



CONSTITUTION AND BYLAWS

UNITED STATES COALITION of BLACK WOMEN BUSINESSES

CONSTITUTION

Article I. Name and Affiliation

The name of this organization shall be the United States Coalition of Black Women Businesses, also to be known as and hereinafter referred to as USCBWB.

Article II. Purpose and Mission

This organization is organized and operated exclusively for charitable and educational purposes, specifically to function as an online networking platform to advance economic development and professional leadership assistance for Black women business owners and job creators. USCBWB also aims to collaborate with other women's business organizations and serve as a resource center to create and enhance business and professional development programs, thereby increasing entrepreneurial opportunities for diverse women and recognizing Black women in leadership to advance their respective goals.

The objective of USCBWB is to empower Black women-owned businesses from state to state, serving as a resource tool to support business growth and cultivate business and networking relationships. USCBWB is an educational resource to improve the climate for diverse entrepreneurship, emerging and under-represented, growing and established businesses at the local, state, national, and international levels.

Article III. Membership

SECTION 1: Full Membership

Any individual who has at least 54% ownership and control of their business, with a minimum of three years of operational history, and certified/designated as a Black woman-owned business, and who supports the purpose of USCBWB is eligible for Full membership in the Organization

within their respective Affiliate/Region. Affiliate (non-voting) memberships are available for business owners who support the purpose of USCBWB. Full members have dual benefits as National and Affiliate/Region members, as dues include membership status within the National Organization and the Designated Affiliate/Region.

SECTION 2: Applications for USCBWB membership shall be in writing on forms provided directly or via the organizational website. The membership form must be signed by the applicant and include all related business information and contacts provided along with the appropriate membership fee as outlined in the USCBWB Bylaws, Article V.

SECTION 3: All individuals designated as "Member" and are in good standing with USCBWB shall have voting privileges. Each "Member" has one vote, which they will receive after serving one full calendar year as an active member. All USCBWB Members will agree to a confidentiality clause.

SECTION 4: Honorary Memberships: Based upon recommendations from the Executive Committee, Officers, and/or Affiliate/Region Leadership; individuals who have distinguished themselves within their entrepreneurial and/or community endeavors by facing and overcoming significant challenges and align with the purpose and mission of USCBWB will be considered for Honorary Membership. These individuals shall have all the privileges of members except the right to vote. Honorary members shall be exempt from the payment of dues. However, the Executive Committee has the right to revoke this designation by a majority vote if the candidate exhibits behavior adverse to USCBWB's purpose.

Article IV. Authority

SECTION 1: Affiliation, USCBWB and its designated Affiliate/regions shall abide by the Constitution and Bylaws of the National Organization – USCBWB. Each Designated Affiliate/Region will carry the Name of the National Organization and the area represented, based upon the designation from the National Organization.

SECTION 2: The National Organization, USCBWB, shall have the power to establish the rules and regulations of the Designated Affiliate/Regions, delegate responsibility, and amend any or all parts of the Constitution and Bylaws of the Affiliate/Region.

Article V. Amendments

Amendments to the Constitution and Bylaws may be submitted by a current and voting Full member at any time to the Constitution and Bylaws Committee for review and approval. Upon approval, the amendment with rationale is to be submitted to the Executive Committee. Upon review by the Executive Committee, the amendment is distributed to the voting membership for approval via mail and email ballot. A two-thirds majority of the voting membership is required for ratification. The approved amendment is included within the organizational documents immediately following the national meeting.

BYLAWS

Article I. Executive Committee

SECTION 1: The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Both the Board of Directors and the Executive Committee shall consist of an odd number of members to ensure a voting quorum. Such committees shall have functions and powers delegated by the Board of Directors and specified in the resolution creating them. Meetings of committees may be held without notice at such time and place as determined by the committees. Committees shall maintain regular minutes of their proceedings and report these minutes to the Board of Directors when required.

Standing Committees shall consist of the following: Constitution and Bylaws, Membership, Finance, Programs, Affiliate/Region Services, Advocacy, Development, and Marketing. Each Committee shall have an Officer serve as liaison. Any Ad hoc Committees must be approved by the Executive Committee. The Executive Committee shall function as the policy-making entity of USCBWB, and each Executive Committee member has one vote.

SECTION 2: The President, National Vice President, Regional Vice Presidents, Treasurer, Secretary, Sergeant at Arms, and all Affiliate/Region Leaders shall be nominated by members of the Executive Committee. The new slate of leaders will be voted on by members of USCBWB at an annual meeting held at the time designated by the Executive Committee via online balloting. Members of the Executive Committee and the Board of Directors must be experienced business owners to hold office. No corporate executives or public officials can serve as USCBWB Executive Committee Members or on the USCBWB Board of Directors.

