

Proposed By-Laws

The HBCU Business Deans Roundtable

BY-LAWS OF the National Historically Black Colleges and Universities (HBCU)
Business Deans Roundtable, A NOT-FOR-PROFIT CORPORATION

ARTICLE I. ORGANIZATION

1. The name of the organization shall be HBCU Business Deans Roundtable.
2. The organization shall have a seal which shall be as presented below:



ARTICLE II. PURPOSE

The purpose of this organization is to provide a forum for deans of HBCU business schools to address opportunities and challenges associated with enhancing business programs and initiatives. The organization also seeks to strengthen and develop strategic partnerships and alliances with corporations, government, and national organizations to provide the essential tools and resources for student success.

The goals of the organization are to:

- Design programs that promote the development of curricula that better prepare students for contributing to the present and future business environment.
- Prepare students to effectively compete for business careers.
- Promote, support and guide the constant development of leadership of schools of business.
- Encourage and facilitate networking between HBCU business school leaders and corporate and government executives.
- Develop partnerships with corporations and government agencies to enhance fundraising opportunities, increase accessibility to resources, and boost executive participation in HBCU business programs.
- Provide the support and counsel necessary to increase professional accreditations and degree offerings at HBCUs that are recognized nationally and internationally.

ARTICLE III. MEMBERSHIP

Membership in this organization shall be open to deans/heads (hereafter referred as deans) of HBCU business programs as representatives of the member schools; officers of the organization whose terms have not expired; and members of the Board of Directors of the organization who are no longer deans, until the next Annual meeting.

Honorary membership will be open to the Founding Deans, retired HBCU business deans who were members prior to their retirement, and others committed to the advancement of HBCU business programs as approved by the Board of Directors.

ARTICLE IV. MEETINGS

The **annual membership meeting** of this organization shall be held during the Annual Summit. In the event the Summit does not convene during a particular year, the Board of Directors shall determine the time and location/forum of the annual meeting. The Secretary shall cause to be "mailed" to every member in good standing at the "address" as it appears in the membership roll book in this organization a notice telling the time and location/forum of such annual meeting.

Special meetings of this organization may be called by the president when she/he deems it in the best interest of the organization. Notices of such meeting shall be "mailed" to all members at their "addresses" as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the

request of a simple majority of the members of the Board of Directors, or a simple majority of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date. No business other than that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meeting.

ARTICLE V. VOTING

Voting for all business conducted by the organization, including the election of officers, shall be done in accordance with Roberts Rules of Order. Each institution has one vote that is exercised by the dean of the business program unless the dean has given his/her proxy in writing to another.

ARTICLE VI. ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII. BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of nine (9) members, including the officers of this organization.

The Directors to be chosen for the ensuing year (July 1 through June 30) shall be chosen at the Annual Meeting of this organization in the same manner and style as the officers of this organization and members of the Board shall serve staggered terms of {3} years. The Board of Directors shall determine the initial pattern of the staggered terms for the first Board elected under these Bylaws.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chair after due notice of such meeting to all the Directors.

Fifty (50)percent of the members of the Board of Directors shall constitute a quorum. Meetings of the Board of Directors shall be called by the President.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the

balance of the year. The membership will hold an election to fill the unexpired term at the next Annual Meeting.

The President of the organization by virtue of her/his office shall serve as Chair of the Board of Directors.

ARTICLE VIII. OFFICERS

The officers of the organization shall be as follows:

President
President Elect
Immediate Past President
Secretary
Treasurer

The **President** shall:

- Serve for a term of one year, unless due to special circumstances is re-elected,
- Preside at all meetings,
- Serve as Chair of the Board of Directors,
- Provide at each Annual Meeting of the organization an annual report of the work of the organization,
- Recommend all committees, standing and ad hoc, to the Board of Directors for approval,
- See that all books, reports and certificates required by law are properly kept or filed,
- Be one of the officers who may sign the checks or drafts of the organization, and
- Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The **President Elect** shall:

- Serve for a term of one year, unless due to special circumstances is re-elected,
- Be elected by the membership, usually at the Annual Meeting,
- In the event of the absence or inability of the President to exercise her/his office become acting president of the organization with all the rights, privileges and powers as if she/he had been the duly elected president, and

- Be responsible for planning the program for the Annual Summit with the assistance of the Board of Directors.

The **Immediate Past President** shall:

- Serve for a term of one year, unless due to special circumstances is re-elected,
- Chair the Nominating Committee,
- Chair the Awards Committee, and
- In the absence of the President and President Elect, preside at meetings of the membership and the Board of Directors.

The **Secretary** shall:

- Serve for a term of one year, but may be re-elected,
- Be elected by the membership, usually at the Annual Meeting,
- Keep the minutes and records of the organization in appropriate books,
- Mail invoices for annual dues and maintain the record of members,
- Be responsible for the filing of any certificate required by any statute, federal or state,
- Give and serve all notices to members of this organization,
- Be the official custodian of the records and seal of this organization, and
- Provide to the membership at any meeting any communication addressed to her/him as Secretary of the organization, and shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The **Treasurer** shall:

- Serve for a term of two years, but may be re-elected,
- Be elected by the membership, usually at the Annual Meeting,
- Have the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the organization. She/He shall cause funds to be deposited in a regular business bank or trust company. If funds

are invested, the Board of Directors may cause such funds to be invested in such assets as shall be legal for a non-profit corporation,

- Must be one of the officers who signs checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it,
- Render quarterly a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors at the meeting following the end of the quarter, and
- Exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of her/his office be entitled to receive salary or compensation, but nothing herein shall be construed to prevent an officer or director from being compensated by the organization for duties other than as a director or officer.

ARTICLE IX. SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be essential to conduct the business of the organization.

ARTICLE X. COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. Membership on committees is open to members of the Board of Directors and other members and Honorary Members of the organization.

The standing committees shall be:

- **Nominating Committee** that recommends officers and members of the Board of Directors to the Board for approval before bringing the slate to the full membership,
- **Awards Committee** that makes recommendations regarding the Milton Wilson Distinguished Dean Award and other awards the organization may choose to give,
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- **Program Committee** that provides leadership in the development of the program for the Annual Summit and other events the organization sponsors,

- **Sponsorship Committee** that solicits funds to support the Summit and other activities of the organization, and
- **Finance Committee**, chaired by the Treasurer, that proposes the annual budget to the Board of Directors.

ARTICLE XI. MEMBERSHIP DUES

The amount of the per annum dues for members and Honorary Members of this organization shall be recommended by the Board Of Directors and approved by the membership.

ARTICLE XIII. ADVISORY BOARD

Members of the Advisory Board shall be corporate and government executives, and other supporters of HBCU business programs who are committed to the mission and goals of the organization. The Advisory Board shall meet on its own or with the Board of Directors as a part of the Annual Summit and, otherwise, as it deems appropriate. Such meetings may be held via teleconference.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (66 2/3 percent) of the members of the organization present and voting or two-thirds of members of the organization submitting "mailed" ballots by the deadline. Proposed changes in the Bylaws must be presented to the membership in writing at least thirty (30) days before the vote.