



BYLAWS

An Ohio Not For Profit Corporation

Revised January, 2014

**BYLAWS
OF
100 BLACK MEN OF GREATER CLEVELAND, INC.
An Ohio Not for Profit Corporation**

**ARTICLE I
NAME AND GEOGRAPHIC AREA**

The name of this organization shall be "100 Black Men of Greater Cleveland, Inc." (hereinafter, the "Organization"). This name and phrase affiliated with "100 BLACK MEN OF AMERICA, INC." (hereinafter, the "National Organization") shall be carried on the letterhead and all official documents of the organization.

The geographical area served is interpreted to be that of greater metropolitan Cleveland, Ohio.

ARTICLE II
OFFICES

Section 1. PRINCIPAL OFFICE

The principle office for the transaction of the business of the Organization (“Principal Office”) is located at 27801 Euclid Avenue, suite 410, Cleveland, Cuyahoga County, Ohio 44132. The address of the principal office of the Organization may change from one location to another at the direction of the Board of Directors of the Organization.

Section 2. OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Organization is qualified to do business.

ARTICLE III
PURPOSES AND OBJECTIVES

The purpose for which the Organization has been formed, and the business and objectives to be carried on and promoted by it, are as follows:

A. **FORMATION.** The Organization has been formed under the laws of the State of Ohio for Corporations, Not for Profit, for the following public purposes, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Organization shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Organization shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people to vote.

B. **PURPOSE.** The purposes for which this Organization is formed are set forth in the Articles of Incorporation and in these Bylaws, as may be amended from time to time. The Organization is committed to youth mentoring, education, health and wellness and support for economic development. The Organization shall provide charitable service and support to other associations for the advancement of young men and women throughout Greater Cleveland, Ohio. Specifically, the Organization shall promote positive attitudes, encourage academic excellence and expose our youth to various opportunities for employment and career development.

C. **OBJECTIVES.** The objectives of the Organization shall be: to foster and promote the involvement of the members in civic and charitable endeavors through mutual cooperation, joint planning and organized execution; and to provide charitable service to the various communities of the membership so as to foster and promote the advancement of each such community.

D. **POWERS.** The Organization shall enjoy all powers granted to nonprofit corporations by the General Corporation laws of the State of Ohio, and the United States Internal Revenue Code. If, by reason of a change in Section 501(C) of the United States Internal Revenue Code, or otherwise, the carrying out of any of the said purposes of the Organization would cause the assets or income of the Organization to be subject to federal income tax, no further distributions shall be made for such nonexempt purpose or purposes. The Organization shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above; and no member shall make use, or attempt to authorize anyone else to make use, of the Organization's or the National Organization's '100 Black Men' name or logo without prior approval of the Organization or the National Organization.

ARTICLE IV **DEDICATION OF ASSETS**

The properties and assets of this nonprofit Organization are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Organization, on dissolution or otherwise shall inure to the benefit of any private person or individual or any member or Director of the Organization. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that said organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code § 501(C)(3).

ARTICLE V **MEMBERSHIP**

Section 1. QUALIFICATIONS

Any person 21 years of age or older, of good character, dedicated to the purposes of the Organization shall be eligible for Regular Membership.

Section 2. CLASSIFICATION

There shall be two classes of membership in the Organization: Regular, and Associate.

Regular Membership is the standard class of membership in the Organization for all members in good standing who fulfill their financial and participatory requirements, as may be determined from time to time.

Associate Membership is a class of membership in which individuals who want to be members in good standing and support the Organization in a financial way but whom, by virtue of their schedule and obligations will not be able to honor the participation requirements of Regular Membership.

The National Organization may confer Honorary Membership upon any individual who exemplifies the purposes of the Organization. Honorary Members are not entitled to vote as part of the general body and shall not be included in establishing a quorum hereunder.

Section 3. MEMBERS IN GOOD STANDING

A. A Regular Member shall be considered a member in good standing in the Organization so long as all of the following are true:

- 1) seventy percent (70%) of the membership present at an official meeting of the Organization has accepted the member's application for membership;
- 2) the member has made payment of initiation fees, dues and late fees as may from time to time be fixed by the Board of Directors, Membership Committee or the membership;
- 3) the member has verified that in the twelve (12) months prior to his application or his membership anniversary, he has performed at least twelve (12) hours of uncompensated volunteer service; and
- 4) the member regularly attends meetings and functions sponsored by the Organization in order to be an active participant in the workings of the Organization. Any member, who is absent from three (3) consecutive meetings without good and significant reason, after consideration and recommendation by the Board of Directors, may lose good standing status by a majority vote of the members at the next regular meeting.

