

BY-LAWS OF THE AFRICAN-AMERICAN EMPOWERMENT FUND OF DELAWARE

ARTICLE 1 - NAME, PURPOSE

- Section 1: The name of the organization shall be the **African-American Empowerment Fund of Delaware, or AAEFD**.
- Section 2: The **AAEFD** was formed to establish a legacy of leadership in promoting philanthropy to fund causes important to the education, social and economic empowerment of African American Delawareans. The initial goal of the **AAEFD** is to recruit 100 Founders who will pledge \$1,000 over five years to support our work and mission.

ARTICLE II - MEMBERSHIP

- Section 1: A "Founder" of AAEFD is a household unit who contributes \$1,000 over a maximum of five years to AAEFD, with at least \$100 payment toward the pledge completed.
- Section 2: A "Supporter" of AAEFD is a household unit who initially invests less than \$1,000 over a five year period, with at least \$100 payment toward the pledge completed.
- Section 3: A "Student" member of AAEFD is an individual age 25 or under who is currently enrolled as a part-time or full-time student, and has paid \$25.
- Section 4: To be a member of the Board of Directors for AAEFD, that individual must be a Founder.
- Section 5: To be a voting member of AAEFD, the individual must be a Founder or Supporter in good standing.
- Section 6: To work on a committee of AAEFD, that person must be a Founder, Supporter or Student member of AAEFD.

ARTICLE III - MEETINGS OF MEMBERS

- Section 1: Annual Meeting. The annual meeting shall be held in the first quarter of AAEFD's fiscal year (fourth quarter of calendar year). The specific date of the annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 2: Special Meetings. Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of the voting members may call a special meeting.

- Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail or email, not less than ten days before the meeting.
- Section 4: Fiscal Year: The fiscal year of the board shall be October 1st to September 30th.
- Section 5: These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provide a copy of the proposed amendments are provided to each Board member at least one week prior to said meeting.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the **AAEFD**. The Board shall have up to twenty-one, but no fewer than eleven, members. The board receives no compensation other than reasonable expenses.
- Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place. Agendas shall be provided at least two business days in advance.
- Section 3: Board Elections. The initial board elections shall be drawn from a slate of Founders who have contributed, or have made arrangements to contribute, \$1,000 to AAEFD by the annual meeting. Procedures outlined in Section 4 shall be modified for the first annual meeting and elections.
- Section 4: Election Procedures. The Nominating Committee shall be responsible for nominating a slate of representatives equal to one and a half times the number of elected representatives to be chosen each year, seeking to preserve the diversity and balance necessary to enable the **AAEFD** to provide policy guidance on the broad spectrum of traditionally African-American issues and concerns. In addition to the slate of nominees presented by the Nominating Committee, any representative may become a nominee by obtaining the signature of five percent of eligible AAEFD voters who move his or her nomination. Elections will be held at the annual meeting. The nominees receiving the largest number of votes on the ballot in the annual election shall be elected to those full term vacancies which exist.
- Section 5: County Representation. AAEFD shall have representation from each of the three counties of the state of Delaware – New Castle, Kent, and Sussex. There will be minimum requirements of participation from each county represented on the Board as follows:
- Eleven or fewer Board members: At least 3 Board members per county

- Twelve to Sixteen Board members: At least 4 Board members per county
- Seventeen to Twenty-One Board Members: At least 4 Board members per county

Section 6: Terms. All Board members shall serve three-year terms, but are eligible for re-election. However, no board member shall serve more than two consecutive three-year terms. The first Board will include members with one and two-year terms to begin staggered terms.

Section 7: Quorum. A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed. Passage of a motion requires a simple majority (i.e., one more than half the members present).

Section 8: Notice. An official Board meeting requires that each Board member be given written notice two weeks in advance. The use of email may constitute written notice.

Section 9: Officers and Duties. There shall be five officers of the Board, constituting the Executive Committee, consisting of a Chair, an Immediate Past Chair, a Vice-Chair, Secretary, and Treasurer. The officers shall be elected by the Board at the first fiscal quarter Board Meeting after the at-large members are seated. Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, shall appoint ad hoc committee chairs, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The **Immediate Past Chair** shall represent AAEPD in matters of community and public relations and serve as an advisor to the current Chair.

The **Vice-Chair** shall assume the duties of the Chair in case of the Chair's absence and will chair committees on special subjects as designated by the board.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget,

help develop fundraising plans, and make financial information available to Board members and the public.

The Chair shall identify a **Recording Secretary**, who shall be responsible for maintaining lists of Founders, Supporters and Student members in good standing.

- Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and Founders and Supporters by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.
- Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.
- Section 12: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

ARTICLE V - COMMITTEES

- Section 1: The Board may create ad hoc committees as needed. There shall be six standing committees - Executive, Finance, Communications, Grants, Nominating, Membership Development. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.
- Section 2: The five elected officers serve as the members of the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be from October 1st to

September 30th. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income.

Section 4: Communications Committee: The Communications committee is charged with handling all paper and electronic communications and public relations materials related to the AAEPD, both to the membership and the general public.

Section 5: Grants Committee: The Grants committee is charged with making recommendations to the Executive Committee regarding the AAEPD grant proposal criteria and letting and managing the Request For Proposals (RFP) process. The Grants Committee is also charged with establishing the grant proposal evaluation process, the award cycles and the award amounts.

Section 6: Nominating Committee. The Nominations Committee shall be appointed by the Board to represent diverse aspects of the African-American community. The Nominations Committee shall have three board members, with the Vice-Chairman as an ex-officio committee member. Committee members shall serve one year terms. The Committee shall be responsible for developing nominees for board elections, board committees, and planning for board training and leadership development.

Section 7: Membership Development Committee: The Membership Development Committee is charged with exposing the Delaware community to the mission of the AAEPD and providing opportunities to enlist new members from throughout the state. The Membership Development Committee has helped to launch the AAEPD by hosting small and large kick-off meetings and receptions throughout the State of Delaware, including multiple membership solicitation sessions in Sussex, Kent and New Castle Counties. Successfully establishing a statewide presence is vital, therefore, the Membership Development Committee has enlisted and shall include community, business and civic leaders from all parts of Delaware to serve as committee members and ambassadors for the fund and its mission. Additionally the Membership Development Committee shall host receptions and meetings for professional, business and community segments such as; doctors, lawyers, bankers, educators, clergy and community leaders.

ARTICLE VI - AMENDMENTS

Section 1: The ability to amend by-laws shall be voted on by the general body of Founders and Supporters during the Annual Meeting. Motions for amendment changes shall be sent to Founders and Supporters at least two weeks prior to the Annual Meeting for consideration.

ARTICLE VII - GOVERNANCE

- Section 1: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of AAEDFD to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
- Section 2: For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.
- Section 3: No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:
1. The interest of such officer or director is fully disclosed to the board of directors.
 2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
 3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
 4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

11/17/2009

Adopted: