customs, Department of Justice, ATF, DEA, Forest Service, CID, Internal Security Division of the IRS, Federal Protective Services of the GSA; federal correctional, parole, and probation officers; and postal inspectors.</p>

**Non-Sworn** - Civilian law enforcement personnel and criminal justice practitioners of governmental agencies who do not hold commissions or licenses as peace officers. The non-sworn membership classification shall include but is not limited to:

- 911 Operators
- Crime Analysts
- Radio Dispatchers
- School Safety
- Physical Evidence Technicians
- Community Service Workers
- Security Officers
- Telecommunications
- Clerical Staffers
- Civilian Supervisors/Managers
- Computer Data Entry
- Public Service Officers

**Section 3. Chapter Affiliate.** Shall be comprised of a minimum of fifteen (15) Individual Members (active or retired) with a super majority (60%) of sworn members (active or retired) of governmental criminal justice agencies as defined by the National Board. Upon completion of the application form and payment of required dues and assessment, the National Membership Committee will present the completed membership package to the National Board for consideration. Upon a majority vote of the National Board a charter for a Chapter Affiliate may be granted.

- a. **Sworn Individual Membership Rights of a Chapter Affiliate.** Will be entitled to all rights and privileges of the Corporation. Sworn Chapter Affiliate Individual Members shall be entitled to entertain motions, cast votes, and hold appointed and elected office in the Corporation as hereinafter set forth in Article VI, Section 3.
- b. **State Organizations.** Notwithstanding any provision of these by-laws, the Board of Directors shall have the power to authorize the Regions to form State Chapters in those states where peace officer eligibility pools cannot support the Chapter Affiliate membership minimum. The State Chapters shall have all rights and privileges of all Chapter Affiliates, including regional representation.

**Section 4. Associate Member.** Associate Members shall be those persons who are philosophically compatible with the aims and supportive of the purposes of the Corporation, but who are otherwise ineligible for Individual Membership.

- a. **Associate Membership List** is provided for descriptive purposes and is not absolute. The National Board of Directors may expand this membership classification by a majority vote.

ASSOCIATE MEMBERSHIP: GENERAL PUBLIC
Philosophically compatible individuals...
<ul style="list-style-type: none"> <li>▪ Spouses</li> <li>▪ Children</li> <li>▪ Relatives</li> <li>▪ Significant Others</li> <li>▪ Students</li> <li>▪ NBPA College Chapter Members and Sponsors</li> <li>▪ Fraters or Soror</li> <li>▪ Civilian Century Club Members and Alumni</li> </ul>

**Section 5. Corporate Member.** Corporate Members shall be those corporations or companies who have demonstrated compatibility with the aims and supportive of the purposes of the NBPA. All considerations for Corporate Membership must be submitted in writing to the NBPA National Board for approval.

**Section 6. Honorary Member.** Shall be those persons proposed by any Chapter Affiliate, Region Executive Committee, or National Board member and approved by the National Board of Directors as having exemplified and practiced the principles of purpose set forth in the Articles of Incorporation and these by-laws.

- a. Century Club Members may qualify as Honorary Members.

**Section 7. Membership Rights.** The following rights are granted to all members in good standing:

Membership Classification	Make Motions	Cast Vote	Sit on Committee	Chair Committee	Hold Office
Individual Member (Sworn)	X	X	X		
Individual Member (Non-Sworn)	X	X	X		
Chapter Individual Member (Sworn)	X	X	X	X	X
Chapter Individual Member (Non-Sworn)	X	X	X	Ad hoc	Lesser Offices*
Chapter Affiliate		X			
Associate Member			X		
Corporate Member			X		
Honorary Member			X		

\* Lesser Offices are those offices not in the line of succession or Regional or National delegates

- a. **Right to Seek and Hold Office.** Eligibility to seek and hold office on the local, state, or national level is reserved for Individual Members of NBPA Chapters.
- b. **Exception.** Non- Sworn Individual Members are restricted to seeking and holding lesser offices on the local, state and national levels. Non-Sworn Individual Members may not seek or hold the office of President, Vice President, Regional or National Delegate.

**Section 8. Member in Good Standing.** Shall be those members, other than Honorary Members, who pay all dues, assessments, actively participate in the activities of the NBPA and adhere to the goals and purposes of the NBPA.

- a. **Dues and Assessments.** Any member who is three (3) months in arrears in dues and assessments will be sent a Notice of Impending Suspension – effective the date of the receipt of the notice – until such dues and assessments are paid in full.
  - 1. Any member who is six (6) months in arrears will be automatically suspended from participating in any and all NBPA activities – including voting and holding office on the local, regional, and national levels – such dues and assessments are paid and/or a final determination in made by the National Board of Directors.
- b. **Participation.** All members are required to actively participate in the activities of the NBPA. These activities include but are not limited to: conducting and attending scheduled local, regional, and national meetings of the NBPA; and the maintenance of all required corporate documents and the submission of the these documents to the NBPA National Office upon request by the National Board.

- c. **Adherence to Goals and Objectives.** All members are expected to conduct their affairs locally, regionally, and nationally in a manner consistent with the stated goals, objectives, and policies of the NBPA to:
1. Ensure the effective operation of the NBPA;
  2. Enhance the public respect and confidence in the NBPA; and
  3. Take prompt and effective action against any member or organization that adversely affects, lowers, or destroys the public's or member's respect and confidence in the NBPA.

**Section 9. Membership Application.** All applications for membership shall be submitted to the National Office and reviewed by the National Membership Committee. The Executive Director in conjunction with the National Membership Committee shall report the receipt of all applications for membership and transmit a National Membership Register by Region to the National Board at each meeting of the Board.

- a. The National Membership Committee shall report on all Corporate and Honorary Membership applications to the National Board. Such report shall contain recommendations to grant or deny membership and the rationale for the recommendation.

**Section 10. Loss of Membership.** Any member of this Corporation who has knowingly violated the stated objectives, laws, customs, or who willfully disregards any of the requirements of the Articles of Incorporation and these bylaws; or who commits an act by word or deed which may be deemed by the National Board of Directors as detrimental to the Corporation, shall have its, his or her (as the case may be) membership revoked upon two-thirds (2/3) vote of the National Board of Directors.

**Section 11. Termination of Membership.** Any member may terminate membership in the Corporation at any time by giving written notice to the National Office. Such termination shall become effective as of the date of its receipt by the National Office.

- a. **Exception.** Elected or Appointed Officers of the Corporation shall surrender all credentials, corporate documents, and reports in their possession to the National Office. Upon receipt of these items, the termination of membership shall become effective. In the event, the elected officer or appointee fails to surrender these items, the officer may be required post a personal bond as determined by the Executive Director related to the recovery of these items.


**Section 12. Dues.** The National Board may provide for dues and assessments subject to approval of a majority vote of the National Board at a meeting of the members of the Corporation. Dues and assessments shall be payable by January 31<sup>st</sup> of each year.

- a. **Regional Assessments.** The National Board may approve by majority vote to grant a Regional Executive Committee the ability to impose an assessment to its membership. Such assessments must be used exclusively to carry out the tax exempt purposes of the NBPA.
1. Region Executive Committees may by majority vote of its Chapter Affiliates create region-specific program development sponsorships.

**Section 13. Fiscal Year.** The fiscal year of the Corporation shall be the calendar year beginning January 1<sup>st</sup> through December 31<sup>st</sup>.



**Section 15. Chapter Affiliate Application (RE-FORMATTED)**

	<p><b>NATIONAL BLACK POLICE ASSOCIATION, INC.</b>                  30 Kennedy Street NW – Suite 101 Washington, D.C. 20011                  Office (202) 986-2070 Fax (202) 986-0410</p> <p><b>CHAPTER AFFILIATE APPLICATION</b></p>
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**CHAPTER NAME**

Organization Name (if incorporated in your state):	
--	--

Corporate Documents attached:	<input type="checkbox"/> Yes <input type="checkbox"/> No	Certificate of Authority needed:	<input type="checkbox"/> Yes <input type="checkbox"/> No
		Certificate of Authority Filed:	<input type="checkbox"/> Yes <input type="checkbox"/> No

dba: NATIONAL BLACK POLICE ASSOCIATION	CHAPTER
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Official Mailing Address:	City	State	Zip Code
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Registered Agent Name:	First	M.I.	Last
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Registered Agent Contact Information:	City	State	Zip Code
	Day Phone	Evening Phone	E-mail

**CHAPTER PRESIDENT**

Last Name	First Name	M.I.	Title	Chapter Office
Address	City	State	Zip	
Day Phone	Evening Phone	E-mail		

**CHAPTER VICE PRESIDENT**

Last Name	First Name	M.I.	Title	Chapter Office
Address	City	State	Zip	
Day Phone	Evening Phone	E-mail		

Page 2 – Chapter Affiliate Application

CHAPTER SECRETARY

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

CHAPTER FISCAL OFFICER

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

CHAPTER PARLIAMENTARIAN

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

CHAPTER SERGEANT AT ARMS

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

OTHER CHAPTER OFFICER -----

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

Page 3 - Chapter Affiliate Application

GENERAL MEMBERSHIP

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

Last Name	First Name	M.I.	Title	Chapter Office
Address		City	State	Zip
Day Phone	Evening Phone		E-mail	

## **Section 16. Membership Application Process.**

### **a. Individual Membership.**

1. Contact the National Office or Regional Office to secure an Individual Member Application form.
2. Complete Individual Membership Application and make membership fee payable to:

NATIONAL BLACK POLICE ASSOCIATION, INC.  
30 KENNEDY STREET – NW WASHINGTON, D.C. 20011

3. The National Office and the National Membership Committee will review Individual Membership Application and cause Membership Registers to be published quarterly for distribution to the affected Regions.

