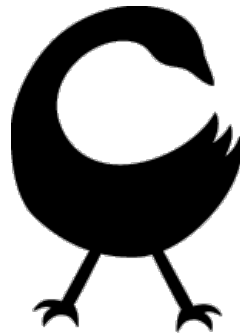


**WESTERN REGION COUNCIL  
ON  
BLACK AMERICAN AFFAIRS**

**CONSTITUTION AND BYLAWS**



**The Western Region Council on Black American Affairs (WRCBAA) is an affiliate organization of the National Council on Black American Affairs, a Council of the American Association of Community Colleges.**

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## Articles I – XVI

## **MISSION**

The WRCBAA is committed to:

- Improving educational opportunities for Black American students and professional development opportunities for Black American faculty, staff and administrators
- Developing collaborative relationships with educational, business, and public service institutions with compatible goals
- Networking to maximize the achievement of career goals for Black Americans within the Community college System
- Ensuring the articulation of positions on issues affecting Black Americans in the formulation of policy and decision making

## **PURPOSE**

The general character and nature of the work of the WRCBAA is:

- To promote the aims and objectives of the National Council on Black American Affairs (NCBAA) and the American Association of Community Colleges (AACC) as set forth in the governance section of its Constitution.
- To provide a regional body with which Black constituents of community colleges can identify and affiliate in the interest of effective education of Black people.
- To organize and operate for educational purposes as they pertain to effective and quality education of Black people in America, to the enhancement of the American culture, and to the development of the nation's total resources.
- To direct its efforts toward matters which include curricula, human resource development, data collection and dissemination, employment opportunities and communications with members of the WRCBAA, NCBAA, AACC and groups with similar goals and objectives.
- To develop recommendations for submission to the NCBAA and AACC and pursue solutions to problems of education with which Black people are confronted, through joint efforts with other segments of higher education and groups with similar goals and objectives.
- To promote activities designed to sensitize community college personnel to the special needs of Black students in academic curriculum development and in

the non-academic areas of personal counseling, career/vocational guidance, academic advisement and financial aid.

- To promote activities that emphasizes the professional development of Black leadership within the colleges, and the implementation of meaningful affirmative action programs.
- To foster the creation and development of special interest groups from within the membership of the WRCBAA which address specific concerns and issues. The policies of these special interest groups shall be consistent with the Constitution of the WRCBAA.

### **VALUES**

The WRCBAA believes in development of full human potential, encourages lifelong learning for all people and acknowledges the worth of the individual. Therefore, the WRCBAA affirms its belief in the following shared values:

- Recognizing collegial sharing of information and ideas
- Open access to higher education for the underserved
- Embracing the diversity of people, ideas and learning styles
- Fostering teaching excellence through intellectual pursuits
- Forming partnerships with federal, state and local organizations that share a similar mission, goal or educational objective
- Volunteering for causes, objectives or purposes that support the Council's expressed aims
- Supporting a meritocracy to recognize excellence
- Encouraging student success, teaching excellence and positive role modeling

### **GOALS**

The WRCBAA is committed to the following goals:

- To create a collegial environment that enhances the access of African American students to success in community colleges.
- To strengthen relationships with policy development and funding sources to support creative initiatives for African-American students, faculty, staff and administrators.

- To expand leadership participation and leadership opportunities for AfricanAmerican students, faculty, staff and administrators in community colleges.
- To promote an organizational culture that strengthens and sustains the professional growth, personal development and career advancement of AfricanAmerican students, faculty and administrators.
- To enhance the knowledge, abilities and skills of African-American students, faculty, staff and administrators to function effectively within the world of emerging information technology.

## **AFFILIATE**

The WRCBAA is an affiliate organization of the NCBA, a Council of the American Association of Community Colleges, hereinafter referred to as the "AACC."

