

**FIRST AMENDED AND RESTATED
BYLAWS**

OF THE

**HOUSTON BLACK AMERICAN
DEMOCRATS**

Adopted at the Meeting dated June 18, 2019

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FIRST AMENDED AND RESTATED BYLAWS
OF THE
HOUSTON BLACK AMERICAN DEMOCRATS

Adopted at the Regular Meeting dated [date]

ARTICLE I – Name and Purpose

Section 1.1: Name of the Organization

The name of this organization shall be the “HOUSTON BLACK AMERICAN DEMOCRATS” (referred to herein interchangeably as “H-BAD” or the “Organization”).

Section 1.2: Purpose of the Organization

The purpose of this Organization shall be to:

1. stimulate in Black Americans an active interest in governmental affairs;
2. facilitate the participation of Black Americans in the Democratic Party;
3. perpetuate the ideals and principles of the Democratic Party;
4. attract new members to H-BAD;
5. help acquaint voters and potential voters with candidates and relevant issues;
6. promote the highest degree of governmental response to public need;
7. promote and facilitate economic development as it impacts and interfaces with political participation in the Black American communities of Houston and Harris County;
8. provide political influence and visibility far beyond our numbers;
9. provide education and keep Black American citizens abreast of current issues;
10. promote education and political advocacy of democratic ideals to young Black Americans;
11. act as an effective tool for voicing the needs, concerns, and expectations of the Black American community of Houston/Harris County; and
12. support those candidates and political initiatives that perpetuate the ideals of justice and social welfare.

ARTICLE II – Membership

Section 2.1: Eligibility & Membership Classes

Any person who is a Democrat and 18 years or older is eligible to apply for H-BAD membership in at-least one of the four (4) membership classes discussed below.

There shall be four (4) classes of memberships:

- a) Regular memberships – open to Democrats eighteen (18) years or older;
- b) Premier memberships – open to Democrats eighteen (18) years or older;
- c) Sustaining memberships – open to Democrats eighteen (18) years or older;
- d) Associate memberships – open to Democrats eighteen (18) years or older; and
- e) Student memberships – open to Democrats, ages 18-25 years, who are full-time students at a college or university.

Application for voting membership shall be open to any eligible individual as described above. For individuals seeking Regular Membership for the first time, that membership must be approved by the Executive Board after having received the potential member's application and annual dues. For individuals who have already been deemed by the Board to be Regular Members, and are renewing their membership, that renewal shall be effective once the Organization receives the individual's annual dues payment.

Section 2.2: Annual Dues

The membership calendar begins January 1 and ends on December 31. Thus, an individual is not entitled to the rights of a member (e.g., voting in H-BAD elections, voting at meetings, etc.) unless he/she has paid dues in the current membership year.

Membership dues for the four (4) membership classes are as follows:

- a) **Sustaining Member** - \$2,500
- b) **Premier Member** - \$100
- c) **Regular Member** - \$50
- d) **Associate Member** - \$25
- e) **Student Member** - \$20

Annual dues are subject to change by vote of the majority of the membership.

Section 2.3: Rights of Members

All members (regardless of membership class) are permitted to attend all Regular Meetings of the Organization.

- a) **Sustaining Member:** A Sustaining Member maintains membership on a continual basis, and aids and supports the mission through additional financial commitment to ensure the stability of the Organization. Sustaining Members receive special invitations, reminders and offers, priority registration and membership discounts for H-BAD events. A Sustaining Member does not have voting rights unless he/she has also been approved by the Executive Board as a Regular Member.
- b) **Premier Member:** A Premier Member aids and supports the mission through additional financial commitment to ensure the stability of the Organization. Premier Members receive special invitations, reminders and offers, priority registration and membership discounts

for H-BAD events. A Premier Member does not have voting rights unless he/she has also been approved by the Executive Board as a Regular Member.

- c) **Regular Member:** Regular Members have voting rights and receive reminders, offers and membership discounts for H-BAD events.
- d) **Associate Member:** Associate Members receive reminders, offers and membership discounts for H-BAD events. An Associate Member does not have voting rights unless he/she has also been approved by the Executive Board as a Regular Member.
- e) **Student Member:** Student Members receive reminders, offers and membership discounts for H-BAD events. A Student Member does not have voting rights unless he/she has also been approved by the Executive Board as a Regular Member.

