

Constitution & Bylaws of Black Connect, Inc.



November 2019

CONSTITUTION & BYLAWS OF BLACK CONNECT, INC
TABLE OF CONTENTS

		Page
ARTICLE I	NATIONAL NAMES	1
ARTICLE II	OBJECTIVES	2
ARTICLE III	OPERATIONAL STRUCTURE	2
	1. (Sections)	2
	2. (Regions).....	2
	3. (Official Publication)	2
	4. (Official Fundraising Arm)	3
	5. (Intellectual Property).....	3
ARTICLE IV	MEMBERSHIP	3
	1. (Qualifications)	3
	2. (Categories of Membership)	3
	3. (Indemnification).....	4
ARTICLE V	GOVERNANCE	5
	1. (Board of Directors)	5
	2. (Composition)	6
	3. (Qualifications).....	6
	4. (Term of Office)	6
	5. (Compensation).....	7
	6. (Meetings).....	7
	7. (Vacancies)	8
	8. (Board of Advisors).....	8
ARTICLE VI	OFFICERS	8
	1. (Composition) ...	8
	2. (Qualifications).....	8
	3. (Term of Office)	8
	4. (Vacancies)	9
	5. (Officers Pro Tem)	9

TABLE OF CONTENTS
(continued)

	Page
ARTICLE VII	DUTIES OF OFFICERS9
	1. (President)9
	2. (Vice-President) 9
	3. (Executive Director)9
	4. (Treasurer)10
	5. (Secretary)10
ARTICLE VIII	COMMITTEES OF THE BOARD OF DIRECTORS10
	1. (Executive Committee)10
	2. (FeverPitch Committee)12
	3. (Audit Committee)12
	4. (Convention Planning Committee)12
	5. (Finance Committee)13
	6. (Awards Committee)14
	7. (Legal Committee)14
	8. (Membership and Sections Committee)14
	9. (Advocacy and Policy Committee)15
	10. (HBCU Committee)16
	11. (Fraternal Order Committee)16
	12. (Public Relations Committee)16
ARTICLE IX	CONVENTION17
	1. (Purpose of the Convention)17
	2. (Board of Directors Ratification of Convention Resolutions) ...17
	3. (Representation)17
	4. (Election of Delegates)18
	5. (Participation by Delegates)18
	6. (Convention Registration)18
	7. (Chairman of Plenary and Legislative Sessions)18
	8. (Convention Agenda)18
	9. (Structure of Convention)19
	10. (Resolutions Committee)19
	11. (Time and Place Committee)21
	12. (Credentials Committee).....21
	13. (Rules Committee)21

TABLE OF CONTENTS
(continued)

		Page
	14. (Annual Elections Supervisory Committee)	22
	15. (Nominations Committee)	22
ARTICLE X	EXPULSION, SUSPENSION OR REMOVAL OF OFFICERS AND MEMBERS	23
	1. (Removal of Elected Officers and Members of Board of Directors)	23
	2. (Removal of Officers of Sections)	23
	3. (Removal of Members)	24
	4. (Automatic Revocation of Membership)	24
	5. (Filing of Complaint)	24
	6. (Notice of Complaint and Answer)	25
	7. (National Office Review and Investigation)	26
	8. (Hearing Procedure)	26
	9. (Notice of Findings and Action of the Board of Directors)	26
	10. (Action by the Board of Directors).....	26
ARTICLE XI	SUSPENSION AND REVOCATION OF CHARTER	27
ARTICLE XII	INDEMNIFICATION	27
	1. (Persons Covered).....	27
	2. (Limitation; Notice).....	27
ARTICLE XIII	ANNUAL MEETING	28
ARTICLE XIV	NOTICE TO MEMBERSHIP	28
ARTICLE XV	SEVERABILITY OF PROVISIONS	28
ARTICLE XVI	AMENDMENTS	28
	1. (Board of Directors)	28
	2. (General Membership)	28
ARTICLE XVII	RATIFICATION	29
ARTTICLE XVIII	DISSOLUTION	29
ARTICLE XIX	CORPORATE EARNINGS	29

**CONSTITUTION OF
BLACK CONNECT, INC**

PREAMBLE

Black Connect, Inc., hereinafter referred to as “Black Connect” or the “Organization,” was founded on the principles of self-determination, and economic freedom, equality and dignity for African -Americans and all people of the African diaspora.

Members of Black Connect believe in tearing down silos and building ecosystems that facilitate self-reliance, economic independence, and self-sustaining Black communities.

PURPOSE

Black Connect, Inc. is a non-profit subsidiary of 3rd Party Media, Corp., organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

BLACK CONNECT VISION STATEMENT

The vision of Black Connect is that Black owned businesses will exist in sufficient numbers to provide for any and all needs of Black consumers and the Black community at large.

BLACK CONNECT MISSION STATEMENT

The mission of Black Connect is to eliminate the racial wealth gap in America by increasing the number and growth rate of Black-owned businesses.

FOUNDERS

Black Connect was founded by Angela R. Majette and Marshawn K. Dickson, Jr., and incorporated on June 3, 2019 in the State of Florida.

**BYLAWS OF
BLACK CONNECT, INC.**

**ARTICLE I
NATIONAL NAMES**

The legal name of this Corporation shall be Black Connect, Inc. The Organization may be referred to as Black Connect or BC.

**ARTICLE II
OBJECTIVES**

The principal objectives of the Organization shall be to launch and support Black-owned businesses; to remove all barriers to entrepreneurship and business ownership; to seek enactment and enforcement of federal, state and local laws that facilitate the Organization's objectives; to inform the public of the importance of supporting Black-owned businesses; to educate persons on entrepreneurship and business ownership; and to take any other lawful action in furtherance of these objectives, consistent with Black Connect's Articles of Incorporation and this Constitution.

**ARTICLE III
OPERATIONAL STRUCTURE**

1. (Sections)

Black Connect shall consist of duly organized Local Chapters, College Chapters, and Regions, (hereinafter collectively referred to as "Sections," as described in the Bylaws for Sections), that are chartered by the Board of Directors of the Organization and in good standing according to the policies and procedures determined by the Board of Directors from time to time.

2. (Regions)

The Organization shall be divided into five (5) geographical Regions as set forth in Article IX(9)(a) of this Constitution for the purpose of electing representatives to the Board of Advisors and to various committees of the Annual Convention & Expo. These Regions shall be in legislative session at the Annual Convention only.