## **CONSTITUTION**

### **Preamble**

We, the Western Regional Council on Black American Affairs, hereinafter "WRCBAA", establish this Constitution in order to promote the aims and objectives of the National Council on Black American Affairs (hereinafter "NCBAA") and the American Association of Community Colleges (hereinafter "AACC"), as set forth in the Preamble to the Constitution of that organization and which states, in part, that "education is essential for realizing the fullest potential of each member of our society and that appropriate higher education should be available to all." While Blacks in society do not comprise the only group in need of special attention and assistance in taking advantage of higher educational opportunity, our primary attention shall be directed to the educational interests of this group.

### **Article I. Name**

The name of this association shall be the Western Region Council on Black American Affairs, hereinafter referred to as the "WRCBAA."

### **Article II. Organization**

The WRCBAA is organized exclusively for educational and charitable purposes, as an affiliate organization of the NCBA, a not-for-profit corporation. All the activities of the corporation shall be conducted in such a manner that no part of its net revenue shall insure to the benefit of any director, officer or individual.

### **Article III. Principal Office**

The principal operating office of the WRCBAA shall be located in the city and office of the current President of the WRCBAA. The WRCBAA may have other office locations as affairs, from time to time, may require as determined by the Board of Directors.

### **Article IV. Membership**

The membership of the WRCBAA shall be open to all individuals and institutions dedicated and committed to the goals of the WRCBAA. Membership in this organization shall be of five (5) types: Institutional; Individual Professional; Individual Students; Associate; Retiree.

Institutional Membership (any AACC Member college). Such a member may be any institution of higher education that is a member of AACC and supports the goals of WRCBAA/NCBAA.

Individual Professional Membership- Such a member shall be a trustee, faculty, staff administrators, and or other personnel of community colleges who qualifies for membership in accordance with WRCBAA Constitution and Bylaws.

Individual Student Membership (Regional Designation) At the regional level, students shall be currently enrolled in an institution of higher education that qualifies for membership in accordance with the WRCBAA Constitution and Bylaws. Students shall have and enjoy all the privileges of the WRCBAA membership, except those of making motions, voting and holding office.

Associate Membership (non-AACC member institution). Associate membership shall be extended to any individual, organization or group that does not meet any other category of the WRCBAA membership, but who supports the purposes and programs and activities of the WRCBAA in accordance with the WRCBAA Constitution and Bylaws. Associate membership shall enjoy all privileges of the WRBAA, except those of making motions voting and holding office.

Retiree Membership. Retiree membership is open to all individuals who have been WRCBAA active professional members. A retiree may serve as a member at large on the board of directors. Retiree memberships shall have and enjoy all privileges of the WRCBAA membership, except holding a national or regional office

### **Article V. Dues**

Dues shall be established by the WRCBAA Board of Directors in accordance with the fiscal year. Any change in dues shall be announced at the annual Board of Directors meeting and shall take effect on July 1<sup>st</sup> of the year following the date on which the change was announced.

## **Article VI. Board of Directors**

The governing body of the WRCBAA shall be its Board of Directors which shall be comprised of active employees of a WRCBAA community college member institution. The Board of Directors shall be authorized to establish policies to govern the operation of the local chapters. The Board shall consist of no fewer than 9 and no more than 25 members, the exact number of which shall be established by the Board. In no event shall there be an even number of Directors. A two-thirds (2/3) majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

## **Article VII. Officers**

The Officers of the Board of Directors of the WRCBAA shall be President, Vice President of Organizational Vitality, Vice President of Programs, Vice President of Membership, Vice President of Public Relations, Vice President of Technology, Secretary, Treasurer and Parliamentarian. The Officers of the Board of Directors of the WRCBAA shall serve two year terms of office.

## **Article VIII. Duties of Officers**

The officers of the Board of Directors of the WRCBAA shall possess such powers and responsibilities and perform such duties as are prescribed by the Bylaws of the WRCBAA.

## **Article IX. Standing Committees**

The Standing committees of the WRCBAA shall be the mechanism through which much of the programmatic work of the council is completed. The Standing committees shall perform their duties in the manner consistent with promoting the purposes, mission and goals of the WRCBAA, as outlined in the Constitution and Bylaws and policy of the Board of Directors.

