

ARTICLE I. NAME AND INCORPORATION

1. **Name.** This organization shall be known as the COUNCIL OF BLACK ARCHITECTURE AND ENGINEERING COMPANIES which may hereinafter be referred to as “CBAEC”.
2. **Incorporation.** CBAEC will be incorporated as a 501(c)(6) organization pursuant to 1986 United States Internal Revenue Code, as amended, or to any corresponding provision of any future federal tax law. CBAEC shall be operated under the laws of the State of New York, United States. Each chapter shall be operated under the laws of their respective state government.
3. **Logo.** The Logo for CBAEC is established as shown. This logo shall be used on all official CBAEC correspondence, and for CBAEC sponsored events. The logo shall not be utilized without the written authorization of CBAEC members.



COUNCIL OF BLACK ARCHITECTURE AND ENGINEERING COMPANIES

ARTICLE 2. MISSION AND PURPOSE

1. The mission of CBAEC shall be to promote the economic development and growth of Black owned and operated architecture and engineering firms, including program management, construction management, and environmental services firms (hereinafter referred to as “firms”, “Black owned firms”, “our firms”, and “member firms”).
2. CBAEC shall execute its purpose via:
 - a. Advocating for change in public and private procurement policies and legislation that systemically improves Black owned firms’ ability to win projects.
 - b. Developing and strengthening leadership in the AEC industry for Black owned firms.
 - c. Advocating for legislation that supports the common interests of CBAEC members.
 - d. Providing business education opportunities for our firms to enhance business capacity
 - e. Promoting and engaging in activities that expose our firms and their individual capacity to public and private decision makers.
 - f. Performing analyses of monies awarded to and spent on black owned firms and present reports as well as statistics, industry data and other feedback to public and private agencies and local and federal governments.

ARTICLE 3. MEMBERSHIP

1. For the purpose of this Article, ‘Black’ shall be defined as persons having origins in any of the black racial groups of the continent of Africa.
2. For the purpose of this Article, ‘Black Owned and Operated’ shall be defined as a company where 51% or more of the ownership rests with a black person(s).
3. Membership shall be open to all Black “owned and operated” Architecture, Engineering and Affiliated companies.
4. **Membership Classes**
 - a. Full Membership: CBAEC Full-Membership is open to Black owned and operated Architecture and Engineering companies having day-to day responsibilities of executing

technical and/or business management activities that are exercised by staff and its principal owner(s). See Article 6 - for voting rights.

- b. Affiliate Membership: CBAEC Affiliate-Membership is open to Black owned and operated businesses, associations, vendors, suppliers, organizations, and other related entities that support the mission and purpose of CBAEC.
 - c. Employees of both full and affiliate member firms are open to participate in CBAEC activities.
5. **Members Application**
- a. Full and Affiliate Applicants: A prospective Black owned and operated company and affiliate company shall make a written application for membership that includes a letter of recommendation from an active 'Full Member'. The application shall be referred to the Membership Committee for review and recommendation.
6. **Separation.** Separation from CBAEC by a member of any class of membership may come about either through 'Resignation' or 'Expulsion'.
- a. Resignation: A member of any class may resign from CBAEC upon written notice to the membership committee.
 - b. Expulsion: All matters related to expulsion shall be referred to the Governance Committee for action.
7. Reinstatement after expulsion: A member expelled from CBAEC for any reason shall make an appeal in writing to the Governance Committee with a majority voting affirmatively in order for reinstatement.
8. See Article 5 for Expulsion of a Director.

ARTICLE 4. DUES AND ASSESSMENTS

- 1. Dues shall be assessed at the beginning of CBAEC's fiscal year (January 1st to December 31st) and prorated thereafter.
- 2. The dues schedule may be amended from time to time at a joint meeting of the Membership and Budget/ Finance Committees. Amended dues shall be updated on membership application annually.

