

FINAL DRAFT

BY-LAWS of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE

ARTICLE I NAME AND VISION

- Section 1. The name of the organization shall be THE AFRICAN AMERICAN ACCOUNTABILTY ALLIANCE of Alachua County Florida. For brevity from hereafter THE AFRICAN AMERICAN ACCOUNTABILTY ALLIANCE of Alachua County Florida shall be referred to as “The 4 A’s.”
- Section 2. Vision – As African American Leaders and Organizations, we will work collectively to identify and develop a strategic plan to address the challenges facing the Alachua County African American community. Our goal is to implement a strategic plan, which encourages self-help, self-reliance, economic development, trust, support and spiritual wellness. This strategic plan is our legacy to empower our future generations for success, and to improve the quality of life for African American residents of Alachua County.

ARTICLE II MEMBERSHIP/AFFILIATION AND DUES

- Section 1. Membership – Membership in THE AFRICAN AMERICAN ACOUNTABILTY ALLIANCE shall consist of Regular and Affiliate Members.
- Section 1a. Regular Membership shall consist of: Any person who subscribes to the goals, objectives and the Vision of the 4A's shall be eligible to become a voting member of the 4A's provided that they: (a) Attend at least one Summit Meeting prior to submitting an application for membership. (b) Be an Alachua County Resident. (c) Complete an application for membership with the appropriate membership fee. (d) Must participate in one of the standing committees of the 4A's and be willing to serve on local government committees of interest to the 4A's based upon your area of expertise. (e) Application must be approved by the membership Committee, The 4A's Board of Directors and a majority of the Voting Membership at a Summit Meeting.

***All acknowledged current members of the 4A's upon ratification of these By-Laws, will be grandfathered in as official members of the 4A's contingent upon meeting all requirements as set forth in Article II, Membership/Affiliation and Dues.**

Section 2. Affiliate members– Any Non Profit or for Profit Organization can become an affiliate member of THE AFRICAN AMERICAN ACCOUNTABILTY ALLIANCE by making application and paying dues for affiliate membership and subscribing to the goals, objectives and the vision of the 4A's. Application for affiliate membership shall be approved by the membership committee, The Board of Directors and a majority of the voting membership of the 4A's. Affiliate members shall be entitled to one vote by a specified representative of the organization.

Section 2a. Affiliate members shall have all the rights and privileges of voting members unless they are expressly prohibited from voting to endorse political candidates for elected office which may violate their organizational charter, and or Federal, State or Local laws.

Section 2b. Membership benefits in the 4A's shall include but are not limited to participation in the formal caucus discussions, the ability to be placed on the summit agenda, the ability to vote on those issues requiring a vote by membership based upon your class of membership, and other general benefits The Board of Directors may present additional privileges to the members.

Section 2c. Termination of Membership- The membership of any member may be terminated by a three-fourths (3/4) vote of the members of the Board of Directors present at any duly called meeting of the Board; provided further, that the member in question shall have had the opportunity after notice of at least thirty (30) days to show cause why the membership should not be terminated as provided in this section. Notification of termination shall be by the Secretary.

Section 3. Annual Dues-The Board of Directors of the 4A's shall recommend the annual dues structure for each class of 4A's membership to be adopted by the general membership at it's annual meeting. Upon approved membership, annual dues shall be payable to the treasurer. The 4A's annual membership dues shall be payable on or before July 1st.

Section 3a. All dues are to be paid at the beginning of the fiscal year July 1st.
Initial dues for regular members will be waived for the inaugural year.

Section 3b. Failure to Pay Annual Dues- If any member of the 4A's shall fail or refuse to pay annual dues within a period of thirty (30) days after the same are due and payable to the treasurer of the 4A's, the membership of such member shall then stand suspended and may be terminated by the Board of Directors without regard to the provisions of section 2d of Article II at the next scheduled Board of Directors meeting. All notifications regarding non payment of dues are to be provided to members by the recording secretary with a copy to the Co-Chairs and treasurer.

ARTICLE III BOARD OF DIRECTORS

Section 1. Duties and Authority – The Board of Directors is the policy-making body of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE of Alachua County with responsibilities of development and operation of the organization. The Board of Directors has the authority to design all programs and raise funds for the 4A's. The Board of Directors is empowered to act on behalf of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE (The 4A's) of Alachua County when The 4A's is not convened. The Board of Directors shall be comprised of the elected officers, the chairs, and vice-chairs of the alliance committees and three (3) members elected at-large at the annual meeting. The 4A's shall also have an Executive Committee which consists of the Elected Officers of The 4A's with those powers outlined in Section 6 herein.