### **b. Chapter Affiliate Membership.**

1. Contact the NBPA National Office to secure Chapter Affiliate Application Package (includes NBPA Constitution and Bylaws, National Board policies and procedures, Individual Membership Applications, Chapter Member Application, and corporate resolutions).
2. A permanent Chapter Affiliate mailing address should be secured.
3. Conduct a local election in accordance with NBPA Election Bylaws.
4. Complete and submit NBPA Chapter Affiliate Membership Application.
5. Enclose annual organizational service fee. This administrative fee is dedicated to facilitating and servicing the required corporate filings and certificates of authority in the respective states.
6. Individual Members in good standing membership numbers should be listed in the space provided when application is submitted. Individual Membership Applications and annual dues for new members should be submitted with the application.
7. There **MUST** be a super-majority of 60% sworn or sworn-retired members on the membership list. The Chapter Affiliate should provide confirmation of the super-majority.
8. Upon receipt of a complete Chapter Affiliate Package, the Executive Director will submit the application package to the National Membership Committee for review and presentation during the next scheduled meeting of the National Board.
9. The majority vote of the National Board is required to grant a NBPA charter to the Chapter Affiliate applicant.
10. The NBPA Chapter's presiding officer and other officers are to be present during the next scheduled meeting of the membership to receive their charter.

## ARTICLE V – GENERAL ASSEMBLY

**Section 1. Annual Meetings of the Membership.** After the initial meeting of the members there will be an Annual Education and Training Conference for the General Membership. The Annual Conference shall be held at a time and place to be determined by the National Board of Directors.

- a. **National Board Meetings.** The National Board of Directors shall meet no less than two (2) times a year. A Winter Board meeting shall convene during the month of February. A Summer Board meeting shall convene in the month of June. The National Board of Directors will determine the time and place of these Board Meetings.
  1. **National Board Officers' Election.** Shall take place at the Winter Board Meeting in the even calendar year.
- b. **Regional Meetings.** The Regional Executive Committees shall host a spring and Fall Conference. The Spring Conference shall be scheduled during the months of April and May. The Fall Conference shall be scheduled during the months of October and November.
  1. **Regional Conference Scheduling.** Each Region will contact the National Office prior to scheduling a conference to prevent scheduling conflicts. Regional conference schedules are to be staggered to provide opportunities for increased attendance. Conflicts will be resolved based on notification and contract dates.
  2. **Regional Executive Committee Officers' Elections.** Shall take place at the Regional Fall Conference in the odd calendar year.
- c. **Chapter Affiliate Meetings.** Chapter Affiliates shall host monthly meetings of the membership and submit minutes of these minutes to the Regional Secretary for review by the Regional Executive Committee and archived.
  1. **Chapter Affiliate Elections.** Shall take place in the month of January in the odd calendar year.

**Section 2. Special Meetings.** Special Meetings of the Membership may be called at any time by the National Board of Directors or by petition of fifty percent plus one (50% + 1) of the Chapter Affiliates Members. The petition shall set forth the date and nature of the business to be transacted at said meeting. Petitions must be received at the principle office of the National of Region concerned not less than forty-five (45) days prior to the date of said meeting and shall specify the person or persons requesting said meeting.

**Section 3. Notice of Meetings.** Notice of each meeting of the Corporation shall be given not less than thirty (30) days before the meeting. The notice shall state the place, day and hour of the meeting, and in the case of a Special Meeting, it shall also state the purpose of the meeting and by whose request the meeting was called.

**Section 4. Quorum.** Fifty percent plus one (50% + 1) of the Chapter Affiliates of the Corporation shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of Chapter Affiliates present may by resolution adjourn the meeting, for a period not exceeding thirty (30) days. The agenda of a properly adjourned meeting shall continue to the adjourned date.

**Section 5. National Presiding Officer.** The Chairperson of the National Board shall preside at all meetings of the Chapter Members and the National Board of Directors of this Corporation. In event of his or her absence, succession shall fall to the Vice-Chairperson.

- a. The Chairperson shall be empowered to appoint a member to act as the National Secretary in event of his or her absence.

**Section 6. Regional Presiding Officer.** The President of the Regional Executive Committee shall preside at all meetings of the Regional Chapter Membership and the Regional Executive Committee. In the event of his or her absence, succession shall fall to the Vice President.

- a. The Regional President shall be empowered to appoint a member to act as the Regional Secretary in the event of his or her absence.

**Section 7. Chapter Affiliate Presiding Officer.** The President of the Chapter Affiliate shall preside at all meetings of the Chapter Membership. In the event of his or her absence, succession shall fall to the Vice President.

- a. The Chapter President shall be empowered to appoint a member to act as the Chapter Secretary in the event of his or her absence.

**Section 8. Voting at Meetings of the Membership.** Each Chapter Affiliate in good standing shall be entitled to cast one (1) vote on any resolution, which shall come before the membership. No resolution shall pass without the presence of a quorum and affirmative vote of the majority thereof.

- a. Individual Members may cast a vote on any agenda item presented during the General Session at a Meeting of the Membership.

**Section 9. Absentee Voting.** Any NBPA Individual Member, chapter Member and Associate Member in good standing may vote by absentee ballot.

- a. **The Absentee Voting Application Process** – Any member in good standing may request an Absentee Ballot by completing the NBPA Absentee Ballot Application form from the affected Nomination and Election Committee and by the specified date prior to the scheduled election.

The NBPA Absentee Ballot Application must be completed and signed by the member and/or co-signed by the member in good standing that assists the member in completing the form by the specified date prior to the scheduled election.

- b. **The Official Absentee Ballot** - will be mailed to the member in good standing by a specified date prior to the scheduled election.
- c. **Absentee Ballot Tally** – Absentee Ballots must be received by the affected Nomination and Election Committee by 8:00 p.m. on the specified date prior to the scheduled election bearing a postmark verifying the postmarked date and received from the postal service or private mail carrier by 8:00 p.m. on the date specified.
- d. **Additional Information** – Absentee voters with specified questions should contact their affected Nomination and election Committee.
- e. **Special Considerations** – A voter who requires assistance in casting an Absentee Ballot by reason of disability, inability to write, or inability to read the ballot may be assisted by any individual other than:
  1. A candidate that is on the voter's ballot
  2. The voter's employee or an agent of the employer;
  3. An officer or agent of the affected Nomination and Election Committee
  4. A person assisting a voter in completing an Absentee Ballot must execute a certification and include that certification with the completed ballot.

- f. **Design of the Official Ballot** – The affected Nomination and Election Committee will design a template for the official ballot that clearly indicates the office sought and list of eligible candidates seeking that office. The ballot should provide a box or oval to the right of the candidate’s name to be filled-in by the voter.

SAMPLE BALLOT

President	Vote
♦ James Doe	
♦ Ollie Doe	
♦ Reggie Doe	
Vice President	
♦ Willie James	
♦ James James	
♦ Linda James	
Secretary (Unopposed)	
♦ Ellen Parker	
Fiscal Officer	
♦ Allen Norton	
♦ Cedric Meddles	
Sergeant at Arms	
♦ Paul Henderson	
♦ Lincoln Baxter	

(APPLICANT'S RETURN ADDRESS)



PLACE  
STAMP  
HERE

NBPA OFFICIAL ELECTION MAIL

CHAPTER – REGIONAL – NATIONAL  
NOMINATION & ELECTION COMMITTEE  
STREET ADDRESS  
CITY – STATE – ZIP CODE

**ABSENTEE BALLOT APPLICATION for NBPA INDIVIDUAL and CHAPTER MEMBERS**

**IMPORTANT:** complete and sign this application. Fold application so that the mailer above faces out. Tape closed - mail promptly

If you complete and submit this form, you must affirm by oath that your absentee ballot indicates that you will be absent or unable to vote in person at the scheduled election. If you will not be absent or are able to vote in person in the scheduled election, you should not request, complete or submit this form. You should plan on voting at you polling place on election day.