3. (Official Publication)

The Organization shall have an official publication known as *Game Changer*. It shall be published a minimum of two times per year.

4. (Official Fundraising Arm)

At the discretion of the Board of Directors, the Organization may establish an official fundraising arm, which shall known as the Black Connect Foundation.

5. (Intellectual Property; Black Connect Trademarks)

- a. Black Connect Trademarks. Personal use of Black Connect’s Trademarks or Service Marks is prohibited. No Section or member (including member entities) may use the Black Connect name or any of its trademarks in conjunction with any person or entity on any product, without the express written authorization of the President.
- b. Black Connect Logo and Letterhead. Personal use of the Black Connect logo and letterhead is prohibited. No member shall use the Black Connect logo or letterhead in conjunction with any entity; on any product, without express written authorization of the President.

**ARTICLE IV
MEMBERSHIP**

1. (Qualifications)

Any person in accord with the principles and policies of the Organization may become a member with the consent of the Board of Directors. Such person shall become a member by agreeing to abide by the rules and policies of the Organization and the decisions of the Board of Directors and by paying in advance the annual membership fee established by the Board of Directors.

2. (Categories of Membership)

The Board of Directors shall have the power to create or discontinue categories of membership and establish such membership fees as it may deem desirable from time to time, and to issue appropriate certificates of membership.

3. (Rights of A Member)

The rights of all members not affiliated with are section are as follows:

- a. Every person accepted into membership of Black Connect and in good financial standing shall be entitled to a digital or hardcopy membership certificate, digital or hardcopy membership card, access to Constitution & Bylaws, wear the official pin, receive the Organization’s official publication(s), attend meetings of the Organization that are open to members, and share in other privileges that may be hereafter granted by the Organization.

- b. Payment of annual, national, regional, and/or local chapter assessments shall be prerequisites to good financial standing.
- c. Good financial standing is a prerequisite to holding office and participating in the Organization's non-public, members only functions.
- d. An active member shall be defined as a member in good financial standing at the nationals and local levels.

The rights of members of Sections shall be set forth in the Bylaws For Sections of Black Connect, Inc.

All Founders shall hold life membership in Black Connect, Inc. with the right to vote in Board sessions and shall be exempt from paying national, regional, and/or local membership dues.

4. (Indemnification)

A member who commences or assists in the commencement of any external action, suit or proceeding (whether civil, criminal, administrative or investigative) against the Organization or any Section thereof, or against any director, officer, employee or member of the Organization or Section thereof with respect to matters concerning the internal operations of the Organization, violates the policy of the Organization and shall have his or her membership automatically revoked under such processes as the Board of Directors may establish.

A member or Section that commences any external action, suit or proceeding against the Organization or any Section thereof, or against any director, officer, employee or member of the Organization or any Section thereof with respect to matters concerning the internal operations of the Organization, shall indemnify the Organization, the Section, and all directors, officers, employees and members of the Organization and Section, for all costs and attorney fees incurred in connection with defending against such external action, suit or proceeding, irrespective of the outcome of such action, suit or proceeding. In any action brought by the Organization to recover such costs and attorney fees, the member or Section involved consents to the personal jurisdiction of any state or federal court in Hillsborough County, Florida, and agrees that any litigation concerning the recovery of such costs and attorney fees shall be brought in a state or federal court in Hillsborough County, Florida.

[THIS AREA LEFT INTENTIONALLY BLANK]

**ARTICLE V
GOVERNANCE**

1. (Board of Directors)

The management and governance of the Organization shall be vested in a Board of Directors (“Board”). Without limiting the foregoing, the Board of Directors shall have full power and authority to:

- a. Establish all major administrative and other policies governing the affairs of the Organization.
- b. Designate and/or elect all officers of the Organization.
- c. Fill all vacancies in the offices of the Organization and unexpired terms of the Board of Directors as specified in Section 7 of this Article.
- d. Acquire, own, manage, invest, operate, and dispose of property, both real and personal, stock, certificates and securities or otherwise, in the name of the Organization.
- e. Create Standing Committees as prescribed in Article VIII of this Constitution.
- f. Create and dissolve such special committees of the Board of Directors as it considers advisable to carry out the purposes of the Organization. Such special committees deemed no longer necessary shall be dissolved.
- g. Create from time to time such regions, divisions, departments or bureaus of the Organization as it may deem advisable to carry out the objectives of the Organization.
- h. Establish such Sections of the Organization in such places and under such conditions as it sees fit. Each Section shall be administered under a charter granted to it by the Board of Directors and in accordance with this Constitution.
- i. Establish and enforce such personnel rules and policies as may be required for the successful administration of the Organization.
- j. Set membership fees and categories of membership.
- k. Have the power and jurisdiction of all Sections and members of the Organization.
- l. Establish such fees as may be required for specific programs and services,

conferences, events, and publications.

- m. Cause an Annual Convention to be held at such time and place as it may designate and consider resolutions adopted therefrom.
- n. Cause an annual meeting of the Board of Directors to be held in accordance with this Constitution.
- o. Perform such other acts as may be necessary to carry out the responsibilities and duties imposed on it by this Constitution.

2. (Composition)

The Board of Directors shall consist of a minimum of three (3) members and shall not exceed five (5) members. A representative of Black Connect's parent corporation, 3rd Party Media Corp. and the Founders of Black Connect, Inc., shall have a permanent seat on Black Connect's Board of Directors. 3rd Party Media Corp. has the right to appoint the board of directors of Black Connect and to remove directors without cause at any time, and the right to approve any amendments. The Executive Director of the Organization shall serve as an ex-officio member of the Board of Directors.

3. (Qualifications)

Any member in good standing with the Organization, who has been a bona fide member for at least two years prior to the date application is made, and who has not been an employee of the Organization or any of its Sections during the two-year period prior to the date nominations are made shall be eligible to serve on the Board of Directors. The two year membership requirement is waived until December 31, 2022.