1. Organizational Vitality Committee
2. Programs Committee
3. Membership Committee
4. Marketing/Public Relations Committee
5. Finance Committee
6. Executive Committee
7. Technology
8. Ad Hoc Committee



## **Article X. Elections**

The Board of Directors shall elect the Officers of the Board at the annual meeting. Officers shall be elected for a two-year (2) term and may not serve more than two (2) consecutive terms in the same office.

## **Article XI. Voting on Officers**

A committee appointed by the President to canvass the votes shall tally the ballots submitted by the Board of Directors. The committee shall report the results of the voting at the meeting of the Board of Directors, which follows the casting of ballots.

## **Article XII. Meetings of the Council**

The President shall notify the WRCBAA Board of Directors of the date, time and place of regularly scheduled meetings of the Board of Directors at least one month in advance. The meeting agenda shall accompany the notice.

## **Article XIII. State & Local Chapters**

The Western Region of the NCBA is comprised of the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, New Mexico, Nevada, Oregon, Utah, and Washington. State and local chapters in the Western Region are affiliates of the WRCBAA. State and local chapters shall establish and maintain an organizational structure based upon and consistent with the Constitution and Bylaws of the WRCBAA.

## **Article XIV. Finance**

At each annual meeting, the WRCBAA Treasurer shall present a statement of financial condition and shall report on financial operations of the preceding year and financial plans for the succeeding year. No financial obligations shall be incurred by any officer or committee except as authorized within annual budgets, or under authority of special interim action, approved by the Board of Director or its Executive committee in interim action. The fiscal year of the Association shall be fixed by the Bylaws.

## **Article XV. Amendments**

Proposed Amendments to the Constitution of the WRCBAA shall be properly noticed for an official meeting of the Board of Directors for that purpose, at least thirty (30) days prior to the vote of consideration or adoption, and shall be adopted by a twothirds (2/3) majority vote of the Board members present, voting and in good standing. Any Amendment(s) to the constitution that has been adopted by the Board of Directors shall then be submitted to the general membership for ratification

## **Article XVI. Provision for Dissolution and Reference to Sections**

In the event the dissolution of the WRCBAA becomes necessary for any reason, the Board of Directors shall distribute all assets of the Council which remain, after payment of any indebtedness, to such institutions(s) or associations(s) as the majority of the Board of Directors shall determine from among those which are exempt from taxation under Section 501 (A) of the Internal Revenue Code, and which institutions (s) or associations(s) are organized and operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) of the Internal Revenue code and which have purposes similar to the purposes of the NCBA, or the purposes of the AACC. All references to sections of the Internal Revenue code are to those sections as they are now enacted, or hereafter amended.

## **Article XVII. Parliamentary Authority**

The rules contained in the most recent edition of Robert's Rules of Order is recognized as the parliamentary authority and shall govern the conduct of the meetings of the WRCBAA, in all cases to which they are applicable and to the extent which they are consistent with the intent and purpose of the WRCBAA Constitution and Bylaws, or any special rules or order that the WRCBAA may from time to time adopt.

# BYLAWS

## Article I. Operations

The following basic policies shall govern the operations of the Western Region Council on Black American Affairs (WRCBAA):

- A. Only those persons elected to the Board of Directors shall be empowered to act on behalf of the Council and exercise the powers set forth in the Articles of Incorporation and these Bylaws.
- B. The Council shall be not-for-profit.
- C. No person shall be denied the services offered by the Council on the basis of race, creed, age, sex or nationality.
- D. The services and operations of the Council shall be provided and conducted in accordance with such policies, rules and procedures as may from time to time be adopted and approved by the Board of Directors.
- E. The operations of the Council shall be conducted in a manner consistent with applicable federal laws and the laws of California.