Please send me an Absentee Ballot for:  Chapter Election  Regional Election  National Election

PRINT NAME AND ADDRESS:

LAST NAME: \_\_\_\_\_ FIRST NAME & M.I. \_\_\_\_\_  
ADDRESS: \_\_\_\_\_  
CITY: \_\_\_\_\_ STATE \_\_\_\_\_ ZIP CODE: \_\_\_\_\_  
DAY PHONE: \_\_\_\_\_ E:MAIL: \_\_\_\_\_  
REGION:  NORTHEAST  EASTERN  SOUTHERN  MIDWEST  WESTERN  
CHAPTER:  AT-LARGE  ASSOCIATE

**NOTE:** Provide the mailing address at which your mail reaches you – promptly. Any changes in your address of contact information prior to the scheduled election, you must contact the affected Nomination & Election Committee to assure receipt of your ballot. Call 000-000-0000 to contact your Nomination & Election Committee.

**WARNING:** Any person found violating the NBPA Absentee Voting process will be subject to having their membership status declared not in good standing and shall be ruled ineligible to vote in any NBPA scheduled election for one (1) calendar year after the scheduled election.

SIGNATURE of VOTER: \_\_\_\_\_ DATE: \_\_\_\_\_

**CERTIFICATE of ASSISTANCE:** Under penalty of being declared ineligible to vote in any scheduled election one (1) calendar year for which this absentee ballot application is requested for the voter named above – who requires assistance because of disability or inability to read or write. This voter authorized me to complete this application for him/her. I have printed the voter's name on the signature of Voter line, followed by my initials.

SIGNATURE of ASSISTANT: \_\_\_\_\_ DATE: \_\_\_\_\_

PRINT ASSISTANT'S NAME: \_\_\_\_\_

**HOW TO VOTE ABSENTEE:** (1) Contact the affected Nomination & Election Committee and request an application – the application may be hand-delivered, sent by mail (postal or electronic); (2) complete the application and submit it by the declared deadline; (3) the Nomination & Election Committee will deliver the official ballot three (3) week prior to scheduled election; (4) complete the ballot and mail to affected Nomination & Election Committee and received by the declared deadline not later than 8:00 p.m. on the eve of the scheduled election.

**ARTICLE VI – NATIONAL BOARD of DIRECTORS**

**Section 1. Legislative and Governing Powers.** The legislative (make and enact policy) and governing (to enforce policy) powers of the Corporation shall be vested in the National Board of Directors. The final authority (elected or recall representatives and dissolve the corporation) shall be vested in the General Membership of the Corporation.

**Section 2. General Powers and Responsibilities.** The National Board of Directors shall....

- a. Annually adopt a budget for the national organization.
- b. Annually conduct an independent audit of the organization’s financial records by a Certified Public Accountant.
- c. Prepare and annually submit a report to each member in good standing a copy of the annual audit.
- d. Appoint such committees, as it deems necessary electing and appointing all officers of the National Board of Directors.
- e. At its discretion, select an Executive Director and provide an annual performance plan and mechanism of evaluation for the Director.
- f. Annually certify delegates from each Region.

**Section 3. Qualifications of National Board Directors.** An Individual Member must be a member in good standing in his or her Chapter Affiliate and Region for a continuous period of two (2) years in order to become eligible for nomination as a board member to the National Board of Directors.

**Section 4. Composition of the National Board of Directors.** The National Board of Directors shall be the governing body of this Corporation and shall consist of no less than twenty-seven (27) duly elected Regional delegates:

ELECTED OR APPOINTED EX-OFFICIO BOARD OFFICERS:	
<ul style="list-style-type: none"> <li>▪ Chairperson</li> <li>▪ Vice Chairperson</li> <li>▪ Secretary</li> <li>▪ Fiscal Officer</li> <li>▪ Parliamentarian</li> <li>▪ Sergeant at Arms</li> <li>▪ Chaplain</li> </ul>	7
<ul style="list-style-type: none"> <li>▪ Regional Presidents</li> <li>▪ 3-year Regional Delegates</li> <li>▪ 2-year Regional Delegates</li> <li>▪ 2-year Regional Alternate Delegates</li> </ul>	5 5 10 10
TOTAL BOARD MEMBERS	27

**Section 5. Term of Directors.** Each elected delegate of the National Board of Directors shall serve for a period of two (2) years.

a. Exceptions:

1. Regional Presidents – by virtue of their elected office are not delegates to the National board – sit on the National Board of Directors. There are no term limits for Regional Presidents.
2. 3-Year Delegates – Each Region shall elect or appoint one of its three regional delegates to a three-year term of office. This delegate shall serve for a period of three (3) years and is limited to two consecutive terms not to exceed 7 years.

**Section 6. Succession of Board Members.** An elected delegate of the National Board may succeed himself or herself no more than two (2) terms totaling no more than four (4) years.

a. Exceptions:

1. There are no succession limits for Regional Presidents. A Region's electorate determines the number of times a Regional President may succeed himself or herself.
2. Three-year elected or appointed delegates to the National Board of Directors may succeed himself or herself no more than two (2) terms totaling no more than six (6) years.

**Section 7. Conduct of Meetings.** The Chairperson shall officiate at all meetings of the Board of Directors. In event of absence of the Chairperson, the succession shall fall to the Vice-Chairperson.

a. **Recording of Minutes.** The National Secretary shall record the minutes of all board meetings, or in his or her absence, the presiding officer shall appoint a member of the Board to act as Secretary Pro-Tem.

b. **Chairman Pro-Tem.** In the event that the National Chairperson and Vice Chairperson are incapacitated or otherwise unable to preside over a meeting of the National Board, the Board – with a quorum present – may elect an ex-officio Chairperson Pro-Tem by majority vote to preside over the meeting. The Chairperson Pro-Tem shall have such powers and duties consistent with these by-laws as may be assigned to him or her by the Board of Directors.

1. The term of the Chairperson Pro-Tem shall not extend beyond the meeting to which he or she was elected to chair.
2. A Chairperson Pro-Tem may not be elected while the National Chairperson or Vice Chairperson is in an Executive Committee session.

**Section 8. Special Meeting:** Special Meetings of the National Board may be called at any time upon petition of the Board by two-thirds (2/3) vote of the members of the Board. Ten (10) days notice shall be given for special meetings except that this may be waived in writing. The time and place of such Special Meeting shall be at the discretion of the Board and shall be specifically stated in the notice of such meeting.

**Section 9. Quorum:** Fifty percent (50%) of the National Board plus one (1) board member shall constitute a quorum for the transaction of business. A majority of the members present may by resolution adjourn the meeting, for a period not exceeding thirty (30) days. The agenda of a properly adjourned meeting shall be continued to the adjourned date.

**Section 10. Attendance.** Any Board Member who misses two (2) consecutive properly noticed meetings of the National Board of Directors may be removed by an affirmative majority vote of the Directors, representing a quorum. A resolution of the removal signed by the Chairperson and National Secretary will be certified mailed with return receipt requested.

**Section 11. Action by the National Board of Directors without a Meeting.** The National Board of Directors shall be empowered to take any action specifically authorized by the Articles of Incorporation and these by-laws without a meeting provided that written consent of four-fifths (4/5) of the Board of Directors in writing to said action is certified by the National Secretary.

**Section 12. Resolutions.** Actions by the National Board of Directors shall be by resolution. No resolution or action of the Board of Directors may be taken without the affirmative vote of a majority of the members of the Board constituting a quorum at a meeting consistent with these by-laws.

RESOLUTION SAMPLE

NATIONAL BLACK POLICE ASSOCIATION, INC.  
CORPORATE RESOLUTION # 00-000

BE IT RESOLVED, that the Chairperson of National Board of Directors \_\_\_\_\_

and the 2000 - 2002 NBPA National Board of Directors:

Authorize all checks, drafts, endorsements, notes, and evidence of indebtedness of the Corporation in such a manner as shall from time to time be determined by resolution of the Board of Directors be signed by the Executive Director, Fiscal Officer, or Secretary and countersigned by the Chairperson.


I, \_\_\_\_\_ (National Secretary)

of \_\_\_\_\_ NATIONAL BLACK POLICE ASSOCIATION, INC.

Incorporated under the laws of the State of Maryland do hereby certify that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said Corporation at a meeting duly held on the \_\_\_\_\_ day of \_\_\_\_\_, 2000 at which a quorum was present and voting, and that the same has not been repealed or amended and remains in full force and effect and does not conflict with the by-laws of said Corporation.

\_\_\_\_\_  
National Secretary

Resolution # : 99-001



**Section 13. Annual Reports.** At each annual meeting of the membership, the National Board of Directors shall submit to the membership a written annual report which shall contain a financial report of the Corporation's activities during the preceding year and any other reports that the Board of Directors shall deem appropriate.

**Section 14. Method of Election.** Each Region may elect or appoint its representatives on the National Board of Directors in a manner consistent with these by-laws. Each elected or appointed board member must be certified pursuant to Section 14 of this Article.