4. (Term of Office)

- a. All directors except Founders and 3rd Party Media Corp. shall serve one-year terms. No member may serve for more than four (4) consecutive one-year terms; any member who has served for four (4) consecutive terms shall not be eligible to serve as director until one year following the expiration of his or her fourth (4th) consecutive one-year term.
- b. A director otherwise ineligible under par. 4(a) may apply and be appointed to the Board of Directors.
- c. If a director is a member of a College Chapter and graduates, transfers, or leaves college during his or her term of office, he or she may complete the term.

5. (Compensation)

The Directors shall serve without compensation but may be reimbursed for necessary out-of-pocket expenses at the discretion of the Board of Directors. Founders may receive an honorarium for personal appearances.

6. (Meetings)

- a. *Regular Meetings.* There shall be four regular meetings annually of the Board of Directors at a place designated by the Board of Directors to be held on *the third Saturday in January, the third Saturday in May, the third Saturday in September*, or such other times as decided from time to time by the Board of Directors, and on a day during the Annual Convention, as designated by the Board of Directors at a place as may be decided by the Board of Directors. Regular meetings of the Board of Directors shall be closed and will include only Board members and such other non-Board members as the Board may expressly invite.
- b. *Special Meetings.* A special meeting of the Board of Directors *may* be called by 3rd Party Media Corp. or the President at any time and *shall* be called by 3rd Party Media Corp. or the President and held within fourteen (14) calendar days after receipt of a written demand from the majority of the Board of Directors. The purpose of such meeting must be stated in the demand and in the notice thereof, and the business transacted in the meeting shall be limited to the purpose so stated. Special meetings of the Board of Directors shall be closed and will include only Board members and such other non-Board members as the Board may expressly invite.
- c. *Notice.* The President of the Board of Directors shall give the members of the Board of Directors at least thirty (30) calendar days written notice of its regular meetings and three (3) business days written notice of any special meeting.
- d. *Quorum.* The presence of one-half (½) of the voting membership of the Board of Directors shall constitute a quorum and the act of a majority of the voting members present at a meeting at which there is a quorum shall be the act of the full membership. In absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the voting members present without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.
- e. In the event that the provisions herein do not address a specific procedural question during any Board meeting, the latest edition of *Robert's Rules of Order* shall apply.

7. (Vacancies)

Any vacancy occurring during the year among those directors appointed to the Board of Directors may be filled at the discretion of 3rd Party Media Corp. at any regular meeting of the Board of Directors, provided thirty (30) calendar days notice is given to the Board of Directors membership that such action is to be taken at such meeting. The person so appointed shall serve for the balance of the unexpired term.

8. (Board of Advisors)

The Board of Advisors shall be individuals appointed by the Board of Directors and when possible, shall include at least two (2) members of Local Chapters from each Region and two (2) members of College Chapters from each Region. Non-members of the Organization may be appointed to the Board of Advisors. An appointment to the Board of Advisors does not confer voting rights. Members of the Board of Advisors serve in a volunteer capacity and are not compensated

ARTICLE VI

OFFICERS

1. (Composition)

The Officers of the Organization shall include a President (Chair) of the Board of Directors, a Vice-President (Vice-Chair), a Treasurer, a Secretary, and an Executive Director who shall serve in the capacity of the chief executive officer of the Organization (hereinafter, "Executive Director"), and such other officers as the Board of Directors from time to time may designate and elect.

2. (Qualifications)

The President must be a member of the Board of Directors. These Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors after the Annual Meeting. Officers required by law to give bonds shall not assume the duties of said office until such bonds are duly approved by the Board of Directors.

3. (Term of Office)

The President, Vice President, and Treasurer shall be elected for a term of two (2) years, unless the Board of Directors shall, by resolution passed at the time of the particular election, order a shorter term. No member shall hold more than one office at a time. All of these Officers shall take office immediately after their election, and they shall serve their respective terms of office until their respective successors shall be elected and qualified. The Executive Director and Secretary shall serve, without a vote, during their respective terms of employment with the Organization.

4. (Vacancies)

In case of a vacancy in an elected office of the Board of Directors, the Board of Directors shall endeavor to elect a successor who shall serve for the unexpired portion of the term, or in the case of disability, until the disability ceases.

5. (Officers Pro Tem)

If at any meeting of the Organization, the Board of Directors or the Executive Committee, the designated presiding officer is absent, an officer pro tem shall be elected by majority vote of the members present.

**ARTICLE VII
DUTIES OF OFFICERS**

1. (President)

The President shall preside at all meetings of the Board of Directors, the Executive Committee and the Organization. The President of the Board of Directors shall be an official spokesperson of the Organization. Between meetings of the Board of Directors and the Executive Committee, the President shall have overall control of the policy and supervision of the Organization, with full authority over the Organization, subject to such limitations as the Board of Directors or 3rd Party Media Corp. may from time to time impose. The President shall appoint all committees of the Organization not elected directly by the Board of Directors, including the non-officer members of the Executive Committee. All such committee appointments shall be subject to ratification by majority vote of the Board of Directors. The President shall be an ex-officio member of all committees other than the Nominating Committee.

2. (Vice-President)

The Vice-President of the Board of Directors shall assume and perform all of the duties and functions of the President in the latter's absence, disability or unavailability as defined by the Board of Directors.

3. (Executive Director)

The Executive Director shall be a spokesperson for the Organization with responsibility for all management functions. He/she shall manage and direct all activities of the Organization as prescribed by the Board of Directors, shall report to the President of the Board of Directors and shall be responsible and accountable to the Board of Directors. He/she shall employ and may terminate the employment of the staff as is necessary to carry out the work of the Organization and set their compensation within the rewards strategy adopted by the Board of Directors; provided however, that the Secretary and the Treasurer shall be terminated only with the advice and consent of the majority of the Board of Directors.

4. (Treasurer)

The Treasurer shall be the President of the Finance Committee and the chief fiscal officer of the Organization. He/she may require regular reports on the finances of the Organization and from all divisions, Sections, departments and bureaus thereof and may inspect the books and audit the accounts thereof. He/she shall render an account of the financial affairs of the Organization to the Board of Directors at its regular meetings, or whenever it requires, and shall submit a report on the financial condition of the Organization at its Annual Meeting. He/she shall discharge such other duties as may be prescribed by resolution of the Board of Directors.

5. (Secretary)

The Secretary shall be the custodian of the seal, the charter and amendments thereof, the bylaws and amendments, standing resolutions, all financial reports, all proceedings of the Board of Directors and its committees and the membership register. He/she shall affix the corporate seal to all papers requiring a seal. S/he shall discharge such other duties as may be prescribed by resolution of the Board of Directors.