B. A member who, for nonpayment of dues or lack of participation, becomes inactive and loses good standing must pay a \$50.00 reactivation fee in addition to the membership fees owed during current membership year and then may be considered to be a member in good standing again. If member becomes inactive, he is not allowed to attend any member meetings, general meetings or board meetings until his member status is re-activated by payment of dues and re-activation fee, along with a recommendation from the membership committee chairman.

A Member becomes INACTIVE when he has failed to pay his membership dues for the previous year and fails to pay his membership dues by March 31 of the current year.

Section 4. ELECTION OF MEMBERSHIP

At a time specified by the Board of Directors at the recommendation of the Membership Committee, not less than one time or more than four times per calendar year, the Organization shall announce the beginning of a new member intake period. Within thirty (30) days of said announcement, each person being proposed for membership shall be required to submit his application to the Membership Committee. Within thirty (30) days of such submission, the Membership Committee shall submit its recommendations, as a slate, for approval by the membership. Seventy percent (70%) of the membership present at a regularly called meeting must approve of the prospective members, either as a slate or individually, for membership to be conferred thereon. The membership shall elect new members only at specified meetings. There shall not be elected at any such election meeting more new members than constitutes fifteen percent (15%) of the number of members in good standing immediately prior to the election, unless this provision is waived by one third (1/3) vote of the members in good standing. Procedures regarding the new member intake period shall be recommended by the Membership Committee to the Board of Directors for approval and adoption.

Section 5. DUES, FEES AND ASSESSMENTS

Each prospective member shall pay an initiation fee, which shall consist of an application fee and a criminal background check fee. Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, annual dues in amounts to be fixed from time to time by the Board of Directors and approved by the members in good standing. The dues and fees of membership may be modified for those members who have maintained good financial standing for five consecutive years.

Section 6. TERMINATION OF MEMBERSHIP

Membership shall be automatically terminated upon death or resignation. Furthermore, membership shall be terminated if the Board of Directors by a majority vote determines that a member ceases to meet the qualifications or obligations set forth in these Bylaws, or has engaged in action or conduct detrimental to the best interests of the Organization.

ARTICLE VI
MEETING OF MEMBERS

Section 1. REGULAR MEETINGS

There shall be held regular membership meetings of the Organization at such time and frequency as shall be determined by the Board of Directors.

Section 2. ANNUAL MEETING

The Annual Meeting of the members shall be held every year during the third week of January or at such date and at such time in the month of January as shall be fixed by the Board of Directors with notice as set forth in Section 4 below. The Annual meeting's purposes shall be for the election of the slate of officers for the upcoming year, an end of the year report on the organization's operation and activities for the preceding year and the transaction of such other

business as may properly come before the meeting. If, for any reason, the slate of officers is not elected at the Annual Meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as is convenient. At any such meeting, the members may transact any other business with the same effect as at any Annual Meeting.

Section 3. SPECIAL OR EMERGENCY MEETINGS

A special or emergency meeting of the membership may be called at any time by the Chairman, by order of the Board of Directors or by one-third (1/3) of the members, and proper notice shall be given to members in accordance with Section 4 below.

Section 4. NOTICE OF MEETINGS

Notice of each meeting of members, be it the Annual Meeting, regular, special, emergency or any other type of meeting, shall be served personally, electronically, or by regular mail upon each member in good standing, not less than seven (7), nor more than thirty (30) days before such meeting. If mailed, such notice shall be addressed to each member entitled to vote at his address as it appears on the books and records of the Organization. When mailed, such notice shall be deemed served upon its delivery to the United States Postal Service. If sent electronically, such notice shall be deemed served when it is sent successfully.