Full Member Dues	Affiliate Member Dues
Number of Employees Annual Dues	Number of Employees Annual Dues
1-19 \$1,250	1-19 \$625
20-49 \$2,500	20-49 \$1,250
50-99 \$3,750	50-99 \$1,875
100+ \$5,000	100+ \$2,500
- 3. **Assessments:** The Board of Directors (BOD) shall submit a formal written proposal for all assessments to the Budget and Finance Committee for review and recommendation. The recommendation shall be sent to all voting members with Notice of a 15-day comment period. If the final recommendation is for an assessment, the final recommendation must state the amount to be assessed along with the designation of all monies to be collected.
- 4. **Delinquency of Payment of Dues:** Failure on the part of a member of any class to pay dues within 60 days of the due date and in the case of assessments, within the specified period shall be accepted as notice of resignation.

ARTICLE 5. GOVERNANCE

- 1. **The Board of Directors**

- a. The Membership shall control all affairs and business of this organization. The Board shall manage the affairs and business of the organization and serve at the leisure of the Membership. Board decisions as deemed necessary by the Membership shall be approved by the Membership.
 - b. The initial Board of Directors shall be appointed by the founding members of CBAEC, after which, the officers and directors to be chosen for ensuing years shall be chosen at the annual meeting of this organization in the manner described in Article 11.
 - c. The business of this organization shall be managed by its members and an elected Board of Directors, which shall consist of five (5) officers, constituting the Executive Committee and the Executive Director, all having Board voting privileges, except executive director cannot vote on matters pertaining to their position, salary, tenure and successor.
2. **Executive Committee.** Shall consist of the elected officers as more fully set forth below:
- a. President
 - b. Vice President for Architecture
 - c. Vice President of Engineering
 - d. Treasurer
 - e. Secretary
 - f. Executive Director
 - g. Director-at-large
3. **Vacancies.** The Board of Directors shall notify the chair of the Nominating/Election Committee of a vacancy within 48 hours of becoming aware of a vacancy and make a recommendation to the BOD.
4. **Expulsion/ Removal.** If one or more Director's believe sufficient cause exists for the removal of a BOD, one or more Directors shall send Notice to the Governance Committee Chair documenting cause for removal. A Director may not be removed until after the Director has had the opportunity to be heard by the Governance Committee. The findings and recommendations of the Governance Committee shall be forwarded in writing to the Board of Directors and to the Director concerned. Removal shall require a 2/3 majority vote (when quorum has been established) of a joint meeting of the Board of Directors and the Governance Committee.

ARTICLE 6. POWERS AND DUTIES

1. The Board of Directors shall seek to fulfill the purpose of and manage the affairs of CBAEC in accordance with the laws under which CBAEC is organized and within the provisions of the Certificate of Incorporation, Bylaws, Mission and goals along with any other duties and responsibilities that may be requested of them from time to time:. It shall:
- a. Direct the investment and care of the funds of CBAEC.
 - b. Convene Ad-Hoc committees.
 - c. The executive committee cannot replace the full board. It reports to and is accountable to the full board which reports to and is accountable to the membership.
 - i. While the executive committee may be granted special powers in the bylaws, the Board must always confirm Executive Committee decisions in its next meeting.
2. The President shall:
- a. Preside over all monthly meetings and Board of Director meetings.
 - b. Shall present at each annual meeting of the organization an annual report of the work of the organization.