## Article II. Membership

Membership shall be for one year, consistent with the WRCBAA's fiscal year, and shall consist of four categories:

- A. Institutional Membership (any AACC Member College). Such a member may be any institution of higher education that is a member of AACC and supports the goals of the NCBA. The institutional representative shall be the Chief Executive Officer or his/her designee, who shall also have and maintain official status at the institution.
- B. Individual Professional Membership. Such a member shall be a trustee, faculty member, administrator or other personnel of institutions of higher education that qualifies for membership in accordance with the NCBA Constitution and Bylaws.
- C. Individual Student Membership (Regional Designation only). This category applies at the regional level only and the student shall be currently enrolled in an institution of higher education that qualifies for membership in accordance to the NCBA Constitution and Bylaws. Students shall have and enjoy all the privileges of the NCBA membership, except those of making motions, voting and holding office.
- D. Associate Member (non-AACC member institution). Associate membership shall be extended to any individual, organization or group that does not meet

any category of the NCBAAs membership, but who supports the purposes, programs and activities of the NCBAAs in accordance with the NCBAAs Constitution and Bylaws. The institutional representative shall also have and maintain official status at the institution.

E. Retiree - Lifetime Memberships

F. **Removal of Members.** Members with unexcused attendance for two consecutive meetings are subject to removal by the Executive Board. Removal shall occur in accordance with the stated process as indicated in Article II, Section

F. Paragraphs (1)-(7)

- (1) Members recommended for removal shall be identified and such recommendation shall be submitted in writing to the Executive Board President / Chair.
- (2) The Executive Board President / Chair shall provide written notice to the member being recommended for removal, should they wish to object or contest the recommendation. The notice shall include dates and timelines as established by the Executive Board or their designee.
- (3) In the event there is no objection or contest, the recommendations for removal shall be submitted to the entire Executive Board for a vote. A simple majority of the executive board (half + 1) is necessary to enact the removal of the member.
- (4) If the member objects to the recommendation, they must submit a written explanation including any relevant evidence that should be considered by the Executive Board in the removal process.
- (5) The Executive Board President / Chair will present the explanation and evidence for discussion to the entire Executive Board. Removal of the member may only be had if 2/3rds of the Executive Board vote in favor of removing the member.
- (6) Members removed from the Board are eligible to reapply for membership one calendar year from the date their removal is completed by the Executive Board.
- (7) Should any part of this process be deemed incompatible with existing bylaws, this section only shall be deemed void from the Western Region bylaws.

**Article III. Dues**

- A. Dues for Institutional Members, Individual Professional Members, Individual Student Members and Associate Members are annual. The notification of

assessment and the collection of dues shall be governed by procedures developed by the National Vice President for Membership. Membership dues shall

be assessed and collected by the Regional and National Vice Presidents for Memberships, respectively, as provided in the policies and procedures.

- B. Institutional dues, which the Vice President for Membership shall collect and forward to the national Treasurer, shall include an assessment for national and regional dues with two-thirds (2/3) paid to National and deposited in the National treasury and the WRCBAA Treasurer shall receive one-third (1/3) of the assessments paid by each Institutional Member within the Western region.
- C. Retirees from the community college system are exempt from dues

#### **Article IV. Voting**

- A. Members in sections A and B under articles II in Bylaws shall be entitled to one (1) vote in any referendum requiring the casting of a vote. Votes shall be cast as provided and in accordance with these Bylaws and procedures authorized by the Board of Directors of the NCBA. Each institutional member shall be entitled to one vote to be cast by its Chief Executive Officer or the designate Institutional Representative who shall cast the official vote on behalf of the institution. Sections C, D, and E under articles II of Bylaws are non-voting members. (The NCBA Bylaws designate a procedure in the event a quorum is not met) Should we consider adding: In the event a physical quorum is not met, the proxy vote will substitute for a quorum on these items. Proxy must be sent prior to official start of the meeting.)

#### **Article V. Board of Directors**

- A. The Board, consistent with the Constitution of the WRCBAA, NCBA, the AACC and their respective Bylaws, shall elect WRCBAA Officers, establish committees and subcommittees and conduct business on behalf of WRCBAA as permitted in the Constitution and Bylaws.
- B. The term of each elected member of the Board of Directors shall be staggered and for a two (2) year period.
- C. The Board of Directors shall be authorized to select the members of its Board who will represent the WRCBAA on the Board of Directors of the NCBA, as provided by the NCBA Constitution and Bylaws.
- D. The Board of Directors shall be authorized to fill vacancies on the Board of Directors in the manner and to the extent provided by the WRCBAA Bylaws.