Section 5. AGENDA OF ANNUAL MEETING

The purpose for which the Annual Meeting is held shall be in accord with the following agenda and order of business:

- (a) Minutes of previous meeting;
- (b) Report of Treasurer;
- (c) Report of the Chairman and/or Executive Director;
- (d) Report of the Nominating Committee;
- (e) Nominations and Elections of Officers and Board of Directors (f) Other business specified in the notice of the meeting; and (g) New business

Any one or more members entitled to vote, may request, in writing addressed to the Secretary, not less than forty five (45) days before the Annual Meeting, to be included on the Agenda any business that may properly come before the meeting.

Section 6. VOTING

Each member in good standing present at any meeting shall be entitled to vote. No member shall vote or act by proxy. The Board of Directors may fix in advance a date, not more than twelve (12) days prior to the date of any meeting of members, as a record date for determining which members are members in good standing entitled to vote. If no date is so fixed, any person who becomes a member and fulfills the obligations set forth in Article V, Section 2, at least seven (7) days before a meeting of members is convened, shall be entitled to vote. Votes may be cast by voice or ballot, provided that any election of Officers may be by ballot, if demanded by any member in good standing before the voting begins.

Section 7. QUORUM

At any regularly scheduled meeting of the membership, a quorum shall consist of twelve (12) members or one-fourth (1/4) of the membership, whichever is less. For the purpose of the Annual Meeting, or any special meeting of the members, a quorum shall consist of seventeen (17) members or one-third (1/3) of the membership, whichever is less. In the absence of a quorum at any meeting or adjournment thereof, any Officer entitled to preside or act as Secretary may adjourn the meeting. At any such adjourned meeting, any business may be transacted which might have been transacted at the originally scheduled meeting, provided a quorum is present for the purposes of voting.

ARTICLE VII
BOARD OF DIRECTORS

The property and affairs of the Organization shall be managed and controlled by a Board of Directors, which shall consist of the officers, standing committee chairs and at-large members, the exact number of which is to be fixed at the Annual Meeting by the membership.

The business of the Organization may be administered by an operating officer, i.e. Executive Director, appointed by the Board of Directors and by other employees hired by the Board of Directors. The Board of Directors may fix reasonable compensation for the Executive Director of the Organization and/or any staff persons.

Section 1. MEMBERSHIP

The Board of Directors shall initially consist of those members of the Organization, in good standing and residents of the greater metropolitan area of Cleveland, Ohio who are: (1) elected by the membership at the Annual Meeting to hold the offices of Chairman, Vice-Chairman, Secretary, Director of Finance, Director of Development and Director of Programs; (2) eight members elected at-large by the membership; and (3) those members appointed by the Chairman to chair the standing committees specifically listed in Article IX, Section 1 herein. All appointments to the Board must be approved by a majority vote of the membership at the regularly scheduled Membership Meeting immediately following the Annual Meeting or their date of appointment.

Section 2. ELECTION AND TERM OF OFFICE

The Nominating Committee shall make nominations for members of the Board of Directors as hereinafter provided. The term of service of an at-large member of the Board of Directors shall be two (2) years. In no event shall an at-large Board member serve more than two (2) full terms. A Board member originally elected to complete an unexpired term may be elected to no more than two (2) consecutive full terms in addition to the original term served as an interim Board member. One half of the Board members elected to at-large terms, plus or minus one, shall be elected annually.

A Board Member shall continue to hold office until his successor is elected or appointed and eligible to serve.

Section 3. INCREASE IN THE NUMBER OF BOARD MEMBERS

In the event of any increase in the number of Board Members, by majority vote at an Annual Meeting or as a result of a revision of the Articles of Incorporation or in these Bylaws, the members of the Organization at a regular or special meeting shall elect the additional Board Members.

Section 4. VACANCIES

Any vacancy on the Board of Directors caused by death, resignation, removal, inability to act, or by any other cause, may be filled for the unexpired portion of the term, by vote of a majority of the members at the next regular meeting of the members. Notice to the members, as required in Article VI, Section 4, shall apprise members of the special election.

Section 5. MEETING OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at least four (4) times a year at a time and place to be designated by the Board.

Section 6. NOTICE OF MEETING

Notice of each meeting of the Board of Directors, setting forth the date, time and place thereof, shall be given to each Board member electronically, or by mailing to his last known address at least seven (7) days before the meeting, or by telephoning or delivering the notice to him personally at least three (3) days before the meeting.