- c. May be one of the officers required to sign the checks and drafts of the organization.
- 3. The Vice President of Architecture shall:
 - a. Shall work to ensure organization staff and resources are attendant to the needs of members operating within the realm of architecture.
 - b. In the event of the absence or inability of the President to exercise his/ her office, become Chair of the Board of Directors with all the rights, privileges and powers as if he/she had been the duly elected Chair of the Board of Directors until the vacancy is filled. BOD shall vote to select VP of Architecture or Engineering to Chair position.
 - c. In the event of the absence or inability of the Treasurer to exercise his/ her office, may become Treasurer with all the rights, privileges and powers as if he/she had been the duly elected Treasurer until the vacancy is filled.
 - d. May be one of the officers required to sign the checks and drafts of the organization.
- 4. The Vice President of Engineering shall:
 - a. Shall work to ensure organization staff and resources are attendant to the needs of members operating within the realm of engineering.
 - b. In the event of the absence or inability of the President to exercise his/ her office, may become Chair of the Board of Directors with all the rights, privileges and powers as if he/she had been the duly elected Chair of the Board of Directors until the vacancy is filled. BOD shall vote to select VP of Architecture or Engineering to Chair position.
 - c. In the event of the absence or inability of the Treasurer to exercise his/ her office, may become Treasurer with all the rights, privileges and powers as if he/she had been the duly elected Treasurer until the vacancy is filled.
 - d. May be one of the officers required to sign the checks and drafts of the organization.
- 5. The Secretary shall:
 - a. Provide monthly written reports related to CBAEC activities to the Membership.
 - b. Make a report of all organizational activities and operational concerns at each meeting of the membership.
 - c. Keep the minutes and records of the organization in appropriate books, including any and all correspondences.
 - d. File any certificate required by any statute, federal or state.
 - e. Be the official custodian of the records and seal of this organization.
 - f. May be one of the officers required to sign the checks and drafts of the organization.
 - g. Attend to all correspondence of the organization, including meeting minutes and agendas and shall exercise all duties incident to the office of Secretary.
- 6. Treasurer shall:
 - a. Have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
 - b. Cause to be deposited all monies belonging to the organization in a regular business bank account.
 - c. Notify membership of intent to cause CBAEC funds to be invested in any manner.
 - d. Be one of the officers who shall sign checks or drafts of the organization.
 - e. Render at each meeting of the Board of Directors a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
 - f. Attend to all financial matters of the organization, including budget, tax preparation and reporting, check writing and ledger and shall exercise all duties incident to the office of Treasurer.

- g. Chair the Budget and Finance Committee.
- 7. Executive Director shall:
 - a. Responsible for day to day operations of all business development activities and affairs of CBAEC.
 - b. Shall manage and direct all CBAEC operations, CBAEC programs and CBAEC activities within the framework policy and agenda aims determined by the Membership.
 - c. Shall have other duties as may be prescribed by the Membership and BOD.
 - d. Be a member of the Budget and Finance Committee.
 - e. Be a member of the Business Development Committee.
 - f. Be a member of the Marketing/ Media Committee.
 - g. Be a member of the Policy/ Advocacy Committee.
 - h. Be a member of any committee deemed necessary for management of CBAEC operations.
- 8. Standing Committees shall:
 - a. Meet year round to carry out the duties defined in Article 10 in accordance with the laws under which CBAEC is organized and within the provisions of the Certificate of Incorporation, Bylaws, Mission and goals along with any other duties and responsibilities that may be requested of them from time to time.
- 9. Ad-Hoc Committees shall:
 - a. Be convened by the Board of Directors at the direction of the membership as needed.
 - b. Meet for a specified period of time to carry out the duties defined in Article 10 in accordance with the laws under which CBAEC is organized and within the provisions of the Certificate of Incorporation, Bylaws, Mission and goals along with any other duties and responsibilities that may be requested of them from time to time.
- 10. CBAEC Membership shall carry out the following duties along with any other duties and responsibilities that may be requested of them from time to time:
 - a. Full Members shall:
 - i. Participate in CBAEC voting on subjects published in a meeting agenda.
 - ii. Adhere to CBAEC By-Laws and Rules of Professional Conduct.
 - iii. Attend the CBAEC annual meeting/conference.
 - iv. Pay their annual dues in a timely fashion per Article 3.
 - v. Have the right to nominate candidates for the Board of Directors.
 - vi. Serve on Standing and Ad Hoc Committees.
 - vii. Maintain the legal right to practice architecture or engineering in their home state of practice.
 - viii. Submit all documentation requested by the membership Committee for annual certification of membership requirements.
 - ix. Submit all documentation requested by the membership committee for annual certification of dues amount.
 - x. Submit proof of legal right to practice architecture or engineering in their home state of practice with dues payment.
 - b. Affiliate Members shall:
 - i. Adhere to CBAEC By-Laws and Rules of Professional Conduct.
 - ii. Attend the CBAEC annual meeting/conference.
 - iii. Pay their annual dues in a timely fashion per Article III.

- iv. Serve on Standing and Ad Hoc Committees to comment, offer advice and support decisions made by full members.
- v. Submit all documentation requested by the membership Committee for annual certification of membership requirements.
- vi. Submit all documentation requested by the membership Committee for annual certification of dues amount.