**Section 15. Vacancies on the National Board.** Regional Delegates and Elected Officers of the Board considerations...

- a. **Regional Delegates of the Board.** Whenever a vacancy occurs in a Regional Delegate's position on the National Board of Directors, such vacancy shall be filled by the Region involved in the following manner:
  1. Alternate Delegate
  2. If there is not an available Alternate Delegate, a Special Election will be held at the next regularly scheduled meeting of the Region if more than one (1) year remains in the term.
  3. If there is not an available Alternate Delegate, and less than one (1) year remains in the term, the Regional President may appoint a delegate.
- b. **Elected Officers of the Board.** Whenever a vacancy occurs in an elected office of the National Board of Directors, such a vacancy shall be filled by election consistent with established procedures enunciated in these by-laws. However, if less than one (1) year of the term remains the National Board of Directors may appoint a replacement by majority vote.

**Section 16. Certification of Board Members.** Each Region shall certify their Presidents and National Delegates (4) to serve as National Board members at least one (1) month prior to the Annual Meeting of the National Board of Directors. The certification shall be submitted on the NBPA Delegate's Certification Form accompanied by a NBPA Candidate's Profile Form.

DELEGATE CERTIFICATION SAMPLE



NATIONAL BLACK POLICE ASSOCIATION, INC.  
DELEGATE CERTIFICATION

REGION: \_\_\_\_\_  
PRESIDENT: \_\_\_\_\_  
DELEGATE: \_\_\_\_\_  
CHAPTER AFFILIATE: \_\_\_\_\_  
REGIONAL OFFICE: \_\_\_\_\_  
(President – Delegate – Alternate Delegate)

I, President for the NBPA– \_\_\_\_\_ Region, hereby certify that the aforementioned delegate has been elected by a majority of this region’s members in good standing as of November 20, 2001 (date of election). Further, I attest to the fact that the member has been in good standing with the NBPA in accordance with Article IV, Section 8 of the NBPA bylaws, which states:

**“Members in good standing, shall be those members, other than Honorary Members, who pay all dues, assessments, participate in the activities of the Corporation and adhere to the goals and purposes of this Corporation. A member who is six (6) month is arrears in dues or who is in violation of the stated goals of these bylaws, shall be considered to be not in good standing.”**

\_\_\_\_\_  
Signature of Regional  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature (Regional  
Delegate)

\_\_\_\_\_  
Date

CANDIDATE'S PROFILE SAMPLE



NATIONAL BLACK POLICE ASSOCIATION, INC.  
CANDIDATE'S PROFILE

NBPA REGION \_\_\_\_\_  
CHAPTER \_\_\_\_\_  
DELEGATE \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
HOME PHONE \_\_\_\_\_  
WORK PHONE \_\_\_\_\_

FOR RE-ELECTED DELEGATES:

1. What committees are you currently a member?  
\_\_\_\_\_
2. Would you like to continue serving on the  
aforementioned committee(s)?  Yes  No
3. If not, what committees are you interested in serving?  
\_\_\_\_\_

FOR NEWLY ELECTED DELEGATES

1. Review the attached committee list. Indicate those committees on which you might like to serve.  
\_\_\_\_\_

FOR ALL DELEGATES

Do you intend to run for National Office?  Yes  No

If yes, which office will you seek? \_\_\_\_\_

2. Anyone wishing to run for National Office must attach a written statement regarding their position on issues that they feel will be facing the NBPA in the coming term.  
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**IN ACCORDANCE WITH THE BYLAWS OF THE NBPA (ARTICLE VI, SECTIONS 7 & 17), ALL DELEGATES AND OFFICERS AGREE TO: "SERVE FOR A PERIOD OF TWO (2) YEARS." "ANY OFFICER OR DIRECTOR MAY BE REMOVED FROM OFFICE FOR ANY ACT DETRIMENTAL TO THE INTEREST OF THE CORPORATION, FOR MALFEASANCE, OR FOR FAILURE TO PERFORM HIS/HER PRESCRIBED DUTIES, UPON WRITTEN RECOMMENDATION TO TWO-THIRDS (2/3) OF THE MEMBERS OF THE BOARD. FURTHERMORE, "ANY DIRECTOR WHO MISSES TWO (2) CONSECUTIVE, PROPERLY NOTICED MEETINGS OF THE NATIONAL BOARD OF DIRECTORS AND THE MEMBERSHIP WITHOUT WRITTEN EXPLANATION SATISFACTORY TO THE BOARD OF DIRECTORS MAY BE REMOVED BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE BOARD OF DIRECTORS PRESENT. THE NOTICE OF WHICH SHALL HAVE SPECIFIED THE PROPOSED REMOVAL.**

\_\_\_\_\_  
Signature of Candidate

\_\_\_\_\_  
Date

**Section 17. Resignation of Board Members.** A Director may resign at any time by delivering a written notice of resignation to the Chairperson of the Board and/or the Secretary of the Corporation coupled with the surrender of all credentials, corporate records and documents. Resignations shall be effective upon receipt.

**Section 18. Removal of Directors.** An Officer or Director may be removed from office for any act detrimental to the interests of the Corporation. Detrimental acts may include malfeasance or for failure to perform his or her prescribed duties. Removal will require a written recommendation of two-thirds (2/3) vote of the members of the Board of Directors.

- a. Removal shall require a two-thirds (2/3) approval of the National Board, at a properly noticed meeting of the National Board wherein a quorum is present.
- b. Said Officer or Director shall be notified by certified mail (return receipt requested) as to the charges against him or her, and be provided a copy of the charges. The Officer or Director MUST reply within ten (10) days of receipt of said charges admitting or denying charges. **(The ten (10) day reply period shall commence upon the date of receipt by the Officer or Director sought to be removed. In the event of admission of the charges or the failure of the Officer or Director to respond within the required period, removal shall be automatic.)**
- c. Officers or Directors have the right to a hearing before the National Board of Directors unless waive by failure to respond pursuant to subsection (b) or waived by admitting charge(s).
- d. Hearings shall be scheduled no later than thirty (30) days after Post Office receipt indicating that charges have been received. Notification shall be made by certified mail indicating the date, time, and location of his or her hearing.
- e. The Hearing Board will be comprised by the National Executive Committee of the Corporation.

## ARTICLE VII – COMMITTEES

**Section 1. Executive Committee Composition.** The National Board of Directors may appoint an Executive Committee which shall consist of members of the National Board of Directors only; and shall consist of the Chairperson of the National Board of Directors and the Regional Presidents to hold office until the next annual meeting of the National Board of Directors;

- a. **Committee Secretary.** The National Secretary shall serve as the Secretary of the Executive Committee and in his/her absence the order of succession shall be the Executive Director and will not be a voting member of the Executive Committee.
- b. **Powers of the Executive Committee.** The Executive Committee may be empowered by the National Board of Directors with all powers of the Board of Directors in the management of the business affairs of the Corporation. The power to adopt, amend or repeal these bylaws may not be delegated.
- c. **Duties and Responsibilities of the Executive Committee.** Shall be...
  1. Administration of projects approved by the National Board of Directors, including all investigation, marketing, and packaging, evaluation and the operational supervision of all such projects;
  2. Establish procedures for approving proposed projects, including appointing fiscal agents, budgets, salaries and the implementation of personnel procedures;
  3. Make recommendations to the full Board for the appointment and/or discharge of the Executive Director and other employees or Officers of the Corporation.
  4. Subject to the provisions of Article XIII, Section 2. The Executive Committee may enact its own rules and operating procedures. Executive Committee procedures when enacted must be written and certified with the National Secretary prior to taking official action thereon.
- d. **Quorum.** The presence of not less than fifty percent (50%) plus one (1) member shall be required to constitute a quorum for the transaction of business.
- e. **Vacancies.** The power to fill vacancies shall be reserved to the Region concerned, unless the vacancy is the Chairperson of the Board of Directors. In such instances, vacancies shall be filled by the majority vote of the Board of Directors at a properly constituted meeting.
- f. **Meetings.** Meetings shall be open to members, staff members of subsidiary projects of the Corporation with the exception of Executive Sessions.
- g. **Reports.** Written reports of the activities of the Executive Committee shall be submitted at each National Board of Directors' meeting. An annual report shall be submitted at the Corporation's annual meeting, containing a report outlining all projects undertaken in the Corporation's name.

