



BYLAWS

of

LOS ANGELES COUNTY AFRICAN AMERICAN EMPLOYEES ASSOCIATION (LACAAEA)

Adopted by Board on September 13, 2023

Ratified by General Membership on Tentatively October 14, 2023

ARTICLE 1

NAME, PURPOSE, NATURE, OFFICE, DISSOLUTION

SECTION 1. NAME

The name of this organization shall be Los Angeles County African American Employees Association ("LACAAEA" or "Association").

SECTION 2 PURPOSE

The primary objectives and purposes of the LACAAEA is to serve and support the professional development needs of African American employees of the County of Los Angeles, improve the employment status of its members by encouraging the recruitment, appointment and promotion of its member in County service, disseminate information on employment and promotional opportunities to its members, assist family members of the Association to academic scholarships, to support the communities served by LACAAEA members, and to discourage bias through the thoughtful elevation of African-American culture. The LACAAEA is designated as a public benefit corporation.

SECTION 3. NON-PROFIT NATURE

The LACAAEA is organized exclusively for charitable and educational purposes. No part of net earnings of the LACAAEA shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Association 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 purpose clause.

Notwithstanding any other provision of these Bylaws, the LACAAEA shall not carry on any other activities permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The LACAAEA is not organized for and shall not be operated for the private gain of any person. The property of the LACAAEA is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the LACAAEA shall inure to the benefit of or be distributed to any individual. The Association may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

SECTION 4. PRINCIPAL OFFICE

The principal office of the LACAAEA for the transaction of its business is in the City of Inglewood, California in Los Angeles County, California.

SECTION 5 PROHIBITED ACTIVITIES

The following activities are prohibited:

- 1) Any activities not permitted or prohibited by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or by an organization who 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;
- 2) Activities constituting propaganda, or an attempt to influence legislation; and
- 3) Attempts to intervene in or influence a political campaign on behalf of or in opposition to any candidate for public office.

SECTION 6 DISSOLUTION

In the event of dissolution of the Association, no part of the Association's assets shall inure to the benefit of any of its members; The Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Organization in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which themselves are exempt as organizations described in sections 501 of the Internal Revenue Code of 1986, or corresponding sections of any future tax law, or to the federal, state or local government for exclusive public purpose.

ARTICLE 2

DEFINITIONS

The following terms shall have the meanings identified below:

Board – A group comprised of individuals elected as an officer of the Board by the LACAAEA general membership or appointed as a Committee Chair by the President or his/her designee in the absence of the President.

Executive Committee of the Board – A standing committee of the LACAAEA comprised of elected officers.

ARTICLE 3

MEMBERS

SECTION 1. QUALIFICATIONS FOR MEMBERSHIP

Any individual person who supports the LACAAEA's mission may apply for membership. LACAAEA shall not discriminate based on race, color, religion (creed), gender, gender expression, age, national origin (ancestry), citizenship status, disability, marital status, or sexual orientation.

SECTION 2. CLASSES OF MEMBERSHIP

There shall be five classes of membership:

- (a) General Member: Individual who is currently employed by the County of Los Angeles as an employee;
- (b) Retiree Member: A former general member who has retired from the County of Los Angeles;
- (c) Associate Member: A person who does not fall into category (a) or (b) above and expresses an interest in supporting the LACAAEA and its mission;
- (d) Honorary Member: Individuals granted membership status due to their exemplary service to the LACAAEA and/or its mission.
- (e) Founding Member: Individuals who are not a member under classes (a) or (b) who helped to establish the LACAAEA and served on the LACAAEA Board as an elected officer or an appointed chair for at least five years.
- (f) Lifetime Member: A person described in paragraphs (a) through (c) seeking to make a lump-sum, multi-year, membership payment may attain the status of Lifetime General Member, Lifetime Retiree Member, or Lifetime Associate Member as the case may be; Lifetime membership status shall be conferred on persons described in paragraph (e) without the payment of the lump-sum, multi-year payment referenced in this paragraph.

SECTION 3 ADMISSION TO MEMBERSHIP

Persons seeking to join the LACAAEA will be admitted to membership upon receipt of a properly completed application and must timely pay membership dues as set forth in the dues schedule and as amended from time-to-time.