ARTICLE 7. TERMS OF SERVICE

1. No Director may be elected for more than two (2) consecutive terms to the same office.
2. Elected Office: A term of office shall begin at the close of old business at the annual meeting at which the elected officer shall continue until a successor is elected per Article 8. All Directors shall serve until a successor qualifies and is elected.
 - a. President, Two Years.
 - b. Architecture Vice President, Two Years.
 - c. Engineering Vice President, Two Years.
 - d. Secretary, Two Years.
 - e. Treasurer, Two Years.
 - f. Executive Director, term is for tenure with organization.
 - g. Director-at-large
3. The immediate past President shall assist the incoming President with making a smooth transition for a 30 day, minimum.

ARTICLE 8. ELECTIONS

1. For the initial five (5) years from the date of incorporation, all Board of Director seats shall be reserved for founding members. Founding members shall be elected to the Board of Directors per this Article at all times.
2. **Requirements**
 - a. President, Vice President of Architecture, Vice President of Engineering: Must be a full member in good standing (meaning dues and any assessments are 100% paid at time of election), must have served as a Director prior to ascending to presidency and must be licensed to practice architecture or engineering in the state of their incorporation.
 - b. Secretary and Treasurer: Must be a full member in good standing (meaning dues and any assessments are 100% paid at time of election) and must be licensed to practice architecture or engineering in the state of their incorporation.
 - c. Executive Director: Serve at the leisure of the members and board and shall be an ex-officio member of the Board with full voting rights except as noted in Article 5.1.c. and unless prohibited elsewhere in these Bylaws.
3. **Election to Office**
 - a. Balloting: Not later than two (2) weeks prior to the Annual meeting of each year, the Nominating Committee shall transmit an election ballot containing the names of the nominees to the full membership via mail, hand delivery or electronically. Completed ballots must be returned to the Secretary by the close of business the Wednesday immediately preceding the Annual meeting.
 - b. Votes shall be counted at the annual meeting. The nominee receiving the largest number of valid votes cast for an office shall be declared elected.

ARTICLE 9. FISCAL OPERATIONS

1. The Board of Directors along with the Budget and Finance Committee of which the Treasurer shall be the chair person shall manage the fiscal operations of CBAEC.
2. The fiscal year shall be aligned with the calendar year.
3. **Budget**
 - a. The Budget and Finance Committee shall prepare a budget for the review of the Board of Directors no later than 60 days before the annual meeting.
 - b. CBAEC members shall have a 15 day comment period. All comments shall be directed to the Budget and Finance Committee.
 - c. The final budget shall be approved by a majority of full-members present at the annual meeting.
 - d. Changes After Approval
 - i. Once approved at the annual meeting, the Board of Directors cannot increase the annual budget by more than 10% without a 2/3 majority vote of the entire Budget and Finance Committee.
 - ii. A 2/3 vote of the entire Budget and Finance Committee can override proposed budget adjustments made by the Board of Directors.
4. **Operation/ Management**
 - a. A minimum of two (2) Directors shall be required to sign checks on account of the organization to meet expenditures authorized by the budget of which the Treasurer shall be one.
 - b. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization in the manner outlined in Article 6.6 Powers and Duties of the Treasurer.
5. **Reporting**
 - a. The Board of Directors shall cause the Treasurer in conjunction with the Budget and Finance Committee to keep detailed financial records and books of account for CBAEC including a chronological listing of income, receipts and expenditures, as well as, a separate account of membership dues including the date paid and due date shall be maintained by the treasurer.
 - b. The Board of Directors shall ensure that all appropriate IRS filings are completed within the timeframe specified by the US government and is in compliance with the rules and regulations of the state of incorporation.
 - c. An annual certified financial review of CBAEC income and expenses shall be prepared at the close of the fiscal year by an independent financial consultant selected and overseen by the Audit/Review Committee. A copy of the annual Review Report shall be posted on CBAEC's website by March 15th of each calendar year for the prior fiscal year.

