



Chicago Chapter, National Black MBA Association- Official Bylaws

INTRODUCTION

The National Black MBA Association, Inc. is a not-for-profit organization and existing under the Laws of the state of Illinois.

The Chicago Chapter is chartered by the National Black MBA Association as one of several chapters of the National Black MBA Association.

The Chicago Chapter is a not-for-profit corporation organized and existing under the Laws of the State of Illinois.

These by-laws, of the Chicago Chapter, have been revised to be congruent with the applicable provisions of the by-laws of the National Black MBA Association.

ARTICLE I – NAME

The name of this organization shall be the Chicago Chapter, National Black MBA Association, Inc., herein stated, Chicago Chapter.

ARTICLE II – PURPOSE

The Chicago Chapter of the National Black MBA Association shall be a professional organization which will serve as a resource for the communication of information and ideas among Black executives, professionals, entrepreneurs, educators and students in the Chicago area who are interested in improving the effectiveness of Black business and Black business professionals.

This Chapter operates in alignment with the National Black MBA Association's stated charitable purposes and strategic priorities, including workforce development, career advancement, business education, and economic equity for Black professionals and entrepreneurs.

The goals and objectives of the Chicago Chapter are:

1. To establish and maintain an effective information and communications network which will serve the membership and the business community
2. To provide continuing business education as a means of improving and maintaining the skills and effectiveness of the members and support the efforts of those planning to pursue advanced business degrees
3. To provide scholarships for those intending to pursue business-related degrees



4. To encourage scholarly research in those areas of business which affect the Black community
5. To provide, as a service to the community, managerial and technical assistance to Black entrepreneurs and businesses.

All actions, decisions, and initiatives of the Chicago Chapter shall be guided by and aligned with the mission, values, and strategic priorities of the National Black MBA Association, including advancing leadership excellence, economic opportunity, and mobility within the Black community.

ARTICLE III – MEMBERSHIP

Membership in the Chicago Chapter is concurrent with and contingent upon membership in the National Black MBA Association.

Section 1: Eligibility

Membership in the Chicago Chapter is concurrent with and contingent upon membership in the National Black MBA Association. The definitions, eligibility, and rights of the membership shall be governed by the Membership Policies of the National Association, including categories of membership, dues structure, and code of conduct.

Section 2: Suspension or Termination

Membership in the Chicago Chapter is contingent upon maintaining active and good standing status with the National Black MBA Association. A member may be suspended or terminated in accordance with the National Membership Policies, including for nonpayment of dues, violation of the Code of Conduct, or failure to meet eligibility requirements.

The Chapter does not have the authority to unilaterally suspend or terminate a member's standing but may report concerns to the National Office for review and action. Any member whose standing has been suspended or terminated by the National Association will lose all voting and participation privileges at the chapter level until reinstated. The Chapter may not offer appeals or exceptions to suspensions or terminations determined by the National Association.

Section 3: Dues

All membership dues are determined, collected, and managed by the National Black MBA Association. Chapters are not authorized to collect dues on behalf of the National Association or maintain separate membership records for dues purposes.

Only members in good standing with the National Association, as defined by its Membership Policies, shall be entitled to vote in chapter meetings or elections. Membership status, including reinstatement, is governed solely by the National Association.

Section 4: Rights of Membership



Members in good standing with the National Black MBA Association shall have the right to:

1. Vote in Chapter elections and on other matters requiring member input, in accordance with eligibility guidelines and quorum requirements.
2. Inspect Chapter financial records, meeting minutes, and governing documents upon reasonable request, with appropriate notice and at a mutually agreed time and location.
3. Receive timely communication from the Chapter regarding meetings, events, and updates relevant to their membership.
4. Be treated with respect and inclusion, consistent with the National Association's Code of Conduct and commitment to equity and ethical governance.

These rights are subject to compliance with the National Association's Membership Policies and any Chapter-level operating procedures, provided they do not conflict with National Policy.

Section 5: Responsibilities of Membership

Members in good standing are expected to uphold the mission, values, and professional standards of the National Black MBA Association and the Chicago Chapter. Responsibilities of Membership include:

1. Maintaining Active Status
 - a. Ensuring timely payment of national dues
 - b. Updating contact information and communication preferences
2. Engaging Respectfully
 - a. Treating fellow members, volunteers, and partners with professionalism and respect
 - b. Following the Code of Conduct and supporting a culture of inclusion and integrity
3. Participating Actively
 - a. Attending chapter meetings and events as able
 - b. Voting in elections and lending input on important matters when asked
 - c. Contributing time, talent, and or resources in support of chapter goals (e.g., volunteering, committee service, or event participation)
4. Protecting Confidentiality & Brand Integrity
 - a. Respecting the confidentiality of chapter records, internal communications, and member data
 - b. Representing the chapter and association in alignment with its values and reputation

Failure to meet these responsibilities may result in limitations on participation, in accordance with National Membership Policies.