Section 2. Board of Directors Members – The Board of Directors of the 4A's shall consist of the executive committee, chairs, vice-chairs of the alliance committees and three (3) members elected at-large to serve on the Board of Directors at the annual meeting. The Elected Co-chairs (Chairmen) shall serve as Chairman of the Board of Directors. **The elected officers and board of directors elected at-large shall serve staggered terms of one (1) and two (2) years in order to maintain organizational continuity and stability.**

Section 3. Election of Board of Directors Members – **The election of officers and at-large** Board of Directors shall take place at the annual meeting by secret ballots of the voting members as outlined in Article II Section 1a and Section 2a herein. Ballots shall be prepared by the Parliamentarian and Nominating Committee who will verify the standing of the candidates being recommended for **elected** office and to serve on the Board of Directors. Nominations will only be received from members of the 4A's in good standing.

Nominees for elected offices and to serve as an at-large Board of Director member will have the opportunity to speak to their qualifications, if they choose, prior to the vote taking place. Nominees do not have to be present during the election to be elected to office. Nominees who are not present can have a statement of their qualifications read to the membership if they choose too. The number of nominees equal to the number of appropriate expired terms of elected officers and at-large Board of Directors receiving the highest number of votes will be elected. In the event of a tie, an additional ballot will be distributed at the annual meeting to break the tie.

- Section 4. Terms of Board Members – The Board of Directors shall be elected to a two (2) year term on a staggered basis and shall serve until their successor is elected at the annual meeting. The elected officers and board of directors elected at-large shall be eligible to serve two (2) consecutive terms, but shall not thereafter be re-elected to the Board until one (1) year has lapsed from the date of the last service. If A member of the Board of Directors resign or is removed for cause, The 4A’s Elected Co-Chairs with the Board of Directors approval may appoint a member in good standing to serve the unexpired term until the expiration date and shall thereafter be eligible for re-election to serve one (1) full two (2) year term. The elected officers and at-large board of directors terms of office have been staggered by 1 and 2 year terms in order to provide continuity and stability. Those elected officers and board directors elected at-large to serve one (1) year terms will be eligible for election to (3) consecutive years, consisting of a 2 year term and an additional one (1) year term. This would be in accordance with the above language allowing an officer or board member to serve in one position four (4) years consecutively. Alliance Committee chairs and vice chairs are not subject to staggered terms and are appointed by the Elected Co-Chairs in accordance with Article III Section 7 herein.
- Section 5. Officers of the Board of Directors and 4A’s– The Elected Officers of the 4A’s shall be elected annually at the June meeting in accordance with section 4 above. The officers of the 4A’s shall be the Executive Committee. The Executive Committee shall consist of nine (9) officers. Those officers shall be;(2) Elected Co-Chairs (Chairmen); Vice Chair; Corresponding Secretary; Recording Secretary; Treasurer, Parliamentarian, Historian and Chaplin. The officers shall be elected by the 4A’s Membership. Officers of the 4A’s may be eligible for any other office or succeed themselves as long as they are eligible members of the Board of Directors or the 4A’s.
- Section 6. Removal of Board of Directors Members – Any elected officer, at-large board of director, alliance chair or vice chair who fails to attend 66 2/3 of Board of Directors, Alliance Committee or Monthly Summit meetings during a fiscal year shall be automatically removed from the Board in accordance to Article II Section 2c.

Section 7. Duties of the Officers: (2) **Elected** Co-Chairs- The **Elected** Co-Chairs shall Preside at all meetings of the Membership, Board, and Executive Committee of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE of Alachua County. The **Elected** Co-Chairs may establish committees as needed to address issues or concerns that represent the 4A's Vision and move forward the organizations strategic plan. The **Elected** Co-Chairs shall serve as ex-officio members of all committees. The **Elected** Co-Chairs shall be responsible for establishing the annual schedule of meetings, setting the agenda for meetings of the membership, board and executive committee. The **Elected** Co-Chairs shall appoint all chairs and **vice**-chairs of the 4A's Alliance Committees. The **Elected** Co-Chairs shall ensure that all Alliance committees are functioning and moving forward with committee goals as outlined within the 4A's strategic plan. The **Elected** Co-Chairs shall execute the wishes of the Board and the 4A's membership. The **Elected** Co-Chairs shall only vote to break a tie. The **Elected** Co-Chairs shall have previously held the position of a 4A's Committee Chairperson, be in good standing as a Regular member as outlined in Article II Section 1a, receive nomination by the 4A's nominating Committee and have demonstrated support of the 4A's Vision and Strategic Plan through active participation and service to the organization.