ARTICLE VIII

COMMITTEES OF THE BOARD OF DIRECTORS

The work of the Board of Directors shall be carried out through committees, subject to the approval of the Board of Directors.

All committees shall be chaired by Board members. The President of the Board of Directors shall recommend, subject to ratification by majority vote of the Board of Directors, all committee Presidents and members.

The committees of the Board of Directors shall include, but not be limited to, the following:

1. (Executive Committee)

- a. The Executive Committee shall consist of: all voting members of the Board of Directors, the President, Vice President, Treasurer, Secretary and such other officers as the Board of Directors from time to time may designate and elect or appoint, one (1) College Chapter member from each of the five (5) regions, one (1) Local Chapter member from each of the five (5) regions.
- b. The duties of the Executive Committee shall be to:
 - (1) decide all matters of policy as may arise between meetings of the Board of Directors, consistent with policy determinations established by the Board of Directors;

- (2) hire and evaluate the job performance of the Executive Director;
- (3) review, develop and update human resource policies and procedures; and
- (4) in consultation with the Executive Director, develop a meeting agenda and ensure the production of necessary materials for Board of Directors meetings.

c. Qualifications of the Executive Committee

All Local Chapter and College Chapter members of the Executive Committee must be a member in good standing with the Organization, who has been a bona fide member for at least two years prior to appointment. The two year membership requirement is waived until December 31, 2022.

d. Term of Office of Executive Committee

Directors and Officers shall serve on the Executive Committee during their respective terms of office. All other members shall serve for a term of one year and may serve consecutive terms.

e. Vacancies on Executive Committee

In case of a vacancy in a position held by a person not a director or officer, the President of the Board of Directors shall appoint a successor, subject to the ratification of the Board of Directors, who shall serve the unexpired portion of the term, or in the case of disability, until the disability ceases.

f. Meetings of Executive Committee

The Executive Committee shall meet between regular meetings of the Board of Directors a minimum of four (4) times per year on days to be determined by the President. Any meeting, including a conference telephone call, in which a quorum of members of the Executive Committee participate, shall constitute a proper meeting of the Executive Committee, provided that written notice of date and time for such meeting is transmitted to the members of the Executive Committee at least seven (7) calendar days prior to such meeting. A written report of its meeting shall be delivered at the next regular or special meeting of the Board of Directors and shall be subject to the ratification of the Board of Directors. The minutes of the Executive Committee meetings shall be kept at each of its meetings. A majority of the members of the Executive Committee shall constitute a quorum.

2. (FeverPitch Committee)

- a. The FeverPitch Committee shall consist of at least one member of the Board of Directors, the Executive Director, at least two (2) members of Local Chapters from each Region, two (2) members of College Chapters from each Region, and may include members of the Board of Advisors and sponsors and/or partners of FeverPitch.

- b. The duties of the FeverPitch Committee shall be to:
 - (1) recommend policies and guidelines for FeverPitch;
 - (2) provide oversight of the planning and implementation of FeverPitch; and
 - (3) in consultation with the Executive Director, recommend resources to effectively implement FeverPitch.

3. (Audit Committee)

- a. The Audit Committee shall consist of Board members and the Treasurer.
- b. The duties of the Audit Committee shall be to:
 - (1) select an auditor;
 - (2) develop requests for audit proposals, review bids and recommend selection of an auditor to assess the financial operations of the Organization;
 - (3) meet with the auditor to review audit processes and procedures and to make a final report;
 - (4) provide oversight of staff development of a bookkeeping and audit program to be used by Sections of the Organization; and
 - (5) monitor, review and evaluate the internal controls, compliance with policies, financial accounts and records, funds expended or received or other fiscal function or activity of any program, Section or department of the Organization as needed.

4. (Convention and Expo Planning Committee)

- a. The Convention Planning Committee shall consist of at least one member of the Board of Directors, the Executive Director, at least two (2) members of Local Chapters from each Region, two (2) members of College Chapters from each Region, and may include members of the Board of Advisors and sponsors and/or partners of the Convention.
- b. The Convention Planning Committee shall:
 - (1) provide oversight of the planning and programming for the National Convention and Expo in accordance with procedures established by the Board of Directors;

- (2) serve as liaison to all vendors, including hotels and transportation vendors and sponsors; and
- (3) select sites for the Black Connect Annual Convention and Expo in consultation with the Time and Place Committee.

5. (Finance Committee)

- a. The Finance Committee shall:
 - (1) ensure overall financial health and success of the Organization by overseeing financial policies and procedures and budget-related decisions;
 - (2) provide oversight of the development of an annual budget for the Organization to be adopted at the Board of Directors Meeting in October;
 - (3) ensure that the Organization is performing within the parameters of the budget and that Organization is not taking any undue financial risk(s);
 - (4) recommend financial guidelines to the Board of Directors for major expenditures or activities that have budget implications;
 - (5) ensure the Board receives accurate and timely financial reports and statements;
 - (6) recommend investment policy;
 - (7) recommend the fundraising strategies and activities of the Organization; and
 - (8) provide oversight of the Compensation and Reimbursement Subcommittee.
- b. There will be a Compensation/Reimbursement Subcommittee that shall review and approve all reimbursements for expenses incurred on behalf of the Organization by the Executive Director and the members of the Board of Directors.

6. (Awards Committee)

- a. The Awards Committee shall provide oversight of planning and programming of the Annual Awards Program in accordance with procedures established by the Board of Directors. The Organization shall honor and recognize the success and achievements of members, chapters, corporations, small businesses, and

entrepreneurs. The Black Connect Founders Award shall be bestowed upon one small business owner (with zero to ten employees) and one large corporation that are making significant contributions towards eliminating the racial wealth gap in America

7. (Legal Committee)

a. The Legal Committee shall:

- (1) monitor and report on litigation involving the Organization;
- (2) review and recommend corporate interest/risk management policies and procedures;
- (3) provide oversight of the development of strategies for economic equality advocacy for the Organization;
- (4) monitor and report on developments in the areas of law that impact the Organization's mission; and
- (5) provide oversight of the Organization's development of policy, tactics and strategies for the maintenance and expansion of laws that facilitate the mission of the Organization.