Section 2.4: Voting & Quorum

Regular Members who are current in their dues shall have voting rights at Regular Meetings and Special Meetings. Any Premier Member, Sustaining Member, Associate Member, or Student Member who is approved by the Executive Board as a Regular Member shall also have voting rights at Regular Meetings and Special Meetings. The members described herein who have voting rights shall be referred to as "Voting Members."

At Regular Meetings and Special Meetings, eleven (11) Voting Members shall constitute a quorum to transact business. If a quorum is not present at a meeting, the Voting Members may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum is present.

Pursuant to Article X herein, all votes conducted at H-BAD meetings shall be done pursuant to Robert's Rules of Order Newly Revised.

Section 2.5: Removal & Suspension of Members

Members may be suspended by the Executive Board for cause. In cases of exceptional gravity, Members may be expelled by a three-fourths vote of Voting Members at a Special Meeting. Any member so expelled shall have the right to appeal to call for a Special Meeting to appeal to the body. Voting Members at that meeting must affirm or overturn the expulsion decision by a majority vote. An expelled member may seek reinstatement from the body after a period of twenty-four (24) months.

ARTICLE III – Meetings

Section 3.1: Regular Meetings

There shall be one (1) regularly scheduled meeting per month ("Regular Meetings"). The Executive Board shall set the date and time of the meetings on consistent intervals (e.g., the third Tuesday of each month).

Section 3.2: Special Meetings

Special meetings may be called by the Chair of the Executive Board for a given purpose of importance to the Organization (“Special Meetings”). A Special Meeting may also be called by the Executive Board upon a vote of a majority of Board members.

Section 3.3: Order of Meetings

Regular Meetings and Executive Board meetings shall proceed as follows:

1. Call to Order;
2. Invocation;
3. Recognition of special guests;
4. Reading of minutes;
5. Reading of communications;
6. Financial report;
7. Committee reports;
8. Old business;
9. New business;
10. Announcements; and
11. Adjournment.

ARTICLE IV – Executive Board

Section 4.1: Composition of Executive Board

The Executive Board shall consist of the following:

- Chair
- First Vice-Chair
- Second Vice-Chair
- Recording Secretary
- Corresponding Secretary
- Financial Secretary
- Treasurer
- Parliamentarian
- Sergeant-At-Arms
- Chaplin

Section 4.2: Duties

The Executive Board assumes general managerial responsibilities over the Organization. The responsibilities of the Executive Board shall also include, without limitation, providing recommendations to the body on matters of policy of the Organization, directing and managing the affairs and operations of the Organization, and disposition of the Organization’s properties and funds.

The Chair shall:

1. Preside over all Regular Meetings, Special Meetings, and Executive Board meetings;
2. Appoint ad hoc committees as needed to fulfill the purpose of the Organization;
3. Countersign checks to be disbursed;
4. Appoint a treasurer for H-BAD's political action committee. The appointment must be approved by majority vote of the Executive Board. The Chair shall stay abreast of the PAC account and ensure that financial reports from the PAC are kept on file with the Recording Secretary; and
5. Release all records to his/her successor at the end of his/her tenure in office.

The First Vice- Chair shall:

1. In the absence of the Chair, or in the event of his/her inability or refusal to act, preside over all Regular Meetings, Special Meetings, and/or Executive Board meetings;
2. Countersign checks to be disbursed if the Chair is unable to do so;
3. Perform additional duties as directed by the Chair; and
4. Release all records to his/her successor at the end of his/her tenure in office.

The Second Vice- Chair shall:

1. In the absence of the Chair and First Vice-Chair, or in the event of their inability or refusal to act, preside over all Regular Meetings, Special Meetings, and/or Executive Board meetings;
2. Maintain an accurate list of all members;
3. Conduct campaigns for increasing the number of members in the Organization;
4. Obtain membership meeting minutes within one week after the meeting; and
5. Release all records to his/her successor at the end of his/her tenure in office.

The Recording Secretary shall:

1. Record and maintain the minutes and all records of Regular Meetings, Special Meetings, and Executive Board Meetings;
2. Provide to the Executive Board copies of minutes from any Regular Meetings, Special Meetings, or Executive Board Meetings;
3. Provide notices in accordance with these Bylaws or as required by law;
4. Serve as custodian of the organization records and of the logo of the organization;
5. Keep a register of the post office address and contact information of each member;
6. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson;
7. Maintain record of attendance for Executive Board Members; and
8. Release all records to his/her successor at the end of his/her tenure in office.