**Section 2. Standing Committees.** The Standing Committees of the Corporation and their respective duties shall be as follows:

- a. **Membership Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – whose duties include – but are not limited to developing, publishing, and distribution of membership recruitment materials to Regional secretaries for further dissemination. Duties of the Membership Committee also include:
  - Membership updates to the National Board.
  - Membership Development
  - Membership Renewal / Attrition Matrix
  - Chapter Development
- b. **Development Committee.** Shall be chaired by the National Fiscal Officer develop fund raising methods consistent with the purposes of the Corporation as reflected in its preamble. The committee shall be responsible for assisting the corporate accountant in the preparation and presentation of financial reports to the National Board. The Development Committee shall assume the responsibilities of the former Budget Committee that included:
  - Assist the Executive Director in the Preparation of the Annual Report
  - Present the Annual Budget to the Membership
  - Assess Funding Options
  - Recommend Funding Levels and Adjustments to the Annual Budget
- c. **Legislative Issues and Monitoring Committee.** Shall be chaired by the National Parliamentarian to investigate proposed legislative bills and resolutions under consideration by national, state, and local governments. The committee shall collect, analyze, report, and distribute pertinent data, with emphasis upon the appropriate responsive proposals and recommendations.
- d. **Program Development Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – who will be responsible conducting any and all research necessary to carry out programs proposed by the Board and/or Executive Committee. The duties of the Program Development Committee shall include:
  1. Identifying community-based programs that can be replicated on the chapter and regional levels.
  2. Monitoring the operational aspects of implemented community-based programs and report the status of all programs to the National Board.
  3. Conduct qualifying inquiry for all proposed Honorary and Corporate Membership applications.
- e. **Education & Career Development Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – to:
  1. Develop cutting edge educational and career development opportunities for NBPA members throughout the year that are certified by recognized accrediting institutions.
  2. Create and maintain cross-disciplinary educational offerings designed to enhance the personal and professional lives of the membership.

- f. **Nomination & Election Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – to schedule, publish, and conduct National Board elections during the Winter Board meeting in the even calendar year. The committee’s duties also include:
- Validating “member in good standing” and “certification” of eligible Board members seeking and holding office
  - Securing the polling place
  - Preparation, distribution and tally of the official ballots cast
  - Certifying the election results
  - Sealing the ballots
  - Coordinating the Oath of Office
- g. **Resolution Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board. The duties include the preparation and numbered publication of all National Board resolutions (including Executive Orders of the National Chairperson) regarding Board actions and policy determinations. These resolutions shall be maintained sequentially and submitted to the National Secretary for inclusion in the official minutes of the corporation.
- h. **Good & Welfare Committee.** Shall be chaired by the National Chaplain. The duties include coordinating and reporting on corporate benevolence to infirmed, injured, or interred members of the NBPA. Other duties include:
- Spiritual and temporal outreach
  - Providing notification to the general membership
  - Annual activity report at the National conference
- i. **Florence A. Taylor Support Auxiliary.** Shall be chaired by an elected president of the auxiliary. The president by virtue of his/her office shall sit on the National Board as an ex-officio non-voting member. Additional duties include:
- Encouraging non-sworn and associate members’ participation in the activities of the corporation.
  - Coordinating with the National Office, the NBPA Alphonso Deal Scholarships
  - Developing the theme and venue for the Annual Scholarship Dance during the National Conference
- j. **Charles ‘Chuck’ Taylor Century Club Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – who is a member of the Century Club and the Century Club Alumni Association and who has demonstrated long-term support for the NBPA. Other duties include:
- Recruiting Century Club & Alumni members
  - Reporting all Century Club & Alumni activities
  - Presiding over the Annual Century Club reception at the National Conference
  - Providing the National Office with names of Century Club & Alumni members
  - Selecting and maintaining Century Club & Alumni Hall of Fame

**Section 3. Term of Office.** Each member of any committee established pursuant to the bylaws shall serve until the next annual meeting of the National Board of Directors and until a successor is appointed unless the committee shall be abolished, or unless such member shall be removed, or unless such member shall cease to qualify as a member thereof.

**Section 4. Vacancies.** The Chairperson of the Board of Directors shall fill vacancies on committees, subject to the approval of the Board of Directors.

**Section 5. Report of Meetings.** The Committee Chairperson shall give notice of all Standing Committee meetings. Each Standing Committee shall keep regular minutes of its proceedings and shall report briefly on its activities at each National Board of Directors' meeting.

**ARTICLE VIII – CORPORATE OFFICERS**

**Section 1. Titles and Qualifications.** The officers of the Corporation shall include:

National Board of Directors	Regional Executive Committee	Chapter Affiliate Officers
<ul style="list-style-type: none"> <li>▪ Chairperson</li> <li>▪ Vice Chairperson</li> <li>▪ Secretary</li> <li>▪ Fiscal Officer</li> <li>▪ Sergeant at Arms</li> <li>▪ Parliamentarian</li> <li>▪ Chaplain</li> </ul>	<ul style="list-style-type: none"> <li>▪ President</li> <li>▪ Vice President</li> <li>▪ Secretary</li> <li>▪ Fiscal Officer</li> <li>▪ Sergeant at Arms</li> <li>▪ Parliamentarian</li> <li>▪ Chaplain</li> <li>▪ 3-yr Delegate (1)</li> <li>▪ 2-yr Delegates (2)</li> <li>▪ Alternate Delegates (2)</li> </ul>	<ul style="list-style-type: none"> <li>▪ President</li> <li>▪ Vice President</li> <li>▪ Secretary</li> <li>▪ Fiscal Officer</li> <li>▪ Sergeant at Arms</li> <li>▪ Parliamentarian</li> <li>▪ Chaplain</li> <li>▪ Delegates (2)</li> <li>▪ Alternate (1)</li> </ul>

a. **The National Board of Directors, Regional Executive Committee, and Chapter Affiliate Executive Committee** may appoint such officers as it deems necessary. All such appointments should be pursuant to a delegation of power in accordance with the provisions hereof, such officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors, Executive Committee, Sergeant-at-Arms, Secretary, and Fiscal Officer.

**Section 2. Local/Regional Elections and Terms of Office.**

- a. **Local Chapters:** Election of local regional officers shall be held biennially in the fall of the odd calendar year.
- b. **Regions:** Election of regional officers shall be held bi-annually in the fall of the odd calendar year.
  - 1. Exception: Three-year regional delegates to the National Board of Directors shall be elected in the fall of the even calendar year commencing in 2004 and every three years thereafter.
- c. Each elected officer shall assume office immediately. Each such officer shall hold office until his or her successor is elected and shall qualify, or until his or her death, resignation, or removal. New officers may be created and filled at any meeting of the Regional Executive Committee or Chapter Affiliate.

**Section 3. National Board Elections**

- a. **National Board:** Election of national officers shall be held biennially at the Winter Board Meeting in the even calendar year.
- b. Each elected officer shall assume office immediately. Each such officer shall hold office until his or her successor is elected and shall qualify, or until his or her death, resignation, or removal. New officers may be created and filled at any meeting of the National Board.

## **Section 4. National Board Officers**

### **a. Board Officers**

1. Consistent with Article VIII. Corporate Officers, Section 1 Titles and Qualifications, the following officers will be elected during the Winter board Meeting in the even calendar year:
  - Chairperson
  - Vice Chairperson
  - Secretary
  - Fiscal Officer
  - Sergeant at Arms
  - Parliamentarian
  - Chaplain

### **b. Eligibility**

1. Election of any office of the National Board is exclusively reserved for the certified and sitting ten (10) national 2-year delegates, five (5) national 3-year delegates, ten (10) regional alternate delegates, five (5) regional presidents.
2. Terms of Office:
  - A. Board Officers: Two terms – not more than 5 years
  - B. Regional Presidents: No Limits
  - C. 2-year Delegates: Two terms – not more than 5 years
  - D. 3-year Delegates: Two terms – not more than 7 years

### **c. Election Scheduling**

1. Board Officers – Winter Board Meeting in the even calendar year.
2. Regional Presidents – Fall meeting of the Region in the odd calendar year – not later than December 15<sup>th</sup>.
3. 2-Year Delegates – Fall meeting of the Region in the odd calendar year – not later than December 15<sup>th</sup>.
4. 3-Year Delegate – fall meeting of the Region in the even calendar year after regularly scheduled Regional elections – not later than December 15<sup>th</sup>.

### **d. Succession and Ex-Officio Officer Designations**

1. Upon election as a National Board Officer, the officer shall relinquish his or her delegate seat and assigned term of office. The affected Region shall assign an alternate delegate to fill the officer's term.
2. In the event a Regional President is elected to a National Board office, his/her seat on the National Board shall be filled by the affected Regional Vice President.