SECTION 4. PRIVILEGES OF MEMBERSHIP

Members in good standing (define good standing) are eligible to participate in events and activities sponsored by the LACAAEA at no or reduced cost, including LACAAEA's Annual General Membership Meeting; receive LACAAEA notices and publications of interest; and are eligible to compete for scholarships sponsored by the LACAAEA.

SECTION 5. VOTING RIGHTS

Members in classes (a) – (b) who are in good standing (define good standing) and have timely paid membership dues, or have purchased lifetime membership, shall enjoy voting rights for those issues which require a vote of the general membership. Members in classes (c) and (d) shall be non-voting members. Members in class (e) shall have voting rights for those issues which require a vote of the general membership.

SECTION 6 TERMINATION OF MEMBERSHIP

Membership may be terminated by a member's written notice to the President, Recording Secretary or Membership Chair; by submitting a completed and signed membership application with the "Cancel" box on the payroll deduction area of the application checked; or for good cause by the Association, after an opportunity to be heard has been afforded the member for any infraction of the Bylaws, Membership Agreement, and for such other valid reasons as the Executive Board shall determine.

SECTION 7 LIABILITY OF MEMBERS

No member of this Association shall be held personally liable for any debts, liabilities and/or obligations of the Association, no member shall enter into any financial obligations on behalf of the Association or under the pretext of representing the Association except as such authority is specified in the Association Bylaws or as such authority is determined to be warranted and specifically given by the Executive Board.

ARTICLE 4

BOARD

SECTION 1 NUMBER, STRUCTURE, POWERS, DUTIES OF THE BOARD, REMOVAL

Number

The Board may have up to twenty-one, but no fewer than three, Board Members. The number of Board Members may be increased or decreased by a majority vote of the Board.

Structure of Board

The Board (Board) shall be comprised of all members who have been elected to office (elected officers) and who have been appointed by the President to chair or co- a standing LACAAEA committee.

The elected officer positions are:

- President,
- Vice President,

- 2nd Vice President,
- Correspondence Secretary,
- Parliamentarian,
- Recording Secretary, and
- Treasurer.

The standing committee chair positions are:

- Black History Month Committee,
- Brand Management and Digital Communications (formerly Public Relations);
- Executive Committee of the Board (limited to elected officers);
- Finance Committee;
- Men's Networking and Leadership Committee;
- Professional Development Committee;
- Membership Committee;
- Scholarship Committee;
- Social Impact and Community Support (formerly Special Events);
- Systemic Racial Inequality Ad Hoc Committee; and
- Retiree Committee.

The same person may hold more than one office (elected or appointed) on the Board, except that neither the Secretary may serve concurrently as the President, nor may the Treasurer serve concurrently as President. In addition, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board.

Executive Advisors

The LACAAEA Board shall be advised by an Executive Advisory Board (EAB). The EAB shall not become members of LACAAEA by virtue of their status as an EAB member, however they may join the LACAAEA through the processes set forth in these by-laws. EAB members shall not become members of the Board by virtue of their status as an EAB member. However, EAB may attend LACAAEA Board meetings with permission of the President. EAB members should be an executive leader who has amassed a breadth of knowledge and experience and who is willing and able to support the LACAAEA. For purposes of these Bylaws, "executive" means: County employees who have attained an executive level status within their respective department in one of the following ways:

- Achieved the level of Chief Deputy or higher;
- Past LACAAEA President or
- reports directly to the Director in their department or reports directly to a person who reports directly to the department head.

Appointing an Executive Advisor

The Executive Advisors are invited to serve as members by the President.

Terminations an Executive Advisor

The term of a Executive Committee is presumed to expire simultaneous to the expiration of the term or tenure of the President who appointed the Executive Committee, whether the President's term or tenure expires due to term limits, resignation, removal, death, etc. The incoming President may at his/her discretion, retain sitting/existing chairs

Each year, the LACAAEA President shall convene the Board and the Executive Advisory Board to provide a status on the state of the LACAAEA. Such report shall include:

- Progress made in implementing its strategic framework strategies and initiatives;
- All other activities planned for the coming year; and
- Identifications of ways that the EAB can assist with activities going forward.