The Corresponding Secretary shall:

1. Perform the duties of the Recording Secretary in his/her absence;
2. Be primarily responsible for media relations;

3. Handle and receive all correspondence as directed by the Chair and the body;
4. Notify the members of regular and special meetings;
5. Receive all mail from the Post Office Box and distribute accordingly; and
6. Release all records to his/her successor at the end of his/her tenure in office.

The Financial Secretary shall:

1. Maintain an accurate account of all funds received by the Organization;
2. Receipt over all monies recorded to the Treasurer;
3. Provide an updated membership list to the Executive Board following each Regular Meeting;
4. Keep an accurate account of all receipts and disbursements and present a report at each Executive Board meeting and at each Regular Meeting;
5. Provide an annual financial report of the year's financial activities; and
6. Release all records to his/her successor at the end of his/her tenure in office.

The Treasurer: The Treasurer shall keep account of all moneys, credits, and property of the Executive Board which shall come into his or her hands and shall keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Executive Board, the Treasurer shall have custody of all the funds and securities of the Organization and shall deposit them in such banks or depositories, or direct the deposit, as the Executive Board shall designate. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Organization, all of which books shall be open at all times to the inspection of the membership, shall render a report, or direct the preparation of, the financial affairs and status of the Organization on a monthly basis, and shall prepare, or direct the preparation of, any and all tax returns for the applicable year. The Treasurer shall also, under the direction of the Executive Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Organization; provided, however, that checks and other instruments must be also be signed by the Chair (or First or Second Vice-Chairs if the Chair is unable to do so). In addition, the Treasurer shall perform all duties incident to the office of Treasurer and such duties as the Chair or the Executive Board may from time to time direct. In case of the absence or disability of the Treasurer, the Executive Board may empower the Financial Secretary or another individual to perform the duties of the Treasurer during such absence or disability.

The Sergeant-at-Arms shall:

1. Keep and maintain order during Regular Meetings and Special Meetings;
2. Perform all the duties as from time to time may be assigned to him or her by the Chair of the Organization; and
3. Release all records to his/her successor at the end of his/her tenure in office.

The Chaplain shall:

1. Open and close regular and special meetings with words of wisdom and inspiration;
2. Perform all the duties as from time to time may be assigned to him or her by the Chairperson of the Organization; and

3. Release all records to his/her successor at the end of his/her tenure in office.

Parliamentarian shall:

1. Ensure that Regular Meetings, Special Meetings, and Executive Board Members are conducted in accordance with Article X of these Bylaws;
2. Perform all the duties as from time to time may be assigned to him or her by the Chairperson of the Organization; and
3. Release all records to his/her successor at the end of his/her tenure in office.

Section 4.3: Order of Succession

The order of succession shall be:

1. First Vice-Chair;
2. Second Vice-Chair;
3. Recording Secretary;
4. Corresponding Secretary;
5. Financial Secretary;
6. Treasurer;
7. Parliamentarian;
8. Sergeant-At-Arms; and
9. Chaplin.

Section 4.4: Executive Board Meetings

Executive Board Meetings shall be held once per month. At Executive Board Meetings, five (5) members shall constitute a quorum to transact business.

Section 4.5: Action Without a Meeting

Any action required or permitted to be taken by the Executive Board may be taken without a meeting if the number of Board members required to take such action at a meeting consent in writing or by electronic communication to such action. Such written consent shall have the same force and effect as a vote of the Executive Board at a meeting. Any such written consents shall be filed with the minutes of the proceedings of the Board or of any such committee. Prompt notice of the taking of an action by the Board or any committee thereof without a meeting by less than unanimous written consent shall be given to each Executive Board member who did not consent in writing to the action.

Section 4.5: Absences, Vacancies, Resignations and Removals

Executive Board members shall be permitted four (4) absences during a calendar year. Once a member exceeds that number of absences, the office shall be declared vacant. The Chair may then choose whether to: (1) recommend to the Executive Board that the individual be reappointed to the office; (2) recommend to the Executive Board that a different, eligible Voting Member be

appointed to the vacant office; or (3) recommend to the Executive Board that a special election be held to fill the office. The Executive Board must approve the decision by a majority.