ARTICLE IV – OFFICERS

Section 1: Number of Officers

The officers of this organization that shall be elected by the membership are:

- * President
- * Vice President – Programming



- * Vice President – Operations
- * Treasurer
- * Corresponding Secretary
- * Recording Secretary
- * Financial Secretary

Administration has the flexibility to change the names and roles of the above officers to meet the chapter's operational needs.

Section 2: Qualification for office

- a) No person may be an officer of this organization if they are not current with respect to due and financial obligations to the National Black MBA Association and the Chicago Chapter.
- b) Candidates for the office of President shall have served on the Executive Committee of the organization for at least two (2) years prior to taking office.

Section 3: Term of Office

Beginning January 1st of the year following their election, the officer shall serve a two (2) year term.

Section 4: Officer Vacancy, Removal, Replacement

A vacancy in any officer position may occur due to resignation, removal, incapacity, or death.

a. Resignation:

Any officer may resign by submitting written notice to the President (or to the Executive Committee if the President resigns). The resignation shall be effective upon receipt unless a later date is specified.

b. Removal for Cause:

An officer may be removed from their position by a two-third vote of the full Executive Committee for any of the following:

- Failure to perform assigned duties or demonstrate competency in their role
- Violation of the bylaws, code of conduct, or fiduciary responsibilities
- Unexcused absence from three consecutive Executive Committee or General Membership meetings
- Conduct deemed detrimental to the Chapter or the National Association

The officer in question shall be provided with written notice at least 15 days prior to the meeting where the removal vote will occur. They shall have the right to respond to or appear before the Executive Committee prior to the final vote.



c. Interim Appointment and Replacement:

Once a vacancy is confirmed, the Executive Committee shall vote to fill the role in accordance with the procedures outlined below:

- For officer roles other than President: The Executive Committee may elect one of its current members to fill the vacancy.
- If no Executive Committee member is available or willing, the President may nominate a qualified member of the Chapter, subject to Executive Committee approval.
- For a Presidential vacancy: The Executive Committee shall appoint an interim President from among current officers. That individual shall serve until a special election or the next regular election, whichever comes first.

All replacements shall serve the remainder of the unexpired term. Vacant roles should be filled within 60 days whenever feasible.

Any officer removed from office must return all chapter property, files, and access credentials within 72 hours.

ARTICLE V – EXECUTIVE COMMITTEE

The elected officers, the immediate past president and the co-chairs of each standing committee all of whom must be current with respect to dues and financial obligation, shall serve as the Executive Committee of this organization. The Executive Committee shall have responsibility for the overall administration and operation of this organization.

The Executive Committee shall operate in accordance with the Chapter Affiliation Agreement and the Chapter Policies established by the National Black MBA Association.

The Executive Committee shall be responsible for providing strategic direction and oversight for the Chapter, including aligning programs, committees, and resources in support of the Chapter's mission and long-term objectives, consistent with National policy.

In addition to its administrative responsibilities, the Executive Committee may establish, appoint, or dissolve standing committees, ad hoc committees, or forces as needed to support the Chapter's strategic priorities. The scope and term of each committee or task force shall be documented in the meeting minutes or official resolutions. All such entities shall operate within the limits of the Chapter's bylaws and in alignment with National standards.

Advisors or past presidents may attend Executive Committee meetings as non-voting participants if approved by the committee.

ARTICLE VI – DUTIES OF OFFICERS

Section 1:



President

The PRESIDENT shall preside over all meetings of the membership and at all meetings of the Executive Committee, perform all other customary duties of a presiding officer and an ex-officio member of all committees, except the Nominating Committee.

- The President shall represent the Chicago Chapter before public and other forums.
- The President shall give an annual report at the first meeting each calendar year on the state of the organization.
- The President shall have the power to create task forces and appoint members to carry out the business of the organization.

Section 2: VP- Programming

The VICE PRESIDENT – PROGRAMMING shall serve in the absence or inability or refusal of the President to act and shall assist the President in the administration of the organization. He/she is specifically charged with ensuring that all standing committees under their purview are functioning effectively. The Vice President Programming shall also be responsible taking on special projects as delegated by the President of the Executive Committee.

Section 3: VP- Operations

–The VICE PRESIDENT- OPERATIONS is specifically charged with ensuring that all standing committees that are under his/her responsibility are functioning properly and that said committee is adequately staffed to perform their duties. He/she shall have authority with the approval of the President to appoint co-chairpersons to the standing committees for which they are responsible. The Vice President/Operations shall also be responsible for taking on special projects as delegated by the President, or Executive Committee.