ARTICLE 10. COMMITTEES

1. Members shall designate all committee chairpersons annually at the meeting or as it deems necessary by majority vote.
2. The committee chairperson shall outline each committee's goals and shall report committee meeting results to the members of CBAEC.
3. **Standing Committees**
 - a. **Audit/Review Committee:** is a seasonal committee tied to the end of the organization's fiscal year. The Audit/Review Committee selects the outside auditor, meets with the auditor to receive the audit report and management letter, and discusses the management letter with the board and full membership. The Audit/Review Committee

also audits the expenses of the board and the Executive Director. While there may be some overlap in membership with the Finance Committee, the President, Executive director, chair of the Finance Committee and the Treasurer shall not be allowed to serve on the Audit Committee.

- b. **Budget and Finance:** Is chaired by the Treasurer and oversees development and preparation of the annual budget and the performance of the organization in meeting its budgeted revenues and expenses, ensures accurate tracking/monitoring/accountability of funds; ensures adequate financial controls and asset protection; drafts organizational fiscal policies, anticipates financial problems, oversees financial record keeping, helps the full board understand the organization's financial health and ensures all legal reporting requirements are met.
- c. **Business Development:** Facilitates the economic development and growth of member companies by nurturing strategic relationships between CBAEC members, as well as, CBAEC and the public and private sector. The committee shall also work to enhance the visibility and strengthen the business development skills of member firms.
- d. **Executive Committee:** Comprised of the President, Vice President of Architecture, Vice President of Engineering, Treasurer, Secretary and Executive Director, the Executive Committee oversees operations of the Board; acts on behalf of the Board between meetings and ensures these acts are later presented for full Board and membership review.
- e. **Governance:** The governance committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the membership. The work of the committee revolves around the following areas:
 - 1. Board Role and Responsibilities. 2. Board Composition. 3. Board Knowledge.
 - 4. Board Effectiveness. 5. Board Leadership. 6. Membership adherence to CBAEC Rules of Conduct.
- F. **Membership/ Programs:** Reviews membership applications to ensure prospective members meet the criteria set in Article 3, determines the benefits available to members, recommends dues for each category of membership, works with the Executive Director to identify and develop programs that meet the changing needs of the membership, evaluates programs and program delivery and maintains accurate membership database, member profiles with project profiles, and adopt and manage initiatives to encourage member participation and increase member capacity.
- G. **Nominating/ Election:** Shall consist of a minimum of three members, one of which must be a member of the Board of Directors. The Vice President of Architecture or Engineering shall serve as chairperson of the nomination committee and will be selected by the committee members. Committee members that are not currently Board members must be members of the organization for at least one year. The Committee shall actively seek nominees for Officers and candidates for the Board of Directors, evaluate the eligibility of any nominee or candidate, propose a slate of candidates for consideration by the membership, and conduct all elections in accordance to procedures set forth by the membership.
- H. **Policy/ Advocacy:** Identifies and reviews all legislation and governmental policies that impact CBAEC's mission, develops white papers, editorial commentary and testimony to advance CBAEC's mission.
- I. **Public Relations/ Marketing/ Media:** Develops online presence, public relations and marketing campaigns, represents the organization to the public; enhances and elevates

the organization's image, raise awareness of Black owned and operated architecture and engineering companies and communicates with the press.

4. **Ad-Hoc Committees:** Shall be convened by the Membership as needed for a limited period of time to address a specific need. When the work of the ad hoc committee is completed, the committee shall be dissolved.