8. (Membership and Sections Committee)

a. The Membership and Sections Committee shall:

- (1) provide oversight of the administration of Sections, in compliance with the policies and procedures of the Organization;
- (2) make recommendations to the Board of Directors on the granting of charters for new Sections of the Organization;
- (3) provide oversight of the development of an Organization-wide program to increase membership;
- (4) make recommendations to the Board of Directors on membership classification and fees;
- (5) provide oversight of all election procedures and processes of the Sections of the Organization;
- (6) make recommendations to the Board of Directors on Constitution and a Policy and Procedure Handbook for the Organization;

- (7) support the on-going work of Black Connect and its Sections; and
- (8) provide oversight of training for all Black Connect Sections and officers on the policies and procedures of the Organization.

9. (Advocacy and Policy Committee)

- a. The Advocacy and Policy Committee shall serve the purpose of recommending the advocacy agenda of the Organization. Its duties shall be to recommend policy and advocacy proposals for consideration by the Board of Directors, and to provide oversight and coordinate the work of the Organization's policy committees.
- b. In making appointments to the Advocacy and Policy Committee, the Board President shall take into consideration the expertise required in the policy areas addressed by the Organization's policy committees.
- c. The policy committees of the Organization consist of the following:
 - (1) Committee on Business and Tax Laws
 - (2) Committee on Economic Development
 - (3) Committee on Education
 - (4) Committee on International Affairs
 - (5) Committee on Labor
 - (6) Committee on Political Action
- d. All policy committee Presidents shall be members of the Policy and Advocacy Committee.
- e. The duties of the policy committees shall be to:
 - (1) recommend to the Policy and Advocacy Committee policy, advocacy, and programmatic activities pertaining to the mission of Black Connect within their respective areas;
 - (2) provide oversight of implementation of the programs and policies of the Organization within their respective areas;
 - (3) recommend policies to increase the advocacy capacity of the Organization's Sections within their respective areas;

- (4) in consultation with the Executive Director, recommend annual work plans and resources to effectively implement the policies and programs within their respective areas.

10. (HBCU Committee)

- a. The HBCU Committee shall:
 - (1) in consultation with the Executive Director, enlist the support of HBCU leaders to promote a business ownership and entrepreneurship educational program to give moral and ethical interpretation to the support of economic development as an integral part of accomplishing the mission of the Organization;
 - (2) in consultation with the Executive Director, work with HBCU leaders on the membership, fundraising and programming activities of the Organization; and
 - (3) in consultation with the Executive Director, recommend annual work plans and resources to effectively implement policies and programs related to HBCUs.

11. (Fraternal Order Committee)

- a. The Fraternal Order Committee shall consist of: at least one member of each organization comprising the National Pan-hellenic Council; at least 3 members of Prince Hall-affiliated masonic organizations; at least one member of the Board of Directors; the Executive Director; at least two (2) members of Local Chapters from each Region; and two (2) members of College Chapters from each Region.
- b. The Fraternal Order Committee shall:
 - (1) Jointly plan and present one event each year that aligns with the mission of Black Connect and the member organizations of the committee.

12. (Public Relations Committee)

- a. Plan and coordinate Black Connect's public relations activities.
- b. Develop and execute plans to improve public relations within Black Connect and between Sections and communities.
- c. Plan activities to acquaint communities with the Organization's programs and activities, preparing a plan of action for all Sections to execute.

- d. Assist Sections in carrying out publicity campaigns and in promoting the Organization's national programs to the media.

ARTICLE IX CONVENTION AND EXPO

1. *(Purpose of the Convention and Expo)*

The Annual Convention and Expo ("Convention") of the Organization shall establish policies and programs of action for the ensuing year and provide a showcase of Black-owned businesses. All actions of the Convention on questions of policy and programs, which are not contrary to this Constitution, shall be binding on the Board of Directors, the Executive Committee, the Officers and all Sections, except as hereinafter provided. No resolution for change of policy or program of action shall be in order unless it shall have been favorably voted upon at regular legislative meetings of a Section in good standing, or has been submitted by the Executive Director. The resolutions for policy or program change must be certified by the President and the Secretary of the Section, and received by the Executive Director in office by May 1st, annually. The Convention shall act on all such proposed program or policy changes during its Legislative Sessions.

2. *(Board of Directors Ratification of Convention Resolutions)*

All actions of the Convention on matters of policy and programs, including referrals by the Convention to the Board of Directors, shall be considered by the Board of Directors at its next regular meeting, and the Board of Directors may disapprove of any such action by two-thirds (2/3) vote of the members of the Board of Directors present and voting.

3. *(Representation)*

- a. Each Section shall have at least two members in good standing represented at the Convention who will serve as Delegate and Alternate Delegate respectively.
- b. Each Section must duly elect a delegate and alternate delegate. All voting at Annual Conventions shall be by all members in good standing present at the Annual Convention. Voting may not be exercised by proxy.
- c. Members of the Board of Directors have voting privileges at National Annual Conventions.

4. (Election of Delegates)

- a. Delegates to the Annual Conventions are elected by the Chapters at their regular monthly meetings prior to the Annual Convention.
- b. Each delegate must present to the National Convention a credential blank certifying election as delegate, signed by the President and Secretary of the Section. Blank credential forms for certificates and duplicate certificates are furnished by the National Office. A duplicate of all such certificates must be returned to the National Office and the original thereof presented to the Annual Convention.

5. (Participation by Delegates)

- a. Each delegate must present to the Convention a certificate of election as delegate, signed by the President and Secretary of the Branch. Blank forms for certificates and duplicate certificates must be furnished by the National Office. A duplicate of all such certificates must be returned to the National Office and the original thereof presented to the Convention.

6. (Convention Registration)

All Board of Directors members, delegates, alternates, members, and observers shall pay the convention registration fee as set by the Board of Directors.

7. (Chairman of Plenary and Legislative Sessions)

Presiding officers for the Plenary and Legislative Sessions shall be appointed by the President of the Board of Directors. The duties of the presiding officer of each Convention session shall be to declare the opening and closing of that session; preside over deliberations, rule on all points of order and, subject to these rules, have parliamentary control over the proceedings of the session. A parliamentarian, a timekeeper, a sergeant-at-arms and an assistant sergeant-at-arms shall be appointed by the President for each session.