Section 4: Recording Secretary

The RECORDING SECRETARY shall keep a permanent, bound record of the proceedings of the meeting of the membership and of the meetings of the Executive Committee, and shall make minutes of previous General Membership and Executive meetings available to membership

Section 5: Corresponding Secretary

The CORRESPONDING SECRETARY shall conduct the official correspondence of the organization, keep and preserve an accurate list of the names and addresses of the members



and notify the members by mail of the date and place of the meetings. They shall be responsible for the receipt and distribution of mail to the appropriate parties. With oversight by the President and Treasurer, he/she shall be responsible for ensuring timely communication to members and external stakeholders on behalf of the chapter.

Section 6: Treasurer

The Treasurer shall serve as the chief financial officer of the Chapter and is responsible for safeguarding the organization's financial health, managing risk, and supporting long-term fiscal sustainability. This includes maintaining accurate and complete records of all receipts, disbursements, and financial transactions; overseeing all bank accounts and financial instruments; and preparing regular financial reports for the Executive Committee, including monthly statements and budget-to-actual comparisons. The Treasurer shall lead the annual budgeting process and develop quarterly financial forecasts and scenario plans to inform strategic decision-making. They will advise the President and Executive Committee on matters related to spending, investment, reserves, and funding strategies, and ensure the Chapter remains compliant with nonprofit financial best practices, local regulations, and National Black MBA Association policies. No funds shall be disbursed without prior approval of the President or the Executive Committee, and all payments must be supported by appropriate documentation. While the Treasurer may recommend financial actions, they may not independently authorize or execute financial commitments without explicit approval from the President or Executive Committee. The Treasurer shall also support the annual audit or financial review process as required.

Section 7: Financial Secretary

The Financial Secretary shall support the Treasurer in maintaining accurate financial records and ensuring transparency in all monetary transactions. This role includes recording all receipts and income, including membership dues, donations, and program revenue; maintaining detailed logs of disbursements; and verifying that all payments are supported by proper documentation. The Financial Secretary is responsible for tracking incoming funds, preparing deposit records, and reconciling payment activity with the Treasurer. They shall assist in generating financial reports and may be asked to provide documentation or summaries during audits or financial reviews. The Financial Secretary does not authorize disbursements but plays a key role in monitoring financial transactions and maintaining internal controls in collaboration with the Treasurer.

All officers shall perform their duties in accordance with nonprofit governance best practices, applicable Illinois nonprofit laws, and the policies of the National Black MBA Association. Officers may not simultaneously serve as employees or directors of the National Association, according to National bylaws.



All officers and committee chairs shall ensure that digital files, shared drives, passwords, and official documents are maintained in accordance with the Chapter's digital governance policy and returned upon departure from role.

ARTICLE VII – MEETINGS

Section 1: Membership Meetings

- A. State of the Chapter Meeting to be conducted twice annually, January and October, to address the overall state of the chapter.
- B. During an election year meeting shall follow as outlined in Article 9.
- C. Any meetings requiring a vote of the membership, a quorum of the membership is required. A quorum shall be as defined by the governance committee.
- D. Eligibility to vote shall be based on membership status as of the date notice is sent or 10 days prior to the vote, whichever is earlier.
- E. A quorum for any regular or special membership meeting shall consist of at least 5% of financial members or 30 financial members, whichever is greater, as determined by the Governance Committee and based on the most recent certified membership roster.

Membership meetings may be held in-person, virtually, or in hybrid formats. Notice of meetings may be delivered electronically (email, member portal, or other digital means), in accordance with the member's contact preferences and applicable law. Meetings of the Executive Committee shall follow the general principles and procedures outlined in Robert's Rules of Order, unless modified by Chapter policy or agreement of the Committee.

Section 2: Special Membership Meetings

Special meetings of the organization may be called by the President on their own motion; or upon the written request of 20% of financial members present either in person or electronically, or a majority of the members of the Executive Committee. A quorum at any special membership meeting shall follow the same threshold outlined in Section 1 of this Article.

Section 3: Executive Committee Meetings

- a) Regular meetings of the Executive Committee of this organization shall be held at least once each month; the time and place to be set by the members of the Executive Committee.
- b) A quorum at a regular meeting of the Executive Committee shall consist of a majority of the voting members of the Executive Committee. Each elected officer shall have one vote. The Past-President and any appointed advisor(s) shall act as a resource and shall have no voting authority. Although each co-chair of a standing committee shall be a member of the Executive Committee, the committee shall have only one vote.
- c) Special meetings of the Executive Committee may be called by the President on his/her own motion or upon the written request of a majority of the members of the



Executive Committee. A quorum at a special meeting of the Executive Committee shall consist of 80% of the voting members of the committee.