Any Executive Board member may resign by submitting a written resignation to the Organization. The resignation should be delivered or mailed to the Chairperson, Recording Secretary, or Treasurer, and it will take immediate effect once it has been received by the Executive Board.

Any Executive Board member may be removed, with or without cause, at any time by the Board whenever in its judgment the best interests of the Organization would be served thereby. Such removal must be approved by an affirmative vote of two-thirds of the members of the Executive Board entitled to vote, upon motion by any Board member, at an in-person meeting.

The following procedure applies if a Chair vacancy occurs. If the vacancy occurs on or after the May Regular Meeting in an odd-numbered year, the First Vice-Chair becomes the Chair of the Organization, serving the remainder of the term. If the vacancy occurs in an even-numbered year, or prior to the May Regular Meeting in an odd numbered year, the First Vice-Chair becomes an “Interim Chair.” At the Regular Meeting immediately following the vacancy, the Interim Chair must form a “Vacant Chair Nominating Committee,” which shall:

- identify candidates for the Chair position;
- determine whether candidates are eligible to run for the Chair position;
- conduct screening interviews for Chair candidates; and
- recommend to the Voting Members a candidate for the Chair position.

The Vacant Chair Nominating Committee shall consist of five (5) members. The Interim Chair shall appoint one member. The remaining four (4) members shall be elected by Voting Members at the Regular Meeting in which the Committee is being formed. Once a recommendation has been given to the membership by the Committee, a special election will take place at the following Regular Meeting to elect the Chair. After the special election, the Interim Chair reverts back to the First Vice-Chair position (unless he or she was the individual elected as Chair). Consistent with Robert’s Rules of Order, this rule cannot be temporarily suspended by the body for any purpose.

If any office other than the Chair becomes vacant, the Chair will recommend a person to fill the vacancy and that person will be voted on by the Executive Board. All records must be submitted to the Chair immediately upon resignation of the office.

ARTICLE V – Elections for Executive Board

Section 5.1: Eligibility & Term Limits

To be eligible to serve as the Chair or the First Vice-Chair, the individual must have been a Voting Member for at least twelve (12) calendar months as of the day of the election, and have attended a minimum of six (6) of the regularly scheduled monthly meetings during the same period of time. To be eligible to serve in any other Executive Board position, the individual must have been a Voting Member for at least sixty (60) days as of the day of the election.

No individual shall be eligible to serve more than two consecutive terms in a particular Executive Board position.

Section 5.2: The Election Nominating Committee

Ninety (90) days prior to each Executive Board election, an Election Nominating Committee shall be formed. The purpose of this committee is to:

- identify the best candidates for each Executive Board position (where possible, the Committee should seek to identify more than one option for each Executive Board race);
- determine which candidates are eligible to run for the Executive Board;
- conduct screening interviews for candidates for each Executive Board position; and
- recommend to the Regular Members a candidate for each Executive Board race.

The Election Nominating Committee shall consist of nine (9) members. The Chair shall appoint three (3) members. The remaining six (6) members shall be elected by Voting Members at a Regular Meeting.

The members of the Election Nominating Committee shall elect a Chair, Vice Chair, and Secretary. The Election Nominating Committee should nominate only one (1) person per office to bring to the body as a recommendation.

Section 5.3 Frequency and Timing of Elections

Executive Board elections shall be staggered every two years depending on the office. The following positions are to be up for election in odd-numbered years:

- Chair
- Second Vice-Chair
- Treasurer
- Corresponding Secretary
- Sergeant at Arms
- Chaplain

The following positions are to be up for election in even-numbered years:

- First Vice-Chair
- Recording Secretary
- Financial Secretary
- Parliamentarian

Elections shall be held at the Regular Meeting in November of each year. Newly elected-Executive Board members shall take office immediately.

Section 5.4: Voting in Executive Board Elections

Voting in Executive Board elections shall be by secret ballot.

ARTICLE VI – Standing Committees

The H-BAD Chair shall appoint a Chair for of each committees (except the Election Nominating Committee).

Section 6.1: List of Standing Committees

The following shall be the standing committees of the Organization:

1. Election Nominating Committee;
2. Legislative and Issues Committee;
3. Planning and Development Committee;
4. Election Committee;
5. Screening Committee; and
6. Membership Committee.