8. (Convention Agenda)

A Plenary Legislative Session for the consideration of resolutions, reports and elections is required. The Legislative Session shall convene not later than 10:00 a.m. on the second day of the Convention with a report from the Chairman of the Resolutions Committee.

9. (Structure of Convention)

a. Regions

To secure equitable participation of delegates in the Convention Committee and to nominate regional candidates to the Board of Directors, the delegates shall constitute themselves into five (5) geographic sections which are known as Regions as follows:

Region I (Southeastern) – Alabama, Florida, Georgia, Mississippi, South Carolina, Tennessee;

Region II (Northeastern) – Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia;

Region III (Southwestern) – Arkansas, Louisiana, Oklahoma, Texas;

Region IV (Western) – Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, New Mexico, Nevada, Oregon, Utah, Washington, Wyoming;

Region V (Central) – Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Missouri, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.

b. Committees

The Convention shall have the following standing committees: Resolutions, Time and Place, Credentials, and Rules.

(1) Resolutions Committee

A. The Committee on Resolutions: The Committee on Resolutions shall be composed of eleven (11) members; one (1) member elected from each of the five (5) Regions established by the Board of Directors; three (3) members shall be appointed by the President of the Board of Directors, one of whom shall serve as Chairman of the committee; and three (3) college members shall be elected annually at the Convention. It shall take charge of all resolutions referred to it and report thereon to the Convention not sooner than 10:00 A.M. on the second day and not later than 10:00 A.M. on the third day of the Convention. It shall consider resolutions on the following basis:

(i) The Committee shall take charge of all resolutions referred to it. A report of its deliberation shall be made by the Chairman of the Committee during the Legislative Session(s) at the Annual

Convention.

- (ii) No new resolution not previously submitted to the Resolutions Committee by May 1st may be presented to the full Convention as an emergency resolution submitted to the Resolutions Committee unless it shall be an emergency matter submitted to the Chairman of the Board of Directors in writing and so declared by the Chairman of the Board of Directors following consultation with the Chairman of the Resolutions Committee and the Executive Director. A matter may not be considered an emergency unless the matter occurred subsequent to the May 1st deadline for submission of resolutions.
 - (iii) The Convention shall consider only resolutions which propose material changes in Organization policies or programs. This means resolutions which genuinely modify or amend existing policies or programs; propose matters not heretofore part of Organization policies or programs; or eliminate existing Organization policies or programs. Where no material change is made in existing resolutions, they continue to be in force.
 - (iv) The Resolutions Committee shall be responsible for determining, for each proposed resolution, whether it meets the criteria of newness or of material modification of existing resolutions. Its decisions shall be final, unless made the subject of a minority report. The determinations of the Resolutions Committee as to procedural acceptability under this and the preceding paragraph shall be in addition to their determinations on the substantive merits of proposed resolutions.
 - (v) No resolution which has been presented to the Resolutions Committee and has failed to receive even a minority report shall be considered by the full Convention. A minority report of the Resolutions Committee must be signed by at least 5 members of the Resolutions Committee who voted against the report when the final vote was taken in the Committee and who there announced that they were going to present a minority report to the Convention.
- B. Vacancies. Vacancies on the Resolutions Committee shall be filled by the respective original appointing/electing authorities.
- C. Meetings. The Committee shall meet in a location set by the Board of Directors for not more than three (3) days in May of each year, and prepare resolutions for consideration by the Annual National Convention and at such other time as the Chair of the Resolutions Committee may deem appropriate. Meetings may take place virtually provided that the purpose of the meeting may be

accomplished in such manner.

- D. Distribution of Resolutions. The Executive Director shall be responsible for the mailing of the Resolutions Committee's report by June 1st to all Local Chapters, College Chapters, and the President of the Board. The Committee's report shall be placed in the Registration Packet distributed to each registered member at the Annual Convention.

(2) *Time and Place Committee*

- A. The Committee on Time and Place shall be composed of nine (9) members: one (1) Local Chapter member from each of the five (5) Regions, one (1) members of the Board of Directors, the Executive Director or his or her staff designee, and three (3) College Chapter members. The Committee shall evaluate all invitations from Chapters desiring to host subsequent conventions and shall report its recommendations to the Convention at the designated Business Session.
- B. A minority report of the Time and Place Committee must be signed by at least five (5) members of the Time and Place Committee who voted against the report.
- C. The Committee's meeting shall be held at the Annual Convention.

(3) *Credentials Committee*

- A. The Committee on Credentials shall be composed of eight (8) members: one (1) Local Chapter member from each of the five (5) Regions and three (3) College Chapter members. The Committee on Credentials shall examine and report upon the credentials of all delegates to the Convention as the first order of business after reading of minutes of each Business Session. All disputes that arise regarding credentials shall be reported to the Committee and its rules for settlement of such disputes shall be announced. The Committee may hold hearings and consider such evidence as is pertinent to determine the validity of challenged credentials.

(4) *Rules Committee*

- A. The Rules Committee shall consist of eleven (11) members; one (1) Local Chapter member from each of the five (5) Regions and three (3) College Chapter members, the Legal Advisor, the Executive Director, and one member of the Board of Directors.

- B. The Rules Committee shall, in accordance with the Constitution, Bylaws and Robert’s Rules of Order, interpret the rules and procedures of the Convention, consider referrals from the Convention, and perform such other duties not in conflict with the Constitution. The Committee shall meet as needed to deal with such matters as may expedite the business of the Convention.

10. (Annual Elections Supervisory Committee)

a. *Composition.*

There shall be an Annual Elections Supervisory Committee consisting of seven (7) members of the Organization in good standing; one (1) shall be a member of the Board of Directors appointed by the President of the Board of Directors and shall be designated by the President to serve as Chair of the Annual Elections Supervisory Committee; five (5) shall be one Local Chapter member elected from each Region; and one (1) shall be an elected College Chapter member. Candidates for election or re-election to the Board of Directors shall not be eligible to serve as members of the Annual Elections Supervisory Committee.

b. *Term of Office.*

Members of the Annual Elections Supervisory Committee shall serve for a term of one year from the date of their appointment or election at the Annual Convention until the following Annual Convention Board of Directors meeting.

c. *Duties.*

The Annual Elections Supervisory Committee shall supervise the Annual Convention nominations and elections and certify the results thereof to the Board of Directors.