## **Article VI. Meetings**

- A. There shall be at least two (2) meetings of the Board of Directors, which will be held in the summer and winter of each year. The summer Board meeting may be designated as the Annual Board meeting.
- B. Meetings of the WRCBAA Board of Directors and of the Executive Council, in addition to those identified in the Bylaws, may be called by the President or upon the request of the majority of the Executive Council.
- C. The Executive Council, which shall be chaired by the President, shall schedule meetings as necessary for the effective conduct of business of the Council, as defined by the policy actions of the Board of Directors. The President shall give notice, accompanied by the agenda, of meetings of the Executive Council.
- D. During the Annual Meeting of the WRCBAA Board of Directors formal reports from each officer and committee/program chair will be submitted. Activities which were conducted during the preceding year, plans for the coming year, and other matters of interest to the membership will be reviewed.

## **Article VII. Officers**

- A. In the event of the absence of the President, the priority of the interim succession shall be the Vice President for Organizational Vitality, the Vice President for Programs, the Vice President for Membership, the Vice President for Public Relations, the Secretary, the Treasurer and the Parliamentarian.
- B. The Board of Directors shall make interim appointments to fill the unexpired term of any Officer other than President. Any unexpired term of the Presidency shall be filled by the Vice President for Organizational Vitality, who serves the Board as President-elect.
- C. The Officers of the Board of Directors shall constitute the members of the Executive Committee and shall be authorized to manage the affairs of the organization between meetings of the Board, which shall include implementing Board policy and making decisions consistent with the Constitution and Bylaws.

## **Article VIII. Duties of Officers**

The role of each Officer of the WRCBAA shall be as follows:

**President:** The President shall serve as Chairperson of the Board of Directors and preside at Board meetings of the WRCBAA. He/she serves as the official representative of the WRCBAA on all levels. He/she shall be responsible for the operation of the WRCBAA and for the implementation of WRCBAA policies

and decisions. He/she shall also be responsible for the execution of other duties as outlined in the Bylaws.

**Vice President for Organizational Vitality:** The Vice President for Organizational Vitality, in cooperation with the Officers of WRCBAA shall be responsible for events and activities which will foster the growth and development of the organization. He/she shall be responsible for establishing guidelines for enhancing and sustaining a positive image and organizational effectiveness. The Vice President shall provide leadership for the WRCBAA Committee on Organizational Vitality. The Vice President for Organizational Vitality shall also be responsible for the maintenance of the WRCBAA Constitution and Bylaws. The Vice President for Organizational Vitality shall serve the Board as Presidentelect.

**Vice President for Programs:** The Vice President for Programs, in cooperation with the Officers of WRCBAA shall be responsible for developing and implementing coordinated programs, projects and activities for the fulfillment of the purposes, goals and objectives of the WRCBAA. He/she shall be responsible for developing programs and activities for the WRCBAA. The Vice President for Programs shall provide the leadership for the Committee on Programs.

**Vice President for Membership:** The Vice President for Membership in cooperation with the officers of the WRCBAA shall be responsible for developing and implementing structures and strategies for the recruitment, development and retention of members of the WRCBAA. He/she shall establish and maintain procedures to ensure accountability in the processing of membership enrollment and renewals. The Vice President for Membership shall provide the leadership for the Committee on Membership.

**Vice President for Public Relations:** The Vice President for Public relations, in cooperation with the Officers of the WRCBAA shall be responsible for coordinating, developing and implementing short range and long range publicity campaigns on behalf of the WRCBAA, to promote its purposes, programs and activities. He/she shall be responsible for developing newsletters, brochures, news releases and other publications, which portray the WRCBAA as a committed, effective and result-oriented association. The Vice President for Public Relations shall provide the leadership for the Committee on Public Relations.

**Vice President of Development:** The Vice President of Development, in cooperation with the Officers of WRCBAA shall be responsible for initiating and growing relationships with private and public outside organizations for the purpose of aligning financial, educational, administrative, and academic projects and activities with the goals and purposes of the WRCBAA. He/she shall be a liaison between the WRCBAA and a variety of outside interests that support the mission and goals of the organization.