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- Progress made in implementing its strategic framework strategies and initiatives;
- All other activities planned for the coming year; and
- Identifications of ways that the EAB can assist with activities going forward.

SECTION 2. POWERS

The LACAAEA shall be governed by a Board whose members shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of California. The Board shall establish policies and directives governing business and programs of the LACAAEA and may delegate to its President and committees, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and are appropriately followed and directives are effectively implemented.

The Board may reserve to the Executive Committee of the Board, power to deliberate and decide those issues (e.g. contracting, budget, etc.) for which the Board deems it appropriate to do so if the President provides notice of the reservation of power to the Board.

Executive Committee

The executive committee is a smaller group with close ties through leadership who can get together, often with little notice, to address pressing issues impact the association. The executive committee is a standing committee that often resolve any urgent issues facing the organization. Though the executive committee meets frequently and independently, they're still ultimately accountable to the board.

The committee consists of the President, Vice-President, and Treasurer.

Appointing an Executive Committee

The Vice President, and Treasurer are invited to serve as executive committee members, along with the President.

Terminations an Executive Committee Member

The term of a Executive Committee is presumed to expire simultaneous to the expiration of the term or tenure of the President who appointed the Executive Committee, whether the President's term or tenure expires due to term limits, resignation, removal, death, etc. The incoming President may at his/her discretion, retain sitting/existing chairs.

SECTION 3. DUTIES OF CARE AND LOYALTY

Unless power has been reserved to the Executive Committee of the Board, it shall be the duty of the Board to:

- (a) Perform all duties imposed by: applicable law, LACAAEA's Articles of Incorporation, or these Bylaws;
- (b) Ensure that LACAAEA resources are expended in a manner that aligns with the LACAAEA's mission;
- (c) Ensure the most effective use of LACAAEA's resources and to ensure that the funds are budgeted, accounted for, expended, and maintained appropriately;
- (d) Appoint and remove, employ and discharge any agents or vendors;
- (e) Supervise all officers, agents, and any contractors of the LACAAEA to ensure that duties are performed properly;
- (f) Meet at such times and places as required by these Bylaws;
- (g) Provide current addresses, phone numbers (home, work, and cell), electronic mail (e-mail) addresses and other contact information to the Recording Secretary of the LACAAEA;
- (h) Regularly attend meetings of the Board prepared to deliberate on agendized issues and to make decisions;
- (i) Attend annual Executive Board Retreat and annual membership conference; and
- (k) More specific duties may be established by the Board from time-to-time and established as Board policy.

SECTION 4. QUALIFICATIONS

Persons seeking to be elected to the Board as an officer must be:

- (a) A current County employee;
- (b) A dues-paying member of the LACAAEA;
- (c) A member of the Association for a minimum of 24 months;
- (d) Retirees; however, only for the following positions: Parliamentarian, Recording Secretary & Correspondence Secretary; and
- (e) Actively participated in LACAAEA conference, workshops or hosted events for two (2) most recent years; or
- (f) Have served as an official LACAAEA Chair or Co-Chair for not less than two (2) years.

Persons seeking to join the Board as a committee chair must be:

- (a) A current or retired County employee;
- (b) A dues-paying member of the LACAAEA;
- (c) A person demonstrating support for the LACAAEA and its mission and who has a special skill set that can be used to advance the mission and activities of the LACAAEA.
- (d) Actively participated in LACAAEA conference, workshops or other hosted events for two (2) most recent years.

The Board may at their discretion establish more stringent requirements for elected and appointed members of the Board to ensure that the LACAAEA board is comprised of talented, highly capable, and creative leaders who can support the LACAAEA in reaching its mission.

SECTION 5. TERMS OF ELECTED OFFICE

Elected officers shall serve a term of three (3) years following a duly conducted election. Officers may serve no more than 2 consecutive terms (i.e. 6 years) for any elected office. Appointed members (Committee Chairs) of the Board shall serve at the pleasure of the President.