SECTION 3: Order of Succession - The office of Past President shall be filled by the former President. If the President's position becomes vacant, the Vice President shall succeed to that office for the remainder of the term. If the office of Vice Presidents, Treasurer, or Secretary or Sergeant at Arms becomes vacant, the Executive Committee shall appoint a successor.

SECTION 4: The Founding USCBWB President shall hold the Emeritus designation upon succession from office until the President Emeritus' death, resignation, retirement or removal (for any reason or no reason by a majority of the board of directors). The President Emeritus may be re-appointed for one or more additional one-year terms. The President Emeritus shall provide such advisory services to the board and its committees, as requested by the board. President Emeritus may attend board meetings, when invited by the board, and attend meetings of any committee of the board, when invited by the committee, but shall not be entitled to call any such meeting, or to vote, or be counted for quorum purposes at any such meetings. If present, the President Emeritus may participate in the discussions occurring at such meetings. President Emeritus shall not be considered a director or officer for any purpose and shall have no power or authority to manage the affairs of USCBWB. The President Emeritus is entitled to receive fees for service in such form and amount as approved by the board of directors, and shall be reimbursed for reasonable travel and other out-of-pocket business expenses incurred in connection with attendance at meetings of the board and its committees.

SECTION 5: Removal Policy - Elected members of the Executive Committee may be removed from office by a majority vote of the other voting members of the Executive Committee. Excluding the Founder or the President Emeritus.

SECTION 6: Quorum - Five shall constitute a quorum that is required for the Executive Committee to transact the business of the USCBWB at the Executive Committee Board meetings.

SECTION 7: For organizational meetings, a quorum would be two-thirds of the current voting members for the transaction of business.

SECTION 8: All members of the Executive Committee and Affiliate/Region leaders must be members in good standing of USCBWB.

SECTION 9: TERMINATION - Any member may resign from the USCBWB upon written request to the Executive Committee; any member shall be expelled by the Executive Committee by a two-thirds vote for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause; and any member may be expelled by a two-thirds vote of the Executive Committee, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the USCBWB, after notice and opportunity for a hearing are afforded the member complained against.

SECTION 10: USCBWB shall indemnify any Officer, Executive Committee member, and Affiliate/Region leader against any action or proceeding other than one by or in the right of the organization to produce a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, by reason of the fact that the officer or director, the officer's or director's testator, or intestate, was a director or officer of the organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Officer, Executive Committee member and Affiliate/Region leader acted, in good faith, for the purpose which the Officer, Executive Committee member and Affiliate/Region leader reasonably believed to be in the best interests of the USCBWB, and in criminal actions or proceedings, in addition had no reasonable cause to believe that the conduct was unlawful.

No indemnification shall be made in respect of a threatened action, or a pending action which is settled or otherwise disposed of any claim, issue or matter as to which person shall have been adjudged to be liable to the organization, unless, and only to the extent that the court in which the action was brought, or if no action was brought, the Executive Committee determines that the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court or Executive Committee deems proper.

Article II. Duties of Officers

SECTION 1: The President shall:

- Preside at USCBWB annual meetings and at meetings of the Executive Committee.
- Represent USCBWB at major events and conference and coordinate business and affairs of the organization.
- Serve as official spokesperson of USCBWB.

- Perform other duties incident to the office as required by the Constitution and Bylaws or by the Executive Board.

SECTION 2: The Vice President shall:

- Perform all duties of the President in the absence, disability, removal or resignation of the President.
- Assist the President and Immediate Past President in the performance of their duties.
- Perform other duties incident to the office as required by the Constitution and Bylaws or by the Executive Committee.

SECTION 3: The Immediate Past President shall:

- Assist the President and Vice President in the performance of their duties.
- Perform other duties incident to the office as required by the Constitution and Bylaws or by the Executive Committee.

SECTION 4: The Secretary Shall:

- Prepare and distribute to all Executive Committee members an agenda for each meeting at least two weeks before the scheduled meeting.
- Keep minutes of the Executive Committee meetings and Annual Meetings.
- Perform other duties incident to the office as required by the Constitution and Bylaws or by the Executive Committee.

SECTION 5: The Treasurer shall:

- Receive all membership dues, donations, and other income; keep these monies in an authorized (and insured) financial institution; and disburse all monies to be paid by USCBWB.
- Maintain financial records for USCBWB.
- Pay all invoices and request for reimbursement by check, bank draft using checking account info online, or PayPal account.
- Prepare and present a financial report to the Executive Committee at designated meetings. Prepare a year-end financial report for inclusion in the USCBWB Annual Report. Submit any applicable forms and documents to the IRS on time.
- Assist the Membership Committee in maintaining membership records and determining membership status.
- Assist the Finance Committee with fiscal projections and reports for donors and sponsors and Affiliate/Region services.
- Assist Affiliate/Regions and Committees with budget preparation management.