ARTICLE VIII – STANDING COMMITTEES

The standing committees of the Chicago Chapter shall include, but are not limited to, the following:

1. Entrepreneurship & Small Business Committee

– Lead initiatives that support the development, growth, and sustainability of Black entrepreneurs, startups, and small business owners through programming, resource access, and visibility

2. Career & Professional Development

– General and specialized professional development
– Career advancement and leadership development programming

3. Community Outreach Committee

– Community-directed social awareness and service activities
– Educational partnerships and public engagement

4. Communications Committee

– Responsible for managing Chapter communications, including:

- **Newsletter Subcommittee:** Publishing member updates and program highlights
- **Public Relations Subcommittee:** Promoting events and representing the Chapter publicly

5. Education Committee

– Promote business education and career pathways for Black students in Chicagoland
– Engage secondary, undergraduate, and graduate institutions

6. Fund Development Committee

– Cultivate relationships with corporate sponsors and donors



- Support fundraising aligned with chapter programming and operations
- Serve as liaison for national fundraising efforts

7. Logistics & Programming Committee

- Coordinate venue selection, vendor management, and event logistics
- Support program planning for large-scale or signature events

8. Membership Committee

- Lead recruitment and retention efforts
- Conduct member surveys and maintain a skills inventory
- Manage membership drives and tracking

9. Scholarship & Awards Banquet Committee

- Plan and execute the Annual Scholarship and Awards Banquet
- Coordinate scholarships and honoree recognition

Committee Leadership and Oversight

Each standing committee shall be led by a Chair or Co-Chairs, as appointed by the Executive Committee. The co-chair model is preferred to foster shared leadership, ensure continuity, and build leadership capacity. The President may make interim committee chair appointments between Executive Committee meetings, subject to ratification by the Committee at its next regular meeting.

Committee leadership appointments shall be for a one-year term, with the option for reappointment. Terms should be staggered, when possible, to promote continuity and broaden engagement across the chapter.

All committee chairs or co-chairs must:

- Be financial members in good standing
- Submit regular updates to the Executive Committee
- Attend Executive Committee meetings as needed
- Maintain documentation of committee goals, progress, and deliverables
- Refrain from entering into any financial or contractual obligation on behalf of the Chapter without prior written approval from the Executive Committee



The Executive Committee may review, rotate, reassign, or dissolve committees and/or committee leadership annually to ensure alignment with strategic priorities and chapter needs.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1:

a. Term & Timing

All elected officers shall serve a two-year term beginning January 1 of the year following their election. Elections shall be held bi-annually, with voting concluding no later than August 31 during an election year.

b. Voting Method & Eligibility

Officer elections may be conducted by mail or secure electronic ballot, as determined by the Executive Committee and in accordance with best practices for nonprofit governance. Electronic voting must be conducted through a secure platform that maintains confidentiality and auditability.

Only financial members in good standing with the National Black MBA Association and the Chicago Chapter as of the record date are eligible to vote or be nominated for office.

No individual may serve more than two consecutive terms in the same officer position. After a one-term break, the individual may again be eligible for nomination for the same role.

Section 2:

- a) The General membership shall elect a nominating committee no later than May, during an election year. The committee shall consist of six members and include three of the executive Committee.

Section 3:

- a) The nominating committee shall report the name(s) of the candidate(s) interested in each office to the general membership by the end of June during an election year. Additional nominations may be made by written petitions signed by ten financial members who should be forwarded to the corresponding secretary on or before the last business day in June.

Section 4:

- a) If there is but one nominee for each office, the slate of officers shall be considered elected and the membership so informed by a mailing either physical or electronic and an announcement at the next General membership meeting.
- b) If there is more than one candidate for any office the corresponding secretary shall



prepare and mail a ballot to each financial member to be received no later than July.

Completed ballots may be returned to the chapter mailbox by August 31st. An election committee consisting of three members shall be elected at the May membership meeting and consists of two members, and one Executive Committee member, none of whom are slated for office. The results of the election shall be reported to the membership by a mailing and an announcement by October 1st.

- c) The official voting lists, tally sheets, and ballots shall be sealed and dated by the Election Committee and filed with the recording secretary who shall keep them until the next election and then destroy them.

ARTICLE X – AMENDMENTS

These Bylaws may be amended by a two-third vote of the Executive, subject to ratification by a majority of members present at the next membership meeting.

ARTICLE XI – PARLIAMENTARY PROCEDURES & CONFLICT RESOLUTION

Where there is conflict between these rules and National Policy, the National Bylaws shall prevail.

Revised: Dec 22, 2025