SECTION 6. COMPENSATION

Members of the Board shall not receive compensation for service as a Board Member. However, Board Members may be reimbursed for Board approved expenses for which reimbursement is otherwise authorized by LACAAEA policy. Also, nothing in these Bylaws shall be construed to preclude any Board member from serving the LACAAEA in any other capacity (e.g. contractor or vendor) and receiving compensation for services rendered.

SECTION 7. NONLIABILITY AND INDEMNIFICATION OF BOARD MEMBERS AND AGENTS OF LACAAEA

The Board shall not be personally liable for the debts, liabilities, or other obligations of the LACAAEA. To the fullest extent permitted by law, the LACAAEA shall indemnify its "agents," as described by law, including its directors, officers, and persons formerly occupying any such position against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The LACAAEA shall have the power¹ to purchase and maintain insurance on behalf of any its agents, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

SECTION 8. VOTING

Each Board member shall only have one vote. Members may not be allowed to vote by written proxy without the express permission of the President.

SECTION 9. REMOVAL OF ELECTED AND APPOINTED BOARD MEMBERS

Cause for Removal

Elected officers shall only be removed from office upon a showing of good cause. No reduction of the authorized number of Board Members shall have the effect of removing any elected officer/Board Member before that member's term of office expires.

A Board Member/elected officer who misses (is not present in person) two consecutive regular meetings of the Board during a single fiscal year shall meet with the President to reevaluate his/her commitment to the LACAAEA. The President shall determine whether justification for the absences exist and whether the Board Member will be able to discharge his/her duties and regularly attend future meetings. In deciding whether a justification exists for the absences, the President must take into consideration the impact to the LACAAEA's mission and morale of other Board Members.

It is presumed that a Board member/elected officer who has missed (not present in person) three consecutive meetings has resigned from the Board and the President and/or Board must take prompt action to appoint or elect a successor.

A Board Member who was appointed as a Committee Chair may be removed at any time, with or without cause, provided advance notice is provided to the individual sought to be removed and to the Board. For committees having both a primary and secondary chair, the policy on attendance applies first and foremost to the person identified as the primary chair. However, good cause shall

not be established against the primary chair in the form of excessive absences so long as the secondary chair was present at the meetings where the primary chair was absent.

Process

Board Members who are elected officers may be removed for cause following a simple majority vote of the Board at a duly noticed meeting and the President or vice-president introduces a written motion. There must be a showing of good cause for the proposed removal. For purposes of this section, "good cause" shall be subjective and determined on a case-by-case basis. The removal action shall be conducted by secret ballot but may be cast by roll call of the Board at the President's discretion.

Prior to any removal action, the Board member whose removal is sought must be given at least ten (10) days' written notice of the proposed action and be afforded the opportunity to respond to the grounds for the proposed removal prior to the vote. The Board member's response may be submitted in writing to the President no later than seven days before the proposed vote. The Board Member, whose removal is sought, may also appear at the Board meeting where the vote is to be taken and may provide oral or written information in opposition to the proposed removal action.

The Board must then determine whether to entertain a motion to remove or take other action.

SECTION 10 RESIGNATION

Except as provided in this paragraph, any officer or committee chair may resign effective upon giving written notice to the President and a copy to the Recording Secretary, unless the notice specifies a later time for the effectiveness of the resignation.

SECTION 11. VACANCIES

Vacancies in any elected office due to death, resignation, disqualification, removal, or for any other cause, shall be filled as follows:

- (a) By appointment of the President. Such appointment shall result in the appointment of an "Acting" Board Member without voting rights;
- (b) By vote of a two-thirds majority of the Board Members in office, whether the number of members then in office is less than a quorum, or by vote of a sole remaining Board member. Such action shall result in an election of a Board Member with full voting rights; and
- (c) By vote of the general membership in a special election. Such action shall result in an election of a Board Member with full voting rights.

ARTICLE 5

MEETINGS

SECTION 1. CONDUCT OF REGULAR AND SPECIAL MEETINGS

Regular meetings of the Board shall be held on 3rd Saturday of the month. The date, time and location for regular meetings may be changed by the President by way a duly noticed and adopted motion of the Board. The Board's regular meetings may be held at such time and place as shall be determined by the President who shall also serve as the Chair of the Executive Committee of the Board.