ARTICLE 11. MEETINGS

1. **Annual Meetings.** The organization's membership shall meet at least annually for the transaction of such business as may come before the meeting. The Board of Directors of the organization shall be elected at the annual meeting and at which time reports summarizing the year's activities shall be given by the Executive Director. The date of the annual meeting shall be designated by the Board of Directors and must take place in the last quarter of each year.
2. **Rules and Procedures.** The rules of procedure for Board of Director, CBAEC Committee and Membership meetings shall be as established by the By-laws or Rules of Policy and Procedure, in the absence of such, Robert's Rules of Order (revised version) shall prevail.
3. **Board of Director Meetings.** The Board of Directors shall meet four (4) times per year, minimally. The first meeting of the Board of Directors following the annual members meeting shall be held within fifteen (15) days thereafter. The year-long meeting calendar for the Board of Directors and the Executive Committee shall be set at the 1st meeting of the Board of Directors after the annual meeting.
4. **Executive Committee Meetings.** The Executive Committee shall meet four (4) times per year, minimally.
5. **Special meetings.** Special meetings of CBAEC's Board of Director's, Executive Committee, Standing Committees, Ad Hoc Committees and/ or its membership may be called when deemed in the best interest of the organization.
6. **Quorum.** One-fourth (1/4) of CBAEC members of the organization entitled to vote, represented in person shall constitute a quorum at any meeting of members. Individual Members shall have one vote. No voting by proxy shall be allowed.
7. **Order of Business.** Order of Business for meetings of the Board of Directors shall follow the following order:
 1. Roll Call. 2. Reading of the Minutes of the preceding meeting. 3. Report of Executive Director 4. Reports of Officers. 5. Reports of Committees. 6. Old and Unfinished Business.
 - a. Order of Business for the annual membership meeting shall follow the following order:
 1. Roll call; 2. Reading of CBAEC Mission and Goals 3. Proof of notice of meeting; 4. Reading of minutes of preceding meeting (unless waived); 5. Reports of Officers; 6. Report of Executive Director 7. Reports of committees; 8. Unfinished business; 9. New business; 10. Election of inspectors of election 11. Election of Officers; 12. Adjournment.
8. **Notice.** Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise stated by statute or as provided for in the By-Laws, be delivered no less than three days before the date of the meeting, either personally, by email or by mail, at the direction of the Board Chairperson or the Board Secretary, or the persons calling the meeting, to the last known address or email address of each member entitled to vote at such meeting. In the case of delivery by mail, the requirements of this notice shall be deemed to have been met if such notice is sent by first class mail and postmarked at least three calendar days prior to the meeting. In the case of delivery of notice by email, the requirements of this notice shall be

deemed to have been met if such email notice is sent at least three calendar days prior to the meeting.

ARTICLE 12. CHAPTERS

1. **CBAEC Chapters.** Shall have the following minimum standards for establishment and continued recognition:
 - a. Is comprised of Black owned architecture and engineering Member Firms.
 - b. Represent a state, area or region;
 - c. Have purpose, bylaws and policies which are consistent with those of CBAEC;
 - d. Consist of five (5) or more Member Firms;
 - e. Chapter Boards and Executive Committees must be Members of CBAEC in good standing, elected or appointed by the Chapter Members.
 - f. If the Board or Executive Committee members are unable to attend a specific Board of Directors or committee meeting, the Chapter may seat another member of the Chapter as an official voting member for the applicable meeting.
 - g. CBAEC may, without prior notice and without the requirement of any vote by the Board of Directors, expel from membership any Chapter that does not pay membership dues and provide required certifications by the date specified by CBAEC.
 - h. Chapters shall pay a proportionate share equaling 30% of collected chapter dues to the national organization.

ARTICLE 13. INDEMNIFICATION/INSURANCE

1. CBAEC shall indemnify any and all of its current or former officers, Directors, staff or committee members against expenses actually and necessarily incurred by CBAEC in connection with the defense of any action, suit, or proceeding, in which it or any of member are made parties, or a party, by reason of having been an officer, Director, staff or committee member, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE 14. CERTIFICATE OF INCORPORATION AND BY-LAWS AMENDMENTS

1. **Amendments.** May be initiated by any of the following: An affirmative majority (when quorum has been established) vote of the total eligible voting power cast by Full-Members at a general or special meeting of the membership.
2. **Procedure.** Any proposed amendment of CBAEC's by-laws and/ or Incorporation shall be submitted to the Board of Directors in writing with a copy of the same being sent to the chairperson of the Governance Committee.
3. **Notice.** The Secretary shall send a copy of the proposed amendment to the eligible voting membership at least 30 days prior to the voting date in the case of an amendment to the Bylaws and at least 45 days prior to the voting date in the case of an amendment to the Certificate of Incorporation. Eligible voting members are full members in good standing and current in dues payment.

4. **Vote.** Amendments to the Certificate of Incorporation and the Bylaws shall require an affirmative majority (when quorum has been established) vote of the total eligible voting power cast by the Full-Members, and shall become effective immediately unless stated otherwise in the amendment.

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