**Vice President of Technology:** The Vice President of Technology is responsible for the global presence of the WRCBAA. The VP of Technology will maintain the website, and other web-based tools. The VP of Technology is responsible for keeping all web-based products functional and current. He/she will evaluate the material as often as necessary to ensure the information that is posted is up-to-date, meets the goals and purpose of the organization. The VP of Technology will provide leadership on the Technology Committee on as needed basis.

**Secretary:** The Secretary shall record, transcribe, file and distribute minutes of the proceedings of all Board meetings and shall assist with the written communication on behalf of the WRCBAA. He/she shall assist in the processing of memberships, in cooperation with the Vice President for Membership and the Treasurer.

**Treasurer:** The Treasurer shall be responsible for receiving, recording, managing, accounting for and reporting all WRCBAA funds. He/she shall present, at each annual meeting, a statement of financial condition of the WRCBAA and a report on the financial operations of the preceding year, including a statement of all revenues and expenditures, budgetary activity and balance sheet. The Treasurer shall provide the leadership for the Committee on Finance.

**Parliamentarian:** The Parliamentarian shall advise the President, other officers, committees and members relating to the conduct of meetings and parliamentary procedures.

**Co-Officers:** Except for President and Vice-President of Organizational Vitality, the Board may elect at its discretion Co-Officers

Impeachment and **Removal of Officers:** An appointed officer may be impeached based upon one or all of the following areas of conduct / action:

- A. Gross negligence and/or dereliction of the duties of his or her position, which include but are not limited to malfeasance, nonfeasance, misappropriation, fraud, theft, habitual absence and like occurrences.
- B. Any illegal behavior and or conduct in the course of discharging the duties of his or her position, or while representing the WRCBAA in any official capacity.
- C. Hostile or violent conduct/behavior towards any person or property, private or public while discharging the duties of his or her position, or while representing the WRCBAA in any official capacity.

The impeachment process to remove an officer must be initiated by one of the following methods:



- 1.) by a two-thirds vote (of board members present, accounted for and in good standing),
- 2.) by a majority vote (of board members present, accounted for and in good standing) when previous notice has been given, or
- 3.) by a vote of the majority of the entire membership

Any of the above methods will qualify as a method to institute an impeachment process. Any impeachment request must be accompanied by Articles of Impeachment which clearly indicate the name of the officer to be removed, the office to which he or she currently holds, and a specific statement indicating and detailing the actions giving rise to the impeachment request. All included statements should be based on verifiable evidence capable of corroboration and not the product of hearsay. During deliberation proceedings the named officer will be permitted to provide evidence to support, contradict, or mitigate any issue raised in the impeachment article.

Upon conclusion of the impeachment proceedings, a vote shall be taken to remove the officer. Removal must be confirmed by one of the following methods:

- 1.) by a two-thirds vote (of board members present, accounted for and in good standing),
- 2.) by a majority vote (of board members present, accounted for and in good standing) when the impeachment filing was the resulting action of previous notice, or
- 3.) by a vote of the majority of the entire membership

A successor may thereafter be nominated by any member of the executive board, such nomination is subject to debate and/or challenge in accordance with parliamentary procedure. The proposed nominee must be selected by a two-thirds vote (of board members present, accounted for and in good standing), by a majority vote (of board members present, accounted for and in good standing) when previous notice has been given, or by a vote of the majority of the entire membership-any one which will suffice. The newly elected member shall serve the remainder of the preceding term.

#### **Article IX. Standing Committees**

- A. The leadership of the Standing Committees of the WRCBAA shall be the Vice President for the area of responsibility represented by the Committee. The Standing Committees of the WRCBAA shall be the following:
  1. Organizational Vitality Committee
  2. Programs Committee

3. Membership Committee
  4. Marketing/Public Relations Committee
  5. Technology Committee
  6. Finance Committee
- B. Ad Hoc committees may be appointed by the President to provide leadership for specific initiatives.