In person meetings are the preferred method for conducting Board business with all Board members appearing in person. However, on occasion and upon a showing of good cause, the President may allow regular meetings to be held and conducted in other forms (e.g. telephonically).

The Chair of the Board or any elected officer may call a special meeting of the Board with four days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, text, or fax. The persons authorized to call such special meetings of the Board may also establish the meeting method (i.e. in person, by phone, or videoconference) and/or place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Any meeting, regular (with President's permission) or special, may be held by conference telephone, video conference, or other communications equipment. Telephonic participation in a meeting constitutes presence in person at that meeting so long as the President has given permission to attend telephonically and all Board Members participating in the meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other electronic communications method (other than telephonic means) constitutes presence in person at that meeting if all of the following apply:

a) Each Board Member participating in the meeting can communicate with all the other members concurrently;

b) Each Board Member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

c) The LACAAEA adopts and implements some means of verifying (1) that all persons participating in the meeting are Board Members of the LACAAEA or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the Board are taken and cast only by Board Members and not by persons who are not.

SECTION 2. REGULAR AND ANNUAL MEETINGS

An annual general membership and Executive Board retreat shall be held and may occur at any time throughout the year so long as said meetings are held. All committees shall convene monthly meetings.

SECTION 3. CONTENTS OF NOTICE

Notice of meetings shall specify the place, day, and hour of the meeting or mode and manner of the meeting if the meeting will not take place in person. The purpose of any Board meeting need not be specified in the notice unless the notice is for a special meeting, or as otherwise required.

SECTION 4. QUORUM FOR MEETINGS

At each meeting of the Board or a Board Committee, the presence of 11 Board members plus one additional member shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Executive Board (with the President's permission) or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

SECTION 5. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President (who shall also serve as the Chair of the Executive Committee of the Board) or, in his/her absence, the Vice-President; or the 2nd Vice-President or, in the absence of each of these persons, by a chairperson chosen by a majority of the Board Members present at the meeting. The Recording Secretary shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the President shall appoint another person to act as secretary of the meeting. Robert's Rules of Order shall govern the conduct of the meeting. The Parliamentarian shall ensure that meetings and discussions during meetings proceed in a timely and orderly fashion.

SECTION 6. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action or vote required of the LACAAEA Board may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of Board Members in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the LACAAEA and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members'

written consent may be executed electronically (i.e. by e-mail or survey) or by paper in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

ARTICLE 6 COMMITTEES

SECTION 1. POWERS AND DUTIES OF COMMITTEES

The Board may designate one or more committees to exercise all or a portion of the authority of the Board to the extent the delegation is not otherwise prohibited by these Bylaws. Committees are investigatory, exploratory, and advisory to the President and the Executive Committee of the Board. The President may, in his/her sole discretion, designate one or more alternative members of any committee to replace any absent member at any meeting of the committee. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable law, would also require the affirmative vote of the members of the Board if this were a Board vote.
- b) Fill vacancies on, or remove the members of, the Board or any committee that has the authority of the Board.
- c) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
- d) Amend or repeal any resolution of the Board.
- e) Appoint any other committees of the Board or their members.
- f) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the LACAAEA otherwise than in the usual and regular course of its business; or revoke any such plan.
- g) Approve any self-dealing transaction; or
- h) Approve or enter into any contractual agreement on behalf of the LACAAEA.

All other actions and decisions of a LACAAEA Committee (e.g. calendaring of events, expenditure of resources, contractual discussions, committing LACAAEA or its resources), must be first ratified by the Board.ⁱⁱ

SECTION 2. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these Bylaws concerning committees. Regular or special

meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the LACAAEA records. The Board may adopt rules consistent with the provisions of these Bylaws for the governance of any committee.

All Standing Committee members must be members of the Association. Each standing committee of LACAAEA shall meet regularly (once a month) at places they determine, or as often deemed necessary to successfully plan and carry out the association's goals and objectives. They shall inform the President and Vice President of the time and place of each meeting. Special Meeting may be called by the Chairperson or by two members on two days written notice.