- Perform other duties incident to the office as required by the Constitution and Bylaws or by the Executive Committee.

Article III. Committees

SECTION 1: The Duties of the Committee Chairs:

- a. Manage the operational aspects of USCBWB as it pertains to the function of their Committee.
- b. Perform other duties incident to the office as required by the Constitution and Bylaws or by the Executive Committee.

SECTION 2: There shall be the following standing committees: Constitution and Bylaws, Membership, Finance, Programs, Affiliate/Region Services, Development, Advocacy, and Marketing.

- Constitution and Bylaws – review organizational policies and procedures, monitor rules and operations for meetings, provide procedural support to the Executive Committee and the Affiliate/region, and administer election activities.
- Membership - responsible for generating new members, retaining current members, and ensuring a positive experience for all members in all classifications and identifying honorary members to enhance the organizational profile.
- Finance - responsible for fiscal oversight for the national organization and Affiliate/regions, identifying donors and outlining cost saving measure to assist member businesses to succeed financially.
- Programs – responsible for all related projects and services designed to fulfill the organization’s purpose to elevate the members and increase their business capacity and job creation abilities.
- Affiliate/Region Services – responsible for monitoring the activities within the Affiliate/regions and keeping them in compliance with the national organization and reaching their full potential with diverse initiatives that reflect their specific locations.
- Development Committee: responsible for organizing educational and social events for the membership and developing community collaborations and initiatives for business and leadership growth for members.
- Advocacy Committee: responsible for managing the local, state, and national advocacy efforts related to favorable legislation for Black women businesses and providing alerts for adverse policies.

SECTION 3: Standing Committees may be created or terminated as deemed necessary by the Executive Committee without an immediate amendment to the Bylaws.

SECTION 4: Any member in good standing with the National Organization and Affiliate/Region may serve on any committee

Article IV. Nominations and Elections

SECTION 1: An election shall be held once each year to fill the offices of President, Vice President, Treasurer, Secretary, Sergeant at Arms, and Member at Large. The Executive Director and all Committee Chairs are appointed by the Executive Committee. The Affiliate/Region Representative is decided by the Affiliate/Region Leaders by majority vote and confirmed by the Executive Committee or the next term. This election is held at the annual meeting.

SECTION 2: The National Executive terms of office shall be for three (3) years, with Regional office terms for two (2) years beginning January 1st. No Executive Committee member shall serve more than two (2) consecutive executive terms of office.

SECTION 3: The election of new officers for the role of the President, Vice President, Treasurer, Secretary and Sergeant at Arms shall not all be slated for new candidates during the same election cycle. There must be at least a one-year lapse in Executive Committee leadership to ensure transfer of knowledge and organizational practices amongst new and existing Executive leadership.

SECTION 4: Nominations and Elections are managed by the Executive Committee and the Executive Director. No later than three months prior to the next election, the Executive Director will solicit nominations and select a slate of candidates to present to the USCBWB membership for the next term of office.

SECTION 5: The slate of officers is determined by majority vote. In the case of an empty position, the Executive Committee can appoint someone if all efforts have been exhausted. Ballots are cast online and monitored by paid staff. Each member in good standing has one vote.

Article V. Dues and Membership

SECTION 1: The Annual Membership shall be established by the Executive Committee and approved by the membership. Full members pay National and Affiliate/Region dues annually. Affiliates pay National Dues and can designate which Affiliate/region they plan to affiliate. Aspirants pay National Dues and can designate which Affiliate/region they plan to follow. Affiliates and Aspirants are eligible for organization access and all related benefits except voting privileges.

Article VI. Meetings and Events

SECTION 1: An Annual Meeting will be held each year. The Annual Report shall be presented to the voting members at this meeting. Special meetings may be called by the Executive Committee. Affiliate/Regions shall meet monthly. Standing and Ad hoc Committees will develop schedules and meeting frequencies as needed. Educational events, outreach activities and member informationals shall be conducted on a regular basis.

SECTION 2: The Executive Committee shall meet at least four times per year in order to review organizational initiatives, operational policies, Affiliate/region activities and membership issues and to monitor the strategic mission of USCBWB. Executive Committee meetings shall be open to current members of USCBWB. An Executive Session, which may be called by Executive

Committee member in order to discuss sensitive issues, would require members in attendance to leave the room.

SECTION 3: The minutes of the meeting shall be made available to USCBWB members in a timely manner via designated emails or via postal service. All national and Affiliate/region minutes shall be archived and bound.