3. Officers of the National Board shall be designated as non-voting ex-officio officers of the corporation. By virtue of their office, these officers shall chair the organization's Standing Committees and be responsible to the National Board for carrying out their fiduciary responsibilities.
4. The National Board Chairperson shall retain the privilege of casting the deciding vote should a tie vote occur.
5. A delegate elected to the National Board maintains the right to succession – for a second term - in his/her election to the National Board office. The elected delegate for purposes of succession has only relinquished his/her seat for the term of the elected office and is eligible as the elected officeholder to retreat to the elected office.

e. **Quorum**

1. A quorum of the National Board – at any regularly scheduled meeting - shall be 50 percent plus one member of the certified complement of voting regular delegates (or announced alternates) and regional presidents.
2. A quorum of the National Board – at any special called meeting shall be 50 percent plus one voting member whose attendance has been confirmed by the National Office.
3. A quorum of the National Board Executive Committee to conduct the affairs of the corporation when the National Board is not sitting shall be 50 percent plus one voting member of the Executive Committee

**Section 5. Committee Assignments and Duties**

- a. **Membership Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – whose duties include – but are not limited to developing, publishing, and distribution of membership recruitment materials to Regional secretaries for further dissemination. Duties of the Membership Committee also include:
  - Membership updates to the National Board.
  - Membership Development
  - Membership Renewal / Attrition Matrix
  - Chapter Development
- b. **Development Committee.** Shall be chaired by the National Fiscal Officer develop fund raising methods consistent with the purposes of the Corporation as reflected in its preamble. The committee shall be responsible for assisting the corporate accountant in the preparation and presentation of financial reports to the National Board. The Development Committee shall assume the responsibilities of the former Budget Committee that included:
  - Assist the Executive Director in the Preparation of the Annual Report
  - Present the Annual Budget to the Membership
  - Assess Funding Options
  - Recommend Funding Levels and Adjustments to the Annual Budget
- c. **Legislative Issues and Monitoring Committee.** Shall be chaired by the National Parliamentarian to investigate proposed legislative bills and resolutions under consideration by national, state, and local governments. The committee shall collect, analyze, report, and distribute pertinent data, with emphasis upon the appropriate responsive proposals and recommendations.

- d. **Program Development Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – who will be responsible conducting any and all research necessary to carry out programs proposed by the Board and/or Executive Committee. The duties of the Program Development Committee shall include:
1. Identifying community-based programs that can be replicated on the chapter and regional levels.
  2. Monitoring the operational aspects of implemented community-based programs and report the status of all programs to the National Board.
  3. Conduct qualifying inquiry for all proposed Honorary and Corporate Membership applications.
- d. **Education & Career Development Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – to:
1. Develop cutting edge educational and career development opportunities for NBPA members throughout the year that are certified by recognized accrediting institutions.
  2. Create and maintain cross-disciplinary educational offerings designed to enhance the personal and professional lives of the membership.
- f. **Nomination & Election Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – to schedule, publish, and conduct National Board elections during the Winter Board meeting in the even calendar year. The committee’s duties also include:
- Validating “member in good standing” and “certification” of eligible Board members seeking and holding office
  - Securing the polling place
  - Preparation, distribution and tally of the official ballots cast
  - Certifying the election results
  - Sealing the ballots
  - Coordinating the Oath of Office
- g. **Resolution Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board. The duties include the preparation and numbered publication of all National Board resolutions (including Executive Orders of the National Chairperson) regarding Board actions and policy determinations. These resolutions shall be maintained sequentially and submitted to the National Secretary for inclusion in the official minutes of the corporation.
- h. **Good & Welfare Committee.** Shall be chaired by the National Chaplain. The duties include coordinating and reporting on corporate benevolence to infirmed, injured, or interred members of the NBPA. Other duties include:
- Spiritual and temporal outreach
  - Providing notification to the general membership
  - Annual activity report at the National conference

- i. **Florence A. Taylor Support Auxiliary.** Shall be chaired by an elected president of the auxiliary. The president by virtue of his/her office shall sit on the National Board as an ex-officio non-voting member. Additional duties include:
  - Encouraging non-sworn and associate members' participation in the activities of the corporation.
  - Coordinating with the National Office, the NBPA Alphonso Deal Scholarships
  - Developing the theme and venue for the Annual Scholarship Dance during the National Conference
- j. **Charles 'Chuck' Taylor Century Club Committee.** Shall be chaired by a credentialed appointee – selected by the National Chair and approved by the National Board – who is a member of the Century Club and the Century Club Alumni Association and who has demonstrated long-term support for the NBPA. Other duties include:
  - Recruiting Century Club & Alumni members
  - Reporting all Century Club & Alumni activities
  - Presiding over the Annual Century Club reception at the National Conference
  - Providing the National Office with names of Century Club & Alumni members
  - Selecting and maintaining Century Club & Alumni Hall of Fame

**Section 6. Electoral Process.** Each Chapter Affiliate, Regional Executive Committee and the National Board may elect and/or appoint its officers in a manner consistent with the NBPA bylaws. Each elected officer must be certified pursuant to Article VI Section 5 of the NBPA bylaws.

- a. **Nomination and Election Committee.** The presiding officer of the respective Chapter Affiliate, Regional Executive Committee and the National Boards will appoint – with the governing body's approval – a Nomination and Election Committee at least ninety (90) calendar days prior to the scheduled election.
  - 1. **Members in Good Standing.** Appointees shall be those members of chartered Chapter Affiliates found to meet the NBPA good standing requirements as stated in ARTICLE IV Section 8 for at least two (2) consecutive years immediate to the scheduled chapter, regional and national elections.
  - 2. **Nomination and Election Committee Qualifications.** Committee members must be:
    - a. Non-candidates;
    - b. Ineligible to vote in the scheduled election;
    - c. Thoroughly familiar with this prescribed electoral process; and
    - d. Free of any apparent conflicts of interest or association with announced candidates

3. **Committee Composition.** The Nomination and Election Committee will be composed of no less than three (3) members in good standing.
  - a. The respective Presiding Officers will appoint the Nomination and Election Committee Chair.
  - b. **Candidate Eligibility.** Any candidate seeking elected office on the Regional and National levels must be a member of a chartered Chapter Affiliate in good standing at least two (2) consecutive years immediate to the scheduled elections.
    1. **Chapter Affiliate Elections Exception.** Any candidate seeking election to an office on the chapter level must be a charter member in good standing in the initial year of the charter or maintain his or her good standing a minimum of at least one-year immediate to the subsequent scheduled election.
  - c. **Candidacy Announcement.** Any member seeking an elected office must notify the Nomination and Election Committee of intent – in person or by mail. The Nomination and Election Committee shall provide a Candidate’s Certification Form at least forty-five (45) calendar days prior to the scheduled election.
    1. **Chapter Affiliate Certification Process.** The Chapter Nomination and Election Committee will furnish a Chapter Candidate Certification Form for all announced or nominated candidates for elected office. Upon receipt of the completed Candidate’s Certification Form, the Chapter Affiliate’s Nomination and Election committee will verify the candidate’s active membership standing.
    2. **Regional Certification Process.** The Regional Nomination and Election Committee will furnish a Regional Candidate Certification Form for all announced or nominated candidates for elected office. Upon receipt of the completed Candidate’s Certification Form, the Regional Nomination and Election Committee will verify the candidate’s active membership standing in a chartered Chapter Affiliate. The candidate’s Chapter Affiliate’s membership must also be in good standing.
    3. **National Certification Process.** The National Office will furnish all duly elected regional and alternate delegates to the National Board of Directors, a NBPA Certification Form (Article VI. Section 14) and Candidate’s Profile Form. Upon receipt of the completed forms, the National Office will certify the regional representatives and verify the prospective candidate’s active membership in a chartered affiliate and that chapter affiliate’s membership standing.
      - A. The National Office will submit certifications and profiles to the National Nomination and Election Committee by December 15<sup>th</sup> of the odd calendar year.
      - B. Appointed Regional and National Officers – All regional and national offices for executive appointment shall be consistent with NBPA bylaws and this policy.
      - C. All regional and national office appointees must be members in good standing for at least two (2) consecutive years immediate to the appointment.
      - D. All regional and national office appointees must submit completed NBPA Profile Forms and NBPA Certification Forms within ten (10) business days of accepting the appointment.
      - E. All regional office appointments shall be made no later than November 30<sup>th</sup> of the odd calendar year and submitted to the National Office no later than December 15<sup>th</sup> of the odd calendar year.

- F. All national office appointments shall be announced by the Chairperson-elect or President-elect upon taking office and prior to taking office and prior to taking the oath of office.
- d. **Nomination and Election Committee Report.** The respective Nomination and Election Committees will report on the Candidate's Profile Forms and NBPA Certification Forms submitted at least thirty (30) calendar days prior to the scheduled election.
    - 1. Nominations and declarations of candidacy by mail will not be accepted without a Candidate's Profile Form and NBPA Certification Form being submitted at the time of the nomination and/or declaration.
      - A. All nominations and declarations must be submitted at least forty-five (45) calendar days prior to the scheduled election.
    - 2. A second endorsement to the nomination is not required.
    - 3. The Nomination and Election Committee will construct a sample ballot of the certified candidates and mail to the certified voting members within five (5) business days and mail sample ballots to the chartered Chapter Affiliates and Individual Members eligible to vote.
      - A. Candidates nominated by mail will not appear on the official ballot without certification.
  - e. **Closing of Nominations.** The nomination process will be closed thirty (30) calendar days prior to the scheduled election.
  - f. **Write In Candidacy.** Will be disallowed due to the failure to abide within the established candidate's certification process.
  - g. **Election Scheduling.** The respective Nomination and Election Committees shall schedule the election, publish the dates and times of the elections; construct and secure the official ballots for the elections to be consistent with NBPA bylaws.
    - 1. **Chapter Elections.** All Chapter elections shall be conducted in the odd calendar year, no later than January 31<sup>st</sup>.
    - 2. **Regional Elections.** All Regional elections shall be conducted in the odd calendar year, no later than November 30<sup>th</sup>.
      - A. Exception: The election of Regional 3-year delegates to the National Board of Directors shall be conducted in the Fall of the even calendar year, no later than November 30<sup>th</sup> and every three (3) years thereafter.
    - 3. **National Elections.** The National Board of Directors elections shall be conducted at the Winter Board Meeting – in the even calendar year during the Saturday evening business session.