All committees must:

- Contain a minimum of three (3) members, but no more than 15 committee members. The only exception is the Executive Committee or Executive Board.
- Submit a copy of the meeting agendas and minutes to the Recording Secretary after review of the Committee Chair.
- The Committee Chair may create sub-committees to support the standing committee's objectives. However, all individuals serving on sub-committees must be LACAAEA members and the establishment of the sub-committee itself must be first approved by the Executive Board before it is established.

SECTION 3. COMMITTEES OF THE LACAAEA

The committees of the LACAAEA are:

Audit Committee

The Board, at its sole discretion, may establish an Audit Committee, which shall otherwise govern any committee's operations, and may be comprised of one or more persons including persons other than Board Members of the LACAAEA.

The membership of the Audit Committee shall not include the following persons:

- a) The President;
- b) The Treasurer;
- c) Any employee; or
- d) Any person with a material financial interest in any entity doing business with LACAAEA.

Should the Board establish an Audit Committee, members of the Audit Committee must comprise less than one-half (1/2) of the membership of the Finance Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

The Audit Committee shall make recommendations to the Board regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the LACAAEA are in order, and after review shall determine whether to accept the audit.

It shall be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of California.

Black History Month Committee

The Black History Month Celebration Committee is responsible for producing and managing the annual Black History Month Program.

Brand Management and Digital Communications

The Brand Management and Digital Communications committee shall manage all LACAAEA's social media platforms, including the LACAAEA website and ensure that LACAAEA is leveraging social media to effectively communicate with members, partners, and the community.

Departmental Representatives Committee

This committee shall be comprised of employees representing various County departments. Each member of this committee shall: assist with recruitment effort in his/her department; inform the LACAAEA about departmental training needs in his/her department; and identify stories of interest that can be included either on the LACAAEA website or in a periodic newsletter. This committee shall be chaired by the Chair of the Membership Committee unless the President elects to appoint a separate chair.

Executive Committee of the Board

The Executive Committee shall be composed of President, Vice President, and Treasurer. The Executive Committee, unless limited in a resolution of the Board, shall have all the authority of the Board in the management of the business and affairs of the LACAAEA between meetings of the Executive Board. The Recording Secretary shall send to each officer minutes of the business conducted in any meeting of the Executive Committee.

Finance Committee

The Finance Committee shall manage the development of the LACAAEA's budget and develop procedures to ensure accurate tracking, monitoring, and accountability of LACAAEA's funds; In addition, the committee shall ensure that LACAAEA finance/banking procedures are complied with; that cash balance reports are provided to the Board monthly and that more detailed reports are provided quarterly; and finally ensure that a system of accountability exists to ensure the proper receipt of revenue/donations and expenditures.

Men's Networking and Leadership Committee

Upon the adoption of these Bylaws, the Men's Networking and Leadership Committee (MNLC) shall be established. The MNLC shall be responsible for managing outreach and engagement efforts targeted at men.

Professional Development Committee

The Professional Development Committee shall be responsible for managing the delivery of high-quality professional development services and trainings to all levels of LACAAEA membership.

Membership Committee

The Membership Committee shall maintain accurate membership records and managing the LACAAEA's Annual General Membership Meeting.

Scholarship Committee

The Scholarship Committee is responsible for managing the LACAAEA's scholarship programs and securing financial support for those programs.

Social Impact and Community Support

Upon adoption of these Bylaws, the Special Events Committee shall be renamed the Social Impact and Community Support Committee (SICSC)ⁱⁱⁱ. The SICSC shall produce and manage the delivery of community-oriented activities reflecting LACAAEA's commitment to supporting vulnerable communities.

Retiree Committee

This committee shall be responsible for managing services aimed at LACAAEA members who retired from the County of Los Angeles.

Systemic Racial Inequality Ad Hoc Committee

The objectives of the committee will be to review the annual State of Black Los Angeles County Report and submit a written report and/or comments to the LACAAEA Executive Committee and subsequently to the CEO Los Angeles County and the Los Angeles County Board of Supervisors.