- a) Vice Chair – The Vice Chair shall preside and perform the duties of the **Elected** Co-Chairs in their absence, or in the event that one or both of the Co-Chairs can no longer execute their duties. The Vice Chair shall be responsible for the performance of all 4A's committees and the continued execution of the 4A's strategic plan. He/She shall review committee performance for alignment with the 4A's vision and make recommendations for adjustment of committee goals to ensure optimum performance and outcomes. The Vice Chair shall have considerable knowledge of the 4A's strategic plan, shall have previously held the position of a 4A's Committee Chairperson, be in good standing as a Regular member as outlined in Article II Section 1a, receive nomination by the 4A's nominating committee and have demonstrated support of the 4A's Vision and Strategic Plan through active participation and service to the organization.
- b) Corresponding Secretary – The Corresponding Secretary shall be responsible for all 4A's correspondence both within and outside of the organization. The Corresponding Secretary shall forward to all involved notification of meetings, meeting agenda's and all relevant information where applicable. He/She

shall be responsible for dissemination of all mail received by the organization to the appropriate member or committee. The Corresponding Secretary shall have experience documenting events, writing letters and be in good standing as a Regular member as outlined in Article II Section 1a, receive nomination by the 4A's nominating committee and have demonstrated support of the 4A's Vision and Strategic Plan through active participation and service to the organization.

c) Recording Secretary- The Recording Secretary shall be responsible for keeping the minutes from each meeting, conducting roll call votes, making reports to the Board of Directors and the membership, signing, in certain circumstances, notes for the 4A's, authorizing the issuance of notices of meetings, as may be prescribed by the 4A's Co-Chairs, the Board of Directors or these Bylaws, and, in certain instances, attesting to all official papers, keeping the records of all meetings of the Membership, Board and all Committees. The Recording Secretary shall keep the official alphabetical membership roll accurate and up-to-date and maintain attendance rolls for meetings. The Recording Secretary will provide to all members who require such documentation a specific listing of how their dues will be distributed for the organizations use. The secretary shall submit an annual report to the members at the Annual Meeting. The Recording Secretary shall have experience maintaining records and demonstrated ability to utilize computer technology and be in good standing as a Regular member as outlined in Article II Section 1a, receive nomination by the 4A's nominating Committee and have demonstrated support of the 4A's Vision and Strategic Plan through active participation and service to the organization.

d) Treasurer – The Treasurer shall monitor all financial activities of the 4A's, and collect all member dues. The Treasurer shall submit an annual budget to the Board. The Treasurer shall submit monthly and annual reports to the members at the regular and Annual Meeting. The Treasurer shall serve as the chairperson of the Finance Committee and report to the Board and Executive Committee. The Treasurer must have experience in accounting and he or she must have demonstrated knowledge of book keeping principles and be in good standing as a Regular member as outlined in Article II Section 1a, receive nomination by the 4A's nominating Committee and have demonstrated support of the 4A's Vision

and Strategic Plan through active participation and service to the organization.

- e) Parliamentarian – The Parliamentarian shall be **elected and serve as a** member of the Board of Directors who will keep Board and Membership meetings in accordance with Robert's Rules of Order and the 4A's By-laws. The Parliamentarian shall chair the By-laws Committee. The Parliamentarian must have knowledge of Roberts Rules and it's application to maintaining order and the structure of the meeting process and be in good standing as a Regular member as outlined in Article II Section 1a, receive nomination by the 4A's nominating Committee and have demonstrated support of the 4A's Vision and Strategic Plan through active participation and service to the organization.
- f) The Historian shall serve as an official member of the Board of Directors, develop and maintain a tracking mechanism to chronicle the events and activities of the 4A's, maintain the history of the 4A's, ensure that historical records of the 4A's are captured for future reflection and reference and Develop archives and historical files to retain the accomplishments of The Organization and the 4A's membership. The Historian must have the ability to accurately keep the records of the organizations progress through written and visual media and be in good standing as a Regular member as outlined in Article II Section 1a, receive nomination by the 4A's nominating Committee and have demonstrated support of the 4A's Vision and Strategic Plan through active participation and service to the organization.
- g) The Chaplin shall be responsible for the spiritual wellness of the 4A's. He/She shall be responsible for organizing all the spiritual components or activities of the 4A's. He/She must be recognized in the community for his commitment to minister as well be on the 4's Faith Based Committee and be in good standing in as a Regular member as outlined in Article II Section 1a, receive nomination by the 4A's nominating committee and have demonstrated support of the 4A's Vision and Strategic Plan through active participation and service to the organization.