#### **Article X. Fiscal Year and Budget**

- A. The Fiscal Year of the WRCBAA and affiliates shall be July 1<sup>st</sup> through June 30<sup>th</sup>.
- B. The Fiscal Year budget of the WRCBAA shall be developed and adopted by the Board of Directors, and reported to the membership not later than the Annual business meeting of the Board of Directors, or as soon thereafter as possible.

#### **Article XI. Notice**

- A. Written notice stating the place, day and hour of meetings of the Board of Directors, Executive Committee or general membership, and the specific nature of the business to be transacted shall be delivered by mail or in person to each member affected by the notice at least five (5) days before such meetings, unless a greater notice period is required by the circumstances or by law in a particular case. The mailing (postmarked) of the notice, to the latest address of record, shall be considered legal notice to the member to whom it is addressed
- B. Special meetings of the Board of Directors may be called at any time by the President or by at least one third (1/3) of the Board of Directors or one third (1/3) of the WRCBAA membership. Such notice shall state the purpose of reason for the meeting, the time, place and hour, at least three (3) days prior to the meeting, unless a greater notice period is required by the circumstances or by law.

#### **Article XII. Amendments**

- A. The Constitution of the WRCBAA shall be adopted by a two-thirds (2/3) vote of the members of the Board of Directors responding by mail ballot.
- B. Ratification of the constitution or Amendments to the Constitution shall occur within eight (8) weeks of its adoption by the WRCBAA Board of Directors.

- C. The Bylaws may be amended by a majority vote of the members present, voting and in good standing of the Board of Directors of the WRCBAA.

**Article XIII. Liability and Hold Harmless**

- A. No provision of these Bylaws or the Constitution shall be construed or interpreted as organizing or causing members of the WRCBAA to constitute a partnership or cause them to become partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the WRCBAA, NCBA, its Regional Councils or any other affiliate.
- B. No member, officer, agent or employee shall be liable for his/her acts or failure to act under the WRCBAA or NCBA Constitution and Bylaws, except for acts or omission arising out of his/her willful malfeasance.
- C. The WRCBAA is authorized to and shall engage in those activities, which are permitted by organizations exempt from taxation under section 501 (c) (3) of the United States Internal Revenue Code and no part of its net earnings shall inure to the benefit of any private individual, except that reasonable compensation may be paid for services actually rendered. No member of the WRCBAA Board of Directors shall be culpable for the misfeasance or malfeasance of the NCBA, its Regional Councils or any other affiliate.

**Article XIV. Corporate Seal**

A. The Board of Directors may, but is not required to, provide for a Corporate Seal in such form and with such inscription as it shall determine.

**Article XV. Enforceability of Provisions**

A. The invalidity or unenforceability of any provisions of these Bylaws shall not affect the validity or enforceability of remaining provisions herein.

**Article XVI. Dissolution**

A. The Board of Directors shall have the authority, by a two-thirds (2/3) vote of the membership of the WRCBAA Board of Directors, to take action of a probationary and/or dissolution nature against any state or local chapter for non-adherence to the NCBAAs Constitution, Bylaws or policies adopted by the Board of Directors.

**Article XVII.**

**Notice of Reading of Bylaws**

Notice and reading of these bylaws shall be deemed to have taken place by making copies available to the members and a discussion of the Constitution at a Regular, Substitute or Special Meeting at least 10 days prior to being voted upon for adoption. Notice and reading of these bylaws occurred by distributing copies to the members and conducting full and open discussion of these bylaws with the members at the annual meeting.

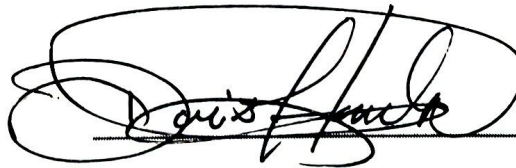
These Bylaws were duly approved and adopted by a two-thirds vote of the members present and entitled to a vote at the Winter Board Meeting held on October 10, 2020

By the authority vested in the undersigned, this Document is duly signed

\_\_\_\_\_ date 05/14/2021



Dr. Stacy Thompson, WRCBAA, President



Doris Hankins, Secretary

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