- h. **Conducting the Elections.** The Nomination and Election Committee Chairperson will declare all elected offices vacated. The Nomination and Election Committee Chairperson will become the ex-officio presiding officer of the Corporation (for the express purpose of conducting the election). The ex-officio officer's term of office shall end immediately after the election is conducted and votes validated.
1. **Quorum.** Fifty percent (50%) plus one (1) of certified voting Members would constitute a quorum.
    - A. When a quorum has been determined and the certified voting members seated, the polling place will be sealed.
  2. **Decorum.** Only seated certified voting members and the Nomination and Election Committee will be permitted to entertain motions, vote, and speak during the electoral process.
  3. **Ballots.** The official voting ballot will be the only voting instrument.
    - A. The official ballot will be placed in sequentially numbered envelopes.
    - B. Absentee Balloting is permitted in accordance with Article V General Assembly Section 9.
  4. **Distribution of Ballots.** The official ballots will be randomly distributed by the Nomination and Election Committee to the voting members in a manner designed to insure fairness and secrecy.
  5. **Casting of Ballot.** Each voting member will cast his/her vote by marking the appropriate box next to the candidate's name.
    - A. Should a voting member make an error in his or her ballot selection of a candidate and wishes to select another candidate, a second mark will be made in the alternate choice box, circled and initialed by the voting member.
    - B. Failure to follow subsection (5) (a) will result in the vote for the alternate candidate to be voided.
    - C. The voting member will fold his/her ballot once.
  6. **Collection and Tabulation of Ballots.** The Chairperson of the Nomination and Election Committee will close the polls only after insuring that all voting members have had a reasonable time period to cast their ballots.
    - A. The Nomination and Election Committee will tabulate the ballots in the presence of the voting assembly. The Nomination and Election Committee will be the sole determining factor regarding the validity of each ballot cast.
  7. **Majority Vote.** A majority (fifty percent (50%) votes plus one (1) vote) of the votes cast, ignoring invalidated ballots, will be sufficient to elect a candidate to office.
    - A. In the event that a candidate does not receive a majority vote, a run-off election will be held between the two candidates receiving the most votes until a majority is secured.
  8. **Tie Votes.** In the event of a tie vote, the ex-officio officer of the Corporation will cast the tie-breaking vote.

10. **Election Results.** The Nomination and Election Committee will cause to be published the final election tabulations within five (5) business days to the presiding officer-elect and the National Office.
  - a. The Nomination and Election Committee will seal the ballots and surrender the package to the respective Regional or National Secretary for the Corporation's official minutes recording and filings within five (5) business days for the Corporation's archives.
  - b. The sealing of the ballots will constitute the finality of the electoral process.
  - c. Election ballots shall be retained for seven (7) years in the Corporation's archives.
11. **Election Challenges.** Challenges to the sealing of the ballots or the validation of any election require:
  - A. A voting member may challenge an election prior to the sealing of the ballot. The voting member must indicate the reason for the challenge. The Nomination and Election Committee Chair shall rule on the challenge before the assembly and include this ruling and any subsequent actions in the formal report to the National Office.
  - B. A member in good standing who voted or who authorized a proxy may file formal written challenge within two (2) business days detailing the specific violations of the bylaws and this policy.
  - C. Review by the Regional and National Board of Directors.
12. **Administrative Reviews.** The affected governing body should review any election challenge and document its findings before an appeal to the National Board of Directors.
  - A. A recall of any election will require a two-thirds (2/3) vote of the next scheduled meeting of the Regional Executive Committee and/or National Board of Directors.
- i. **Voting Certification.** The Nomination and Election Committee shall determine the certification of voting members and chapters by securing the official Membership Register from the National Office. The National Office will cause the Membership Register to be published and distributed to Chapter Affiliates and Regional Executive Committees by July 1<sup>st</sup> and October 1<sup>st</sup> of each year.
  1. Any chartered chapter affiliate found to be in arrears in dues and assessments 90 days immediate to the scheduled election shall be deemed not in good standing.
    - A. **Exception Clause.** Chapter affiliates chartered less than two (2) consecutive years immediate to the scheduled election and have paid all dues, assessments, and have participated in the activities of the Corporation shall be deemed in good standing.

B. **Order of Succession for Elected Officers.** The following is the order of succession for elected officers of the NBPA:

Chapter Affiliate Officers	Regional Executive Committee	National Board of Directors
President	President	Chairperson
Vice President	Vice President	Vice Chairperson
Secretary	Secretary	Secretary

j. **Special Elections.** In the event that both the presiding officer and his/her successor of a Chapter, Region, or National Board becomes incapacitated and unable to carry out the duties of their respective offices, the order of succession falls to the Secretary of the affected Chapter, Region or the National Board. A Special Election shall be called by the Secretary to elect a presiding officer to fill the interim term of the incumbents, immediately. Upon election, the presiding officer will conduct the Special Election for lesser offices.

1. **Candidate Eligibility.** Any seated certified Chapter Affiliate Individual Member, Regional Executive Committee person or National Board delegate is eligible to fill office of presiding officer.

2. **Electoral Process.** The Secretary shall call for the Special Election after a quorum of the voting members is established. The Secretary shall preside over the Special Elections.

A. In the event the Secretary is a candidate for office, the election of Secretary Pro-Tem would be in order to preside over the Special Election.

3. **Nominations.** The nominations shall be opened to the floor or board members seeking office may announce their candidacy.

4. **Closure of Nominations.** After a motion to close all nominations is approved, the Secretary or Secretary Pro-Tem shall select three (3) members of the governing body – not seeking office – to compose the Special Elections Committee to prepare the ballots and tally the votes.

5. **Voting.** A majority of the votes cast will determine the person elected.

6. **Term of Office.** The tenure for those elected to the interim terms of office shall cease when the incumbent’s term expires.

A. **Exception.** Chapter Presidents, Regional Presidents, and/or National Chairpersons elected in a Special Election to fill the interim term of office of an incumbent may be re-elected to a full term and succeed himself or herself as many times as the respective bylaws permit.

**Section 7. Resignations.** An officer may resign at any time by delivering a written resignation to the Chairperson of the Board, the Executive Director or the Secretary of the Chapter Affiliate or Regional Executive Committee. The acceptance of any such resignation is predicated on the officer’s surrender of all credentials, documents and reports.

**Section 8. Vacancies.** Any vacancy in an office may be filled for the unexpired portion of the term by appointment of the Presiding Officer, subject to the governing body’s approval - if the unexpired term of office is less than one (1) year. If the unexpired term of office will be greater than one (1) year at the next scheduled meeting of the membership – a Special Election will be held.

**Section 9. Officer Titles and Responsibilities.**

<p>a. <b>PRESIDING OFFICERS</b></p> <ul style="list-style-type: none"> <li>▪ <b>National Chairperson</b></li> <li>▪ <b>Regional President</b></li> <li>▪ <b>Chapter President</b></li> </ul>	<p>Shall be the Presiding Officer at the respective meetings of the membership; shall be the spokesperson for the organization and the chief operating officer; shall have all the powers consistent with these by-laws and as may be assigned to him or her by the respective governing body of the Chapter Affiliate, Regional Executive Committee, or National Board.</p> <ol style="list-style-type: none"> <li>1. Shall be the alternate signature upon all corporate financial accounts and shall be bonded in an amount determined by the National Board of Directors at corporate expense.</li> </ol>
<p>b. <b>PRO-TEM PRESIDING OFFICERS</b></p> <ul style="list-style-type: none"> <li>▪ <b>National Vice Chairperson</b></li> <li>▪ <b>Regional Vice President</b></li> <li>▪ <b>Chapter Vice President</b></li> </ul>	<p>Shall act in the absence of the Presiding Officer, and these officers shall have such powers and duties consistent with these by-laws as may be assigned to him or her by the respective governing body of the Chapter Affiliate, Regional Executive Committee, or National Board.</p>
<p>c. <b>SECRETARIES</b></p> <ul style="list-style-type: none"> <li>▪ <b>National Secretary</b></li> <li>▪ <b>Regional Secretary</b></li> <li>▪ <b>Chapter Secretary</b></li> </ul>	<p>Shall be the custodian of all corporate records; maintain all minutes of the National Board, Executive Committee, Chapter Affiliates, and all other committees. All records shall be maintained at the principle offices of the Corporation in one or more books provided for that purpose. All minutes shall state the purpose of the meeting, time, place, attendance, and authority for said meeting.</p> <ol style="list-style-type: none"> <li>1. Shall be the keeper of the Corporate Seal and Registered Trademark and shall seal all official documents. Shall execute all required documents in conjunction with the Chairperson of the Board, the Regional President or Chapter Affiliate President. Shall perform all other duties, consistent with these by-laws incident to the office of Secretary or assigned by the local, regional, or national governing bodies.</li> <li>2. Shall be an alternate signature upon all corporate accounts and shall be bonded in an amount to be determined by the local, regional, or national governing bodies at corporate expense.</li> </ol>