Section 6.2: Standing Committee Duties

The duties of each Standing Committee shall be as follows:

- **The Election Nominating Committee:** The duties of the Election Nominating Committee shall be those duties described in Article V, Section 5.2.
- **The Legislative and Issues Committee:** The Legislative and Issues Committee aids the organization by keeping the general body abreast on any legislation or policy that will have a direct impact on Black American communities in Houston. Members of this committee are encouraged to attend local and state meetings, hearings, sessions, etc. to stay current on pertinent issues.
- **The Planning and Development Committee:** The Planning and Development Committee manages fundraising and coordination of events/efforts the Organization undertakes to advocate.
- **The Election Committee:** The Election Committee manages the administration of the annual election for Executive Board positions. The Committee receives and counts the ballots, and may also be asked to count ballots for special elections.
- **The Screening Committee:** The Screening Committee screens candidates who are running for public office and seeking H-BAD's endorsement. The Committee evaluates the qualifications of such candidates, and makes recommendations to the body. Moreover, the Committee shall ensure that all measures have been taken to confirm that those candidates seeking the endorsement of the Organization share the Organization's Democratic ideals. Upon the formation of the Screening Committee and the appointment of its Chair, all members of the Committee shall disclose to the Chair in writing each campaign for which they have volunteered in the current election cycle. The Chair of the Committee shall determine whether committee members should recuse themselves from screening in races that include a candidate

for which the member has volunteered. No individual who holds a paid position with a candidate (in the current election cycle) shall be permitted to serve on the Screening Committee. This exclusion includes those individuals who have served as paid consultants for a candidate.

- **The Membership Committee:** The Membership Committee actively seeks to recruit new members as well as reconnect with past members in an effort to build the number of active members in the organization. This Committee shall work closely with the Second Vice-Chair, who is charged with conducting campaigns for increasing the number of members in the Organization.

ARTICLE VII – Checks, Deposits, and Funds

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by both the Treasurer and the Chair (or First or Second Vice-Chairs if the Chair is unable to do so).

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such bank(s) or other depositaries as the Executive Board may select.

The Chair may accept on behalf of the Organization any contribution(s), gift(s), bequest(s), or devise for the general purposes or for any special purpose of the Organization. The Executive Board may approve other individuals to do accept such payments from time to time.

The Chair has the authority to approve expenditures up to \$100.00 or less. The Executive Board has the authority to approve expenditures up to \$2500.00 or less. Expenditures over \$2500.00 must have prior approval from a majority of Voting Members at a Regular or Special Meeting.

ARTICLE VIII – Records

The Organization—via the Treasurer—shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings. A member in good standing, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Organization relevant to that purpose, at the expense of the member.

The Organization—via the Treasurer—shall maintain current, true and accurate financial records with full and correct entries made with respect to all financial transactions of the Organization, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Organization shall be kept at the registered office or principal office of the Organization for at least three years after the closing of each fiscal year and shall be available to the members for inspection and copying at any reasonable time upon proper request. The Organization may charge for the reasonable expense of preparing a copy of a record or report. The fiscal year will begin on January 1 and end on December 31.

ARTICLE IX – Democratic Policy

The Organization shall not endorse or support the candidacy of any person for public office, or in any manner give its influence as an Organization to the cause of any candidate or faction of the party, prior to Voting Members approving the endorsement of such candidate.

The Organization shall actively support and by appropriate means the nominees of the Democratic Party in National, State, and Local elections. It shall endeavor to maintain permanent contact with voters throughout the area and shall function continuously in order that it may contribute to the growth and influence of H-BAD.

ARTICLE X – Rules of Order

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable (including at Regular Meetings, Special Meetings, and Executive Board meetings) and in which they are not inconsistent with these Bylaws.

The Organization may also, by majority vote of the Voting Members, adopt continuing rules for the conduct of its business.

ARTICLE XI – Amendments to the Bylaws

Provisions of these Bylaws may be amended in the following manner: Any member desiring to so amend must propose the amendment or amendments at Regular Meeting called for that purpose. The membership of the Organization shall be notified ten (10) days prior to the meeting of the proposed amendment or amendments and of the date of the meeting to be held at which the proposed adoption of the said amendment will be acted upon. Adoption shall require the affirmative vote of not less than two-thirds (2/3) of the Voting Members present and voting.