The committee will coordinate discussions between County Departmental representatives and LACAAEA member informational meetings to comment on strategies to advocate for employees, address systemic inequities, employment practices, strategies and recommend remedies. The committee will review Board of Supervisor Agenda items pertinent to the objectives of the Social Inequity and Advocacy Committee and provide written comments to the LACAAEA President.

SECTION 4 TERM OF COMMITTEE MEMBERS

The term of a Committee Chair is presumed to expire simultaneous to the expiration of the term or tenure of the President who appointed the Committee Chair, whether the President's term or tenure expires due to term limits, resignation, removal, death, etc. The incoming President may at his/her discretion, retain sitting/existing chairs.

ARTICLE 8 STANDARD OF CARE

SECTION 1. GENERAL

A Board Member shall perform all the duties of a member of the Board, including, but not limited to, duties as a member of any committee of the Board on which the member may serve, in such a manner as the member deems to be in the best interest of the LACAAEA and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Board member, a member shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the LACAAEA whom the President deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the President deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the Board Member does not serve, as to matters within its designated authority, which committee the member deems to merit confidence,

so long as in any such case the Board member acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in **Article 8 - Standard of Care**, any person who performs the duties of a Board member in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a President, including, without limitation of the following: any actions or omissions which are inconsistent with the LACAAEA's mission and charitable purposes.

SECTION 2. LOANS

The LACAAEA shall not make any loan of money or property to, or guarantee the obligation of, any board member, unless approved by the Board; provided, however, that the LACAAEA may advance money to a board member for expenses reasonably anticipated to be incurred in the performance of the duties of such board member so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

SECTION 3. CONFLICT OF INTEREST

The purpose of the *Conflict of Interest* policy is to protect the LACAAEA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. The LACAAEA shall develop a conflicts of interest policy separate and apart from these Bylaws.

Each member of the Board and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the LACAAEA is a charitable organization, and to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 4. BOARD FUNDRAISING

All board members are expected to take an active role in some phrase of fundraising. (e.g. donate, participate in family movie day or other fundraising activites)

ARTICLE 9

SECTION 1. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

Execution of Corporate Instruments

The Board may, at its discretion, determine the method and designate the signatory officer or officers, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the LACAAEA.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the LACAAEA, other corporate/organization instruments or documents, shall be executed, signed, and/or endorsed by the President^{iv}.

All checks and drafts drawn on banks or other depositories on funds to the credit of the LACAAEA, or in special accounts of the LACAAEA, shall be signed by such person or persons as the Board shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the LACAAEA and no note or other evidence of indebtedness shall be issued in LACAAEA's name unless and except as the specific transaction is authorized by the Board. Without the express and specific authorization of the Board, no officer or other agent of the LACAAEA may enter into any contract or execute and deliver any instrument in the name of and on behalf of the LACAAEA, unless authorized by the Board to do so.

SECTION 2. DEPOSITS

All funds of the LACAAEA shall be deposited within 10 business days to the credit of the LACAAEA in such banks, trust companies, or other depositories as the Board may select.

SECTION 3. GIFTS

The Board may accept on behalf of the LACAAEA in the form of a contribution, any gift, bequest, or devise for the charitable or public purposes of the LACAAEA.

SECTION 4. DUES

All dues are used to support training and the development of LACAAEA members; subsidize the cost of hosting conference, networking functions and other LACAAEA activities; and administrative overhead.

SECTION 5. AWARDS AND HONOREES

LACAAEA recognizes that awards are an effective means for raising awareness of the association and recognizing members' contribution to the association. LACAAEA shall present awards and honor individuals who have demonstrated a significant commitment to the association through leadership or impactful contributions to improve the lives of African Americans who reside in the County of Los Angeles. These contributions can be legislative or policymaking.

Annually, the designated program lead shall publicize the award, purpose, criteria, and process electronically to the membership at large and on all social media platforms. In addition, the Executive Advisors and Board should be sent an electronic communication with appropriate information regarding the solicitation, nomination, and selection process.

Nomination will be accepted from any member or committee of the association. All nominations for any award or recognition must be submitted in writing on the appropriate form.