.Article VII. Annual Report

The Executive Committee shall develop an Annual Report and Organizational Overview, outlining the activities and financial status of USCBWB for the previous fiscal year. The Annual Report shall be presented to the full voting membership at the time of the annual meeting as outlined in Article VI.

Article VIII. Responsibilities of USCBWB Affiliate/Regions

USCBWB Affiliate/Regions must provide the National Organization with the following:

- The Affiliate/Region Leader's current contact information and the names, companies, addresses and emails for all current members, affiliates and aspirants. USCBWB must be notified when there is any change in this information. Membership lists shall be updated annually.
- A list of the Affiliate/Region programs and activities with highlights and recommendations and an end of year program and fiscal report.

Member Orientation and Affiliate/Region Services –

- At regular intervals, Affiliate/Regions will provide member orientation on the purposes and activities of USCBWB, under the auspices of the National Organization's operational procedures, for leadership development, community outreach and member education and this shall be conducted for the following groups: new officers and directors and current officers and directors, committee chairs, and new members. A detailed outline for each of these groups shall be a part of USCBWB's procedures manual or orientation handbook.

Article IX. Code of Ethics

This set of principles and practices of the USCBWB Board of Directors will set parameters and provide guidance and direction for board conduct and decision-making.

Members of the Board of Directors of the USCBWB commit to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board of USCBWB. Board members pledge to accept this code as a minimum guideline for ethical conduct and shall:

SECTION 1: Accountability

- Faithfully abide by the Articles of Incorporation, by-laws and policies of USCBWB.
- Exercise reasonable care, good faith and due diligence in organizational affairs.

- Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
- Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.
- Remain accountable for prudent fiscal management to association members, the board, and where applicable, to government and funding bodies.

SECTION 2: Professional Excellence

- Maintain a professional level of courtesy, respect, and objectivity in all USCBWB activities.

SECTION 3: Personal Gain

- Exercise the powers invested for the good of all members of the organization rather than one's personal benefit, or that of the organization they represent.

SECTION 4: Equal Opportunity

- Ensure the right of all members to appropriate and effective services without discrimination on the basis of geography, political, religious, or socio-economical characteristics of the state or Region represented.
- Ensure the right of all members to appropriate and effective services without discrimination on the basis of the organization's volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

SECTION 5: Confidential Information

- Respect the confidentiality of sensitive information known due to board service.

SECTION 6: Collaboration and Cooperation

- Respect the diversity of opinions as expressed or acted upon by the USCBWB board, committees and membership, and formally register dissent as appropriate.
- Promote collaboration, cooperation, and partnership among association members.

SECTION 7: Conflicts of Interest

Each Member and officer of the USCBWB at any time and from time to time may engage in and own interests in other business ventures, independently or with others, in alignment and promotion of USCBWB's mission, purpose, and goals. USCBWB Members and Officers may transact business with any Member, officer or affiliate thereof provided that the terms of those transactions are no less favorable to USCBWB and no less favorable than those that could be obtained from unrelated third parties. The engaged parties must disclose, in writing, the related business relationships, endeavors, ventures, and partnerships to USCBWB board.

SECTION 8: Copywrite, Logo and Trademark

Any U.S. Coalition of Black Women Businesses Inc. or third party intellectual property, and all right, title and interest in and to such property will remain (as between the parties) solely with U.S. Coalition of Black Women Businesses Inc.. U.S. Coalition of Black Women Businesses Inc., USCBWB.ORG, and the USCBWB.ORG logo, and all other trademarks, service marks, graphics and logos used in connection with the Website are trademarks or registered trademarks of U.S. Coalition of Black Women Businesses Inc. Other trademarks, service marks, graphics and logos used in connection with the Website may be the trademarks of other third parties. Use of the Website or logo grants no right or license to USCBWB members or associated Affiliates/Regions to reproduce or otherwise use any U.S. Coalition of Black Women Businesses Inc. or third-party trademarks.

Other than with respect to acknowledging USCBWB membership as a means of USCBWB promotion, USCBWB Affiliate/Region, USCBWB member, associated entity, or associated business will not reproduce, distribute or in any manner use the USCBWB name, brand, logo or trademark or any reasonably similar variant or derivative thereof, without USCBWB's prior, written, express consent, which USCBWB may withhold in its absolute discretion.

Article X. Amendments

USCBWB shall have an annual financial examination performed by a qualified outside individual or entity. Additionally, the examination shall be submitted annually by USCBWB for review and certification. A copy of the report shall be made available to the general public upon request and to all Affiliate/Regions.

Article XI. Dissolution

Upon dissolution of the USCBWB, the Executive Committee shall, after paying or making provisions for the payment of all of the liabilities of USCBWB, dispose of all the assets of USCBWB exclusively for the purposes of USCBWB in such manner or to such organization or organizations organized and operated exclusively for purposes consistent with section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.