Section 7. SPECIAL MEETINGS

Special Meetings of the Board of Directors shall be held at the call of the President or Chairman, or upon the written request of one-fourth (1/4) of the Board Members. The meeting notice shall specify the business to be considered at such meeting, and no other business may be conducted. The same rules apply as to quorum as apply to regular meetings of the Board of Directors.

Section 8. QUORUM

At any meeting of the Board of Directors, one-third (1/3) of the Board Members in office shall constitute a quorum, but less than a quorum may adjourn such meetings from time to time until a quorum is present. Except as otherwise provided in these Bylaws, any business may be transacted at any meeting of the Board of Directors at which a quorum is present and the act of a majority of a quorum of directors present at a meeting shall constitute the act of the Board of Directors.

Section 9. MEETING ATTENDANCE/ABSENCE

Board Members shall attend meetings in order to be active participants in the working of the Board of Directors. Any Board Member who is absent from three (3) consecutive meetings without good and sufficient reason, after consideration and recommendation by the Board, may

be removed from the Board of Directors by a majority vote of the members at the next regular meeting.

Section 10. REMOVAL

Any member of the Board of Directors may be removed for cause, including incapacity to act, by vote of the Board of Directors or by vote of the members in good standing at any regular meeting, provided there is quorum of not less than a majority present at the meeting at which such action is taken.

Section 11. DUTIES AND RESPONSIBILITIES BOD

The duties and responsibilities of the Board of Directors shall be:

- (a) To preserve and protect the Organization's legal and corporate existence;
- (b) To establish policies and programs which are in accord with the wishes of the membership;
- (c) To provide continuity of relationship between the Organization and the National Organization;
- (d) To establish such standing committees, subcommittees, special committees and special task forces as may be necessary to carry out the programs of the Organization; and
- (e) To do such other things, exercise such other rights and discharge such other responsibilities as shall be necessary to further the purpose of the Organization.

**ARTICLE VIII
OFFICERS**

Section 1. GENERAL

The officers of the Organization shall be Chairman, Vice Chairman, Secretary, Director of Finance, Director of Programs and Director of Development, and such other officers deemed necessary and desirable.

Section 2. ELECTION AND TERM OF OFFICE

The officers shall be elected by the membership at the Annual Meeting, nominations having been made by the Nomination Committee. Officers shall serve terms of two (2) years; and until their successors are elected and have been qualified. Officers shall not hold the same office for more than two (2) consecutive terms.

Section 3. CHAIRMAN

The Chairman shall have general charge of the affairs of the Organization, shall preside at the regular, special or emergency meetings of the membership, as well as the meetings of the Board of Directors. He shall perform such other duties as are provided in these Bylaws, and, in addition thereto, as the Board of Directors may from time to time determine. The Chairman shall be a member of all committees, and the immediate Past-Chairman shall be an ex-officio member of the Board of Directors.

Section 4. VICE CHAIRMAN

At the request of the Chairman, or in the event of his absence or disability, the Vice Chairman shall perform any and all duties of the Chairman. The Vice-Chairman shall be the Chairman – Elect and succeed the Chairman in office.

Section 5. SECRETARY

The Secretary shall keep a record of the names and addresses of all members and shall issue all notices of the Organization thereto. All legal powers vested in the position of “Secretary” under the Ohio Not for Profit Corporation Act and all other federal, state or local laws shall be the duty and responsibility of the Secretary.

The Secretary shall transcribe the minutes of all regular or special meetings of the Organization and maintain them for inclusion in the Organization’s official corporate books and records.

Section 6. DIRECTOR OF FINANCE

The Director of Finance shall receive, record, deposit, invest and disburse the funds of the Organization, subject to these Bylaws. The Director of Finance is authorized to open bank account(s) in the name of Organization. All checks, drafts and orders for payment of money by the Organization, or withdrawals from said account(s) shall require the signature of at least two (2) officers of the Organization. The Board of Directors by resolution may designate any other officer to have the power to sign the same instead of or in addition to the Director of Finance and Chairman. The Director of Finance shall include in his report at each general body meeting, a written statement on the balances of the Organization’s account(s).

All expenses that can be properly planned and anticipated shall be presented to and approved by a majority of the membership at a regular meeting prior to disbursement. The Chairman shall have the discretion to direct the Director of Finance to make emergency disbursements when obtaining approval of the membership-at-large is impractical. Emergency expenses equal to or less than Two Hundred Fifty Dollars (\$250.00) shall be disbursed by the Director of Finance solely at the direction of the Chairman; however, the Chairman shall present and defend said expense(s) to the general body at the next scheduled meeting.