11. (Nominations Committee)

The Organization shall have a Nominating Committee consisting of five (5) members in good standing of the Organization; of which three (3) Local Chapter and one (1) College Chapter member shall be elected annually at the Annual Convention and one (1) shall be elected annually by the Board of Directors from its own members. Each of the four (4) members elected at the Convention shall come from a different Region.

[THIS AREA LEFT INTENTIONALLY BLANK]

ARTICLE X

EXPULSION, SUSPENSION OR REMOVAL OF OFFICERS AND MEMBERS

1. *(Removal of Elected or Appointed Officers)*

The Board of Directors, upon satisfactory evidence that an elected or appointed officer is guilty of conduct not in accord with the principles, aims and purposes of the Organization, as set out in this Constitution, and as further defined by the Board of Directors, or is guilty of a violation of state or federal law or conduct adverse to the best interests of the Organization, may at its discretion, by affirmative majority vote of those present and voting, remove any elected or appointed officer for cause, after a full hearing pursuant to the rules and regulations adopted by the Board of Directors. The vacancy created by such action shall be filled for the balance of the term thereof as set forth in Article V, Section 7 of this Constitution.

2. *(Removal of Officers of Sections)*

- a. If a Section and its appropriate officers shall fail to file its annual report within thirty (30) days of the due date, or shall fail to maintain the minimum number of ten (10) members in the case of Local Chapters, and five (5) members in the case of University Chapters as defined in the Bylaws for Sections for a period of twelve (12) consecutive months, the Board of Directors may declare any or all of the offices of the Section vacant and order a new election. Notice of removal shall be sent to the President, Secretary and Treasurer of the Section by registered, certified, or USPS priority mail at their last known addresses on file in the National Office and shall be published in the official communication organ of the Organization. Immediately upon the service of notice by the National Office, the officers of such Section shall perform no further official acts and shall hold all records and monies of the Section, subject to the disposition of the National Office. An officer of a Section may be removed from office for failing to participate in activities directly related to the mission of the Organization.
- b. Any member of the executive committee, except officers, or of any standing or special committee of a Section, who shall (i) be absent from two (2) consecutive meetings (including general and executive committee meetings) without notice to the Secretary or President of the Section or (ii) fail to perform the required duties for two (2) consecutive months or (iii) be absent from any five (5) meetings or 50% of the regularly scheduled meetings for that Section with or without notice during a twelve month period, shall be removed by the executive committee of the Section and replaced in accordance with Article VIII, Section 1e of this Constitution. A member of any standing committee may be directly removed by the President of the Committee for dereliction of duty.
- c. In the case of any officers who shall be (i) absent from three (3) consecutive

meetings without notice or explanation to the Secretary or President of the Section, or (ii) fail to perform the required duties for three (3) consecutive months or (iii) be absent from any six (6) meetings (including general and executive committee meetings) with or without notice in a twelve month period, the National Office shall be notified by the Secretary by way of a petition signed by the Secretary, the President and one (1) other member of the Section. If the President or Secretary is in violation, then any three members of the Section shall sign the petition. The National Office shall recommend the removal of said officer by the Board of Directors at the next meeting of the Board of Directors following receipt of the petition.

- d. Any Section officer or committee Presidentperson who shall fail to complete mandatory training as prescribed by the Board of Directors shall be removed. The National Office shall recommend the removal of said individual to the Board of Directors.

3. *(Removal of Members)*

The Board of Directors, upon satisfactory evidence that a member of the Organization is guilty of conduct not in accord with the principles, aims and purposes of the Organization, as set forth in this Constitution, and as defined by the Board of Directors, or is guilty of conduct adverse to the best interests of the Organization, may order suspension, expulsion or other disciplinary action against such member, after a hearing in accordance with the provisions of this Article.

4. *(Automatic Revocation of Membership)*

- a. The procedures contained in this Article shall constitute the sole means for resolving any dispute, claim, or complaint of the Board of Directors or of any member against the Organization or any Section, or any member or officer thereof. By accepting his or her membership in the Organization, each member agrees to waive any right to injunctive relief with respect to the procedures contained in this Article and also agrees to exhaust all of the internal remedies provided in this Constitution. A member who commences any external action, suit or proceeding, whether civil, criminal, administrative or investigative, against any of the foregoing, shall have his or her membership automatically revoked. Such automatic revocation shall be effective after notification by the Board of Directors or its legal counsel upon terms and conditions as determined by the Board of Directors.

5. *(Filing of Complaint)*

Members of the Organization are encouraged to make every attempt to amicably resolve disputes without the Organization's formal intervention. Members should resort to the complaint process under this Article only with respect to matters of legal significance which cannot be resolved

otherwise, bearing in mind that the investigation and resolution of a complaint requires the expenditure of the Organization's resources.

- a. A complaint against a national officer may be initiated by any twenty (20) affected members and must be signed by such members and forwarded to the National Office, by a trackable method of delivery, through the President, 27251 Wesley Chapel Blvd, Ste B14 #747, Wesley Chapel, FL 33544.
- b. A complaint against an officer or member of a Chapter may be initiated by any five (5) members of the affected Chapter and must be signed by such members and forwarded to the National Office, by a trackable method of delivery, through the President, 27251 Wesley Chapel Blvd, Ste B14 #747, Wesley Chapel, FL 33544. The Complaint must include the Chapter's name and location.
- c. A complaint against a national member may be initiated by any affected member of the Organization and must be signed by such member(s) and forwarded to the National Office, by a trackable method of delivery, through the President, 27251 Wesley Chapel Blvd, Ste B14 #747, Wesley Chapel, FL 33544.
- d. A complaint against a member of the Board of Directors may be initiated by any 20 members of the Organization and must be signed by such members and forwarded to the Board of Directors through the President, by regular mail, through the Corporate Secretary, 27251 Wesley Chapel Blvd, Ste B14 #747, Wesley Chapel, FL 33544.
- e. The President may file a complaint against any member of the Organization or any officer of a Section by submitting a signed complaint to the Board of Directors through its Membership and Sections Committee.
- f. Where a complaint has been filed and the President is satisfied that there is danger of harm to the Organization, Section, or member of the Organization involved and that action is necessary, s/he may order any officer of a Section or member of a Section suspended pending a full hearing.