ARTICLE V COMMITTEES

- Section 1. Committees – The 4A’s Board of Directors shall have an Executive Committee, a Finance Committee, By-laws Committee, Nominating Committee, Membership Committee, The Alliance Committees as defined in Article V Section 6 herein, and such other standing and special committees as are deemed necessary for the successful execution of the vision of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE of Alachua County. These “other committees” may be established and their duties defined by the **Elected** Co-Chairs of the 4A’s upon confirmation by the Executive Committee, **Board of Directors** and the full Membership.
- Section 2. Executive Committee – The Executive Committee, chaired by the (2) **Elected** Co-Chairs of the 4A’s and consisting of the other five (7) officers of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE of Alachua County shall exist for the purpose of conducting business between Board meetings. The Executive Committee shall carry out the decisions of the Board of Directors and shall have the authority to authorize expenditures of funds not to exceed \$1,000 which have not been provided in the budget, and without the approval of the Board of Directors. The Executive Committee of the Board shall meet at the call of the 4A’s **Elected** Co-Chairs, or the written request of any three (3) members of the Executive Committee. The Board of Directors other committees shall meet at the call of their respective chairperson or the Co-Chairs of the 4A’s. The Executive Committee may appoint any member as an ex-officio officer to the Executive Committee to investigate and/or take action on certain matters for a period of time set forth by the Executive Committee.
- Section 3. Finance Committee – **This committee shall be chaired by the treasurer.** This committee shall assist the treasurer and the **Chairs** of the 4A’s **Alliance Committees** in the development of an annual budget and in the careful monitoring of the financial operations of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE of Alachua County throughout each year. A subcommittee shall also review, analyze and make recommendations to the treasurer and the 4A’s **Elected** Co-Chairs on all proposed financial reports, and budget proposals, including the report

to be presented at the annual meeting of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE of Alachua County.

A second subcommittee of the Finance Committee called the **Fundraising Committee** shall be responsible for advising and assisting the treasurer and/or others responsible for planning, implementing and coordinating fundraising activities.

Section 4. By-Laws Committee – This committee shall have the responsibility for observing the ongoing activities of the Board of Directors to ensure that all activities are being carried out in accordance with the By-laws. Proposed amendments to the By-laws shall be written and/or reviewed by the committee with a recommendation for consideration by THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE of Alachua County membership. This committee is chaired by the Parliamentarian.

Section 5. Nominating Committee – This committee shall be responsible for assembling a list of candidates for all 4A's elections. The recording secretary will assist the committee by providing official records of the nominees to ensure their good standing with the organization. **The Chair of the Nominating Committee must be a member in good standing and shall be appointed by the Elected Co-Chairs prior to the annual election.**

Section 6. Membership Committee – **The membership committee chairperson must be a member in good standing, and shall be appointed by the 4A's Elected Co-Chairs and shall serve as a member of the Board of Directors.** The membership committee shall be responsible for determining criteria of all classes of membership. They shall be responsible for developing membership applications, recommending to the Executive Committee, The Board of Directors and the Full Membership the appointment of regular and affiliate members.

Section 7 Alliance Committees – These committees represent every aspect of the African American community, their goals reflect the vision of the 4A's and collectively represent the implementation mechanism of the 4A's Strategic plan. The Alliance Committees are; Elected and Appointed Officials; Law Enforcement and Criminal Justice; Healthcare; Culture and Arts; Education; Faith Based Organizations; Business Owners and Leaders; Legal Community; Public Relations, Emerging Leaders; Historical Committee, Housing and Community Development, Information, Technology, Civic and Social Organizations Committee.

Section 7a. **The Alliance Committees will have a chair and vice-chair who shall be appointed by the 4A's Elected Co-Chairs.** They are responsible for oversight of their committee. Membership on the alliance committees is designed to engage each 4A's member in their individual area of expertise. It is possible that some members may be on multiple alliance committees.

Alliance Committees chairs or vice-chairs shall submit monthly and annual reports on their activities as it relates to implementing their strategic plan element of the 4A's.