In the event the Chairman directs the Director of Finance to make an emergency disbursement that exceeds Two Hundred Fifty Dollars (\$250.00) or make multiple emergency disbursements to related parties or for a related cost that the Director of Finance reasonably determines to violate the intent of these provisions, the Director of Finance shall immediately notify the Secretary of

the Chairman's request. The Secretary shall, within 24 hours, personally contact and obtain approval from a majority of Board of Directors before authorizing the Director of Finance to disburse said amounts. Otherwise, the Chairman may call a special meeting of the Board of Directors as provided in Article VII, Section 7, except that a majority of all Board Members must be present and vote in the affirmative to approve said disbursement.

Section 7. DIRECTOR OF DEVELOPMENT

Director of Development shall be responsible for the development of all policies affecting the fundraising thrusts of the chapter. He will oversee the execution and delivery of chapter development projects. He will work with the Chairman and Executive Committee to adhere to financial goals via chapter budget.

Section 8. DIRECTOR OF PROGRAMS

The Director of Programs shall be responsible for the development of all policies affecting chapter programs and projects. He shall ensure chapter participation in National programs and projects. He will oversee and facilitate the delivery of chapter programs and projects in each of our four programming areas.

ARTICLE IX
COMMITTEES

Section 1. STANDING COMMITTEES

In addition to such other committees as the Board of Directors may authorize or appoint from time to time, there shall be the following standing committees: Mentoring Committee, Education Committee, Health and Wellness Committee, and Economic Development Committee. All committee chairs shall be members in good standing and shall be appointed by the Chairman, however, once elected to the Board of Directors as provided in Article VIII, committee chairmen may only be removed as specified in Article VII, Section 10. Membership on standing or ad hoc committees of the Organization is not limited to members in good standing.

Section 2. Executive Committee

There shall be an Executive Committee of the board comprised of the Chairman, the Vice Chairman, the Director of Finance, the Director of Development, the Director of Programs, the Secretary, the Immediate past Chairman and the COO and one (1) at-large member, one of whom must be a member of the board.

The Executive Committee shall serve for a term of two (2) years and be empowered to manage the business affairs of the Corporation subject to these Bylaws, the Articles of Incorporation, and the Ohio Nonprofit Corporation Code. The Chairman shall preside over all meetings of the Executive Committee. Each member of the Executive Committee shall be required to attend and participate in all Board meetings and Executive Committee meetings of the Corporation.

Executive Committee meetings will be monthly. Failure of an Executive Committee member to attend two consecutive mandatory meetings shall result in his loss of voting privileges until reinstated by vote of the Board or the Executive Committee. The Executive Committee may seek the removal of any member of the Executive Committee who consistently fails to attend mandatory meetings.

Section 3. NOMINATING COMMITTEE

The Board of Directors shall appoint a Nominating Committee each year; however such committee shall not be a standing committee.

The duties of the Nominating Committee shall be to: (1) Solicit from the membership nominations for election of the Officers and to the Board of Directors of the Organization before the Annual Meeting; (2) Conduct the election, tally the votes and certify the results; and (3) Serve as the final arbiter of any disputes regarding the election process.

**ARTICLE XI
MISCELLANEOUS**

Section 1. FISCAL YEAR

The fiscal year of the Organization shall be January 1st through December 31st of each year or as otherwise set by the Board of Directors and approved by the Membership.

Section 2. AUDIT

The financial transactions of the Organization and its books and accounts shall be reviewed or audited annually by the independent certified public accountant selected by the Board of Directors.

Section 3. INSURANCE AND BOND

The Organization shall maintain a policy of Directors and Officers Insurance to indemnify the officers and members of the Board of Directors from personal liability arising out of the performance of their duties. The Board of Directors may require the Treasurer, Financial Secretary or any other officer, or employee of the Organization to give a bond for the assurance of the faithful discharge of his duties in such amount and with such surety as the Board shall specify.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

The proceedings and business of this Organization shall be governed by Robert's Rules of Order, newly revised, in all cases in which they are not inconsistent with these Bylaws and the Bylaws of the National Organization, unless otherwise provided by the Board of Directors.