<p>d. <b>FISCAL OFFICERS</b></p> <ul style="list-style-type: none"> <li>▪ <b>National Fiscal Officer</b></li> <li>▪ <b>Regional Fiscal Officer</b></li> <li>▪ <b>Chapter Fiscal Officer</b></li> </ul>	<p>Shall have charge and custody of and be responsible for all funds and securities of the Corporation and shall:</p> <ol style="list-style-type: none"> <li>1. Have the care of, receive and give receipt of monies due and payable to the Corporation.</li> <li>2. Deposit all monies received in the name of the Corporation in such banks, trust companies or other depositories as from time to time may be designated by the local, regional, and national governing bodies.</li> <li>3. Have charge of the disbursement of the monies of the Corporation in accordance with the directors of the local, regional, or national governing bodies.</li> <li>4. Enter or cause to be entered regularly in books to be kept by him or her or under his or her direction for that purpose, a complete and correct account of all monies received and disbursed by him or her for the account of the Corporation. All financial records shall be kept at the principle office of the Corporation and shall be available for inspection at reasonable times for all members of the Corporation.</li> <li>5. Render statement of his or her account to the local, regional or national governing authority at such times as may be required.</li> <li>6. Submit a full financial report to the membership at the annual meeting of the members of the Corporation.</li> <li>7. 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.</li> <li>8. Notify members when dues, if any, are payable and/or delinquent.</li> <li>9. In general, have such powers and perform such other duties, consistent with these by-laws, as are incident to the office of Fiscal Officer or any may be assigned to him or her from time to time by the local, regional, or national governing authority.</li> <li>10. The National Board may require a Fiscal Officer to give bond for the faithful discharge of his or her duties in such sum and from and with such surety as the Board of Directors may determine. The cost of such bond shall be borne by the Corporation.</li> <li>11. Annual Audit of Corporation's Financial Accounts: The Fiscal Officer will arrange – with governing authority's approval – for the annual audit of the Corporation's financial accounts by an independent auditor.</li> <li>12. The Fiscal Officer will report to Corporation's principle office after arranging the annual audit – on Board approval; review the Corporation's accounting procedures in presence of a Certified Public Accountant; and provide to the National board of Directors a report regarding the effectiveness of the process. Veracity of the report, and any recommendations consistent with the prescribed financial reporting methodology appropriate for not-for-profit financial management.</li> </ol>
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<p>e. <b>SERGEANT AT ARMS</b></p> <ul style="list-style-type: none"> <li>▪ <b>National Board</b></li> <li>▪ <b>Regional Executive</b></li> <li>▪ <b>Chapter Affiliate</b></li> </ul>	<p>Shall be responsible for enforcing order at all meetings. He or she shall inspect all persons present before the opening of all meetings, and ascertain their right to sit at such meetings. He or she shall take his or her seat near the inner door and allow no one to enter without authority.</p>
<p>f. <b>PARLIAMENTARIAN</b></p> <ul style="list-style-type: none"> <li>▪ <b>National Board</b></li> <li>▪ <b>Regional Executive</b></li> <li>▪ <b>Chapter Affiliate</b></li> </ul>	<p>Shall attend all meetings and make rulings regarding correct parliamentary procedure to safeguard the democratic rights of the majority and the minority by following The Standard Code of Parliamentary Procedure contemporary revision by the American Institute of Parliamentarians.</p>
<p>g. <b>SUBORDINATE OFFICERS</b></p> <ul style="list-style-type: none"> <li>▪ <b>Executive Director</b></li> </ul>	<p>The National Board of Directors, Regional Executive Committees and Chapter Affiliates may appoint such officers or agents it deems appropriate. Each such officer or agent shall have the authority and power granted for the period specified by resolution of these governing bodies.</p> <p>National Board of Directors reserves the authority to review or terminate the appointment of any inferior officer – for cause in an Executive Session – of the Corporation by majority vote.</p> <p>Executive Director: Shall be the salaried administrator of the Corporation. Shall be under the direct supervisory control of the National Board of Directors. The Executive Director shall coordinate the day to day administrative business affairs of the Corporation. The Executive Director shall have only those powers expressly granted by the National Board of Directors.</p>

**Section 10. Records.** Officers of the Corporation shall make available for inspection at reasonable times to any member of the Board of Directors all official records of the Corporation for which they are responsible. Upon leaving office, each Officer shall turn over to his or her successor in good order such monies, books, records, documents and other property of the Corporation as have been in his or her custody during his or her term in office.

## ARTICLE IX – INDEMNIFICATION of DIRECTORS and OFFICERS

**Section 1. Indemnification.** Directors and Officers of this Corporation shall be indemnified against any and all actions brought against him or her pursuant to his or her carrying out the official business of the Corporation. The indemnification shall include reasonable attorney fees incurred pursuant to the defense of such claims. No Director or Officer may settle a claim wherein he or she seeks indemnification without first submitting a written request to the Board of Directors, and allowing said Directors thirty (30) days to respond to the request. The Corporation shall not indemnify Directors or Officers for intentional and willful misconduct or conduct determined to be grossly negligent.

## ARTICLE X – DEPOSITS, CHECKS, 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 the Board of Directors and/or Executive Committee from time to time may determine.

**Section 2. Checks.** All checks, drafts, endorsements, notes, and evidence of indebtedness of the Corporation, and all endorsements, for deposits, to the credit of the corporation, shall be signed by such officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors and/or Executive Committee. In the absence of such determination by the Board of Directors or Executive Committee, such instruments shall be signed by the Fiscal Officer or Secretary and countersigned by the Presiding Officer of the Board of Directors or Executive Committee of the Corporation.

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

**Section 4. Bonding of Officers and Employees.** The Fiscal Officer, and such other officers and employees handling funds for the Corporation shall be bonded in such amounts as are determined by the Board of Directors or Executive Committee at the expense of the Corporation.

## ARTICLE XI - COMPENSATION & CONTRACTS with DIRECTORS & OFFICERS

**Section 1. Compensation of Directors and Officers.** Members of the Board of Directors and other Officers with the exception of the Executive Director shall serve without compensation. The Board of Directors or Executive Committee may authorize reimbursement for reasonable expenses incurred by Directors in performance of their duties. The Board of Directors shall fix the salary of the administrator.

**Section 2. Contracts with Directors and Officers.** Directors and Officers of this Corporation are prohibited from entering into contracts for goods and services with the Corporation.

## ARTICLE XII – AMENDMENT of BYLAWS

**Section 1. Amendment of Bylaws.** Amendments shall be made by any member in good standing and must be submitted in writing to the Board of Directors. The rationale for submitting the proposed amendment must be included.

**Section 2. Notice.** The Board of Directors must give thirty (30) days notice in writing to all members that proposed amendment(s) will be put before the general body at the annual meeting of the membership. Said notice must outline the section of the bylaws to be amended and the proposed change.

**Section 3. Voting Requirement.** It shall require two-thirds (2/3) of the members present at the annual meeting of the membership to amend the bylaws.

## ARTICLE XIII – MISCELLANEOUS

**Section 1. Inspection of Corporate Records.** All records of the Corporation shall be maintained at the principle offices of the Corporation and shall be open for inspection upon written request of a member in good standing during normal business hours. Inspection shall be open to members only and shall include the right to make copies at the inspecting member's expense. The inspecting member shall make a written request a minimum of ten (10) days prior to the date of the inspection to the Executive Director, Secretary, or other officer designated by the Board of Directors.

**Section 2. Conduct of Meeting.** Meetings shall be conducted consistent with parliamentary procedure as stated in *The Standard Code of Parliamentary Procedure revised by the American Institute of Parliamentarians* by Alice Sturgis. The Standard Code of Parliamentary Procedure shall be the final authority as a parliamentary procedure. All other conflicts shall be resolved by majority vote of the National Board of Directors or Executive Committee.