ARTICLE VI MEETINGS

- Section 1. Authority to Call Meetings: All meetings of the 4A's membership and/or the Board of Directors shall be at the call of the 4A's Elected Co-Chairs (as hereinafter described) or a majority of the members of the Board of Directors and may be held at a place designated by the Co-Chairs. Written, electronic or telephone notice must be given by the official designee at least 72 hours before the meeting. Exceptions to this section shall be made pursuant to the rules and regulations imposed by vote of the membership.
- Section 2. Annual Meeting – There shall be an annual meeting of the membership of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE of Alachua County in June of every year. . There shall be at least three (3) Agenda items: Election of Officers or at-large Board of Directors, By-laws Revisions and the Annual Reports from the Alliance Co-Chairs, Recording Secretary, and Treasurer.
- Section 3. Board of Directors Meetings – The Board of Directors shall meet at least monthly, during the fiscal year to conduct the business, establish and review operational policies, and ensure committee performance toward accomplishment of the 4A's Vision.
- Section 4. Executive Committee – The Executive Committee shall meet at the call of the 4A's Elected Co-Chairs either written, electronic or telephone notice. In addition, any three (3) members of the Executive Committee may call a special meeting upon at 72 hours written, electronic or telephone notice of members of the Executive Committee. The daily operations of the 4A's shall be performed by the Executive Committee through the standing committees until an Executive Director is hired to conduct the day to day operations.
- Section 5. Order of Business – All meetings of the 4A's shall be conducted in accordance with Robert's Rules of Order.
- Section 6. Voting- All 4A's members who are in good standing shall be eligible to vote. Eligibility shall be established by the Membership Committee, with approval by the Executive Committee, the Board of Directors and the Full Membership. The Membership Committee shall determine a method of identifying members in good standing prior to any vote by 4A's

membership. Voting may take place by membership class in order to facilitate conflicts of interest as set fourth in ARTICLE VII Section 1.

Members in good standing do not have to be present to vote. All members who wish to vote by absentee ballot must return their ballot by U.S.Mail, electronic mail, fax machine, or hand delivered to the nomination committee chair prior to the annual election. Any ballots received after the voting commences will not be considered in the vote count.

Section 7. Quorum – A quorum of THE AFRICAN AMERICAN ACOUNTABILTY ALLIANCE of Alachua County Board of Directors represents a majority of those members present but no less than five (5) members to conduct the business and make decisions of the 4A’s. In the event a quorum of the Board of Directors is not present, the Elected Co- Chairs may convene the Executive Committee to conduct the business of the 4A’s Board of Directors provided that no less than three (3) members of the Executive Committee are present.

ARTICLE VII CONFLICTS OF INTEREST

Section 1 Procedure as to Conflicts of Interest. As soon as a duality of interest or possible conflict of interest on the part of any class of member of the 4A’s is known, such as specified in Article II Section 2a, or reasonably should have been known, any such conflict shall be disclosed to the membership of the 4A’s and made a matter of record. Action by the Board of Directors or membership in connection with such interest shall also be disclosed in writing and made a matter of record. Any member of the Board of Directors having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter whenever such duality or possible conflict of interest shall arise. The minutes of that meeting shall reflect that the conflict was disclosed: the party who is the subject of the conflict abstained from voting on the matter; and a quorum was present. Upon acknowledgement of a conflict of interest any 4A’s member who is in good standing in the “membership class” of member but who has disclosed a conflict of interest as an “affiliate member” is eligible to vote as an individual member of the 4A’s.

ARTICLE VIII FISCAL YEAR

Section 1. Fiscal Year – The Fiscal Year of THE AFRICAN AMERICAN ACOUNTABILTY ALLIANCE of Alachua County shall run from July 1 to June 30.

**ARTICLE IX
ACCOUNTING FOR FUNDS**

- Section 1. All checks shall be signed by two officers of THE AFRICAN AMERICAN ACCOUNTABILITY ALLIANCE of Alachua County with four (4) Directors being given signature authority.
- Section 2. Designation of Depositories and Withdrawal There from- Funds shall be deposited in such depositories as shall be approved by the Board of Directors and may be withdrawn by check signed by two (2) of following individuals: the **Elected** Co-Chairs, Vice Chair and the Treasurer.
- Section 3. Accounting for Funds – Persons authorized to expend the funds shall account for such upon request and at the end of the fiscal year according to the procedures established by the 4A’s.
- Section 4. Distribution of dues- Membership dues shall be used for operational expenses, for those activities that align with the 4A’s Vision and Strategic Plan. All dues received from members who disclosed conflicts of interest will be used for operational expenses and those expenses that do not pose a conflict for the member. The 4A’s recording secretary will provide to all members who require such documentation a specific listing of how their dues will be distributed for the organizations use.

**ARTICLE X
AMENDMENTS**

- Section 1. These Bylaws can be amended only by a majority vote of the present and voting members at the annual meeting. Request to Amend the Bylaws must be submitted in writing to the **Elected** Co-Chairs no less than ninety days (90) prior to the annual meeting. **The Elected** Co-Chairs upon the review of the request may activate the Bylaws Committee to review and recommend changes no less than sixty (60) days prior to the Annual Meeting. Such amendments will be considered at the annual meeting by the 4A’s membership and must be approved by a majority of the voting members present at that meeting.