Recommendations for all award recipients and honorees shall be presented and deliberated six months prior to the presentation at the regular committee meeting. The final determination shall be made by consensus unless a vote of the majority is required. The designee or committee chair will present the recommendation to the Executive Board.

The final decision for all awards and honors shall be made by the Executive Board.

Presentation of awards shall be given or presented at the Annual Black History Month Program and Gala, Women's History Month Celebration and Annual General Membership Conference.

ARTICLE 10

CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

Maintenance and Inspection of Articles and Bylaws

The LACAAEA shall keep at its principal office and open for inspection, a copy of its:

1. Articles of Incorporation and bylaws as amended to date;
2. Federal Tax Exemption Application and Annual Information Return; and
3. A copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The LACAAEA shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the LACAAEA. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each Board Member, employee, or agent of the LACAAEA shall turn over to his or her successor or to the President/Chair of the Board, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the LACAAEA as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Board member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the LACAAEA and each of its subsidiary corporations/organizations.

Preparation of Annual Financial Statements

The LACAAEA may prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Audit Committee established by these bylaws^v. If prepared, the LACAAEA shall make these financial statements available to the California Attorney General and members of the public for inspection no later than 60 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all officers within 60 days after the end of the fiscal year of the LACAAEA, which shall contain the following information:

- a) The assets and liabilities, including any trust funds, of the LACAAEA at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the LACAAEA for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

SECTION 2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 12 ELECTIONS

Election of officers of the LACAAEA shall be conducted every three years by secret ballot. No member shall be a candidate for more than one elected office during a given election. The Board shall establish procedures for the fair, efficient, and transparent conduct of elections. The candidate for an office receiving the highest number of votes cast for that office shall be elected thereto. Elected officers may be sworn in at the annual Black History Month Celebration or other event as appropriate.

Special elections shall be called by the President upon notice to the members of the LACAAEA at least thirty (30) days prior to the date of the election.

ARTICLE 13 FISCAL YEAR

The fiscal year of the corporation shall begin on January 1st and end on December 31st of each year.

ARTICLE 14 AMENDMENTS AND REVISIONS

Non-substantive changes to these Bylaws may be adopted by a simple majority vote of the Board. The Board may also ratify non-substantive changes under the Following conditions :

- 1) The proposed change must be non-substantive ;
- 2) The Board makes a finding that the change is non-substantive; and
- 3) There is an affirmative vote of 2/3 of the Board members present at a duly noted and properly conducted meeting of the Board.

Changes (substantive and non-substantive) to the Bylaws may be adopted and ratified by a simple majority of the general membership. Notice of the general membership meeting shall identify and explain proposed changes in the Bylaw. If any provision of these Bylaws requires the vote of a larger portion of the Board or of the membership than is otherwise required by law, that provision may be altered, amended or repealed only by that greater vote.

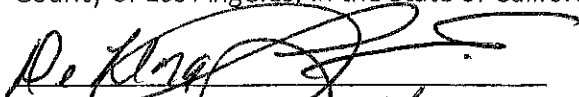
ARTICLE 15 CONSTRUCTION AND DEFINITIONS

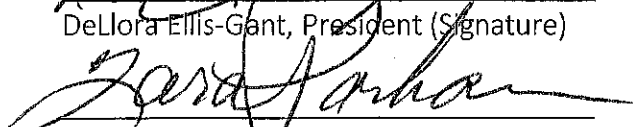
Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes an organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

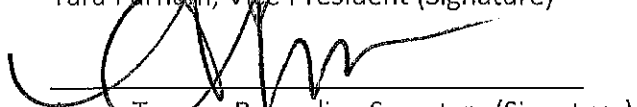
CERTIFICATE OF SECRETARY

I, Arena Turner, certify that I am the current elected and Recording Secretary of the LACAAEA, and the above Bylaws are the bylaws of this Association and were adopted by the membership on October 14, 2023.

EXECUTED on this 14 day of OCTOBER, 2023, in Los Angeles, in the County of Los Angeles, in the State of California.


DeLlora Ellis-Gant, President (Signature)


Tara Parham, Vice President (Signature)


Arena Turner, Recording Secretary (Signature)