6. (Notice of Complaint and Answer)

Except as otherwise directed by the Board of Directors, the hearing procedures with respect to complaints filed under this Article shall be as follows: within fifteen (15) calendar days of receipt of the complaint or as soon thereafter as practicable, the President or his/her designee shall forward a copy of the complaint by trackable mail delivery to the officer or member against whom it has been filed at his or her last address of record. The respondent officer or member shall have fifteen (15) calendar days to file a written response by mail to the President or his/her designee. The 15-day period shall commence the day after the complaint is delivered.

7. (National Office Review and Investigation)

The National Office, upon receipt of the complaint, and the respondent's written response, if any, shall conduct an investigation, determine whether respondent(s) desires a hearing, render determinations and, within sixty (60) calendar days of the receipt of the complaint or as soon thereafter as possible, make findings and recommendations regarding the complaint and report the same to the Board of Directors. Upon receipt of the report of the National Office, the Board of Directors shall within ten (10) days decide what, if any, disciplinary actions are warranted. If the Board of Directors believes disciplinary action may be warranted and respondent has requested a hearing, it shall order a hearing panel in the matter. The panel shall be appointed by the Board of Directors. The hearing panel shall convene within sixty (60) calendar days, or as soon thereafter as possible, after the Board of Director's decision to order a panel. The panel will conduct a hearing according to the hearing procedure. If respondent has not requested a hearing and the Board of Directors in its discretion decides no hearing is necessary, the Board of Directors shall proceed to reach a final decision. In either event, the Board of Directors shall render its final decision within one hundred and eighty (180) days of the receipt of the complaint by the President or his/her designee, or as soon thereafter as practicable.

8. (Hearing Procedure)

Where a hearing has been convened, the hearing panel shall review the complaint, the answer, the written record of the National Office's investigation and also allow oral argument by the parties or their representatives. The panel, in its discretion, may allow the submission of other testimony by witnesses and/or evidence. Based upon its review of the record, including any oral argument, evidence, and witness testimony, if any, the panel shall render findings and recommendations to the Board of Directors. The Board of Directors shall adopt, reverse or modify the hearing panel's recommendation.

9. (Notice of Findings and Action of the Board of Directors)

Within 15 days of the Board of Director's action on the recommendation of the hearing panel, notice of the findings and action of the Board of Directors shall be sent by the President or his/her designee, to the officer or member by mail at his/her last address on file in the National Office, and, shall be published in the official organ of the Organization and published in a newspaper of general circulation in the jurisdiction where the member is located.

10. (Action by the Board of Directors)

Notwithstanding the foregoing procedures, the Board of Directors may, at its discretion, direct that a different notice and hearing procedure be put in place for resolving and hearing complaints, or from time to time, amend or modify the foregoing procedures.

ARTICLE XI
SUSPENSION AND REVOCATION OF CHARTER

The Charter of Authority received by a Section upon its admission to the Organization may be suspended or revoked by the Board of Directors of the Organization, whenever the Board of Directors shall deem it in the best interest of the Organization; provided, however, that a full hearing on such changes, consistent with Article X, Sections 7 and 8, be held. Such charter suspension or revocation shall not invalidate the membership of any member of the Section in the Organization. Notice of the findings and action of the Board of Directors shall be sent by the President, by trackable mail, to the President and Secretary of the Section, and shall be published in the official organ of the National Organization and in a newspaper of general circulation in the jurisdiction where the Section is located. Upon receipt of the notice by the President or Secretary by mail, publication or otherwise of charter suspension or revocation, the Section shall cease to function and the officers shall forthwith forward all records, property and monies of the Section to the National Office where the same may be applied in its discretion for the benefit of the community wherein the Section was located or to another section.

Notice of intent to revoke or suspend a charter shall be mailed to officers of the Section on such terms and conditions as determined by the Board of Directors.

ARTICLE XII
INDEMNIFICATION

1. (Persons Covered)

The Organization shall furnish all duly elected directors or appointed officers of the Organization and duly elected officers of Sections a legal defense and indemnification against judgments incurred as a result of specifically and expressly authorized actions in performance of their duties on behalf of the Black Connect unless it is determined that the individual involved did not act in good faith in performance of their duties; did not act in accordance with the constitution, bylaws, or any other governing document of the Organization; and/or did not act in accordance with federal, state, or local laws and/or regulations.

2. (Limitation; Notice)

This Article shall have no force or effect unless the person(s) affected forwards legal process to the National Office and is received by the National Office at least twenty (20) before the time a defense to the action and/or allegations can be made.

**ARTICLE XIII
ANNUAL MEETING**

There shall be an Annual Meeting of the Organization to receive annual reports from officers of the Organization held at the Annual Convention or at such other place and time as designated by the Board of Directors.

**ARTICLE XIV
NOTICE TO MEMBERSHIP**

Whenever the provisions of the statutes of Florida require notice to be given to the membership, such notice shall be given in accordance with the Not-For-Profit Corporation Law of Florida. Whenever the provisions of this Constitution require notice, such notice shall be given by notifying the President of each Section or Member of the Organization not affiliated with a Section by mail.

**ARTICLE XV
SEVERABILITY OF PROVISIONS**

If any provision or term of this Constitution is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the provisions or terms of this Constitution shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

**ARTICLE XVI
AMENDMENTS**

1. (Board of Directors)

This Constitution may be amended by a two-thirds (2/3) vote of the members of the Board of Directors present at a regular meeting. Notice of the proposed changes must have been sent out thirty (30) calendar days prior to such regular meeting.

2. (General Membership)

This Constitution may be amended through an amendment proposal approved by a majority vote of the members of a Section in good standing and subsequently approved by a majority vote of the Board of Directors.

**ARTICLE XVII
RATIFICATION**

This Constitution becomes effective at Noon, on November 1 2019, Eastern Standard Time. It supersedes any previous document duly ratified by the Board of Directors and is the controlling document outlining the policy and procedures of the Organization and its subordinate Sections and the Bylaws, manuals and other documents duly adopted by the Board of Directors are subordinate to this Constitution.

**ARTICLE XVIII
DISSOLUTION**

Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIX
CORPORATE EARNINGS**

No part of the net earnings of Black Connect shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preamble of the Constitution hereof. Notwithstanding any other provision of these Articles, the Organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
