

BYLAWS  
OF  
AFRICAN AMERICAN ACHIEVERS YOUTH CORPS, INC.

PREAMBLE

We, the African American men of Gary, Indiana, do ordain and establish this document as our Constitution and Bylaws. All members within shall abide and be governed by its provisions.

ARTICLE I  
NAME/PURPOSES/ORGANIZATION

Section 1. Name: This organization, chartered under the State of Indiana, shall be known as the African American Achievers Youth Corps, Incorporated, a non-profit corporation.

Section 2. Purposes: a) This corporation is organized exclusively for charitable and educational purposes, including, for such purposes:

- 1) to promote positive self-esteem among African American males;
- 2) to provide educational opportunities and motivation for African American males;
- 3) to seek and/or provide employment opportunities for African American males;
- 4) to provide counseling and guidance services to African American male youth;
- 5) to provide mentors for selected African American male youth; and,
- 6) the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and,
- 7) Said corporation shall make distribution in accordance with the provisions of the Indiana Nonprofit Corporation Act.

b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c) Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Organization: This organization is a public benefit corporation, which is organized for a public, educational or charitable purpose.

## ARTICLE II OFFICES

The principal office of the corporation shall be in the State of Indiana. The Corporation shall designate a registered office in accordance with the Indiana Nonprofit Corporation Act and shall maintain it continuously. The Corporation may also have offices at such other places, within or without the State of Indiana, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

## ARTICLE III MEMBERSHIP

Section 1. The maximum membership of this organization shall be determined by the members of the African American Achievers Youth Corps, Inc. Board of Directors (hereinafter referred to as the "Board").

## ARTICLE IV MEETINGS

Section 1. Regular Meetings: African American Achievers Youth Corps, Inc. shall hold regular monthly meetings in conjunction with the African American Achievers Youth Corps, Inc. Support Board (hereinafter referred to as the "AAA Support Board"). The time and place shall be determined at the first meeting of each six month period.

Section 2. Board Meetings: Board Meetings shall be held at the discretion of the Board President, as needed.

Section 3. Annual Meeting: The annual meeting will be held the first Saturday in February at a time and place designated by the Board.

Section 4. Formal Meeting: One third (1/3) of the membership including the majority of Board members must be present in order to hold a formal meeting.

a) All scheduled and special meetings of the African American Achievers Youth Corps, Inc. shall be formal meetings.

Section 5. Meetings of the African American Achievers Youth Corps, Inc. shall be open to all members. Only Board and AAA Support Board members will be allowed to vote.

Section 6. Order of Business: The order of business of the African American Achievers Youth Corps, Inc. shall be as follows:

Meeting called to order by presiding officer

Opening prayer

Roll call

Financial Report  
Committee Reports  
Reading of the Minutes  
Old Business  
New Business  
Adjournment  
Closing prayer

a) All members must be recognized by the presiding officer to acquire access to the floor.

Section 7. Meeting Attendance: All members of the Board and all members of the AAA Support Board are required to attend all meetings.

a) AAA Support Board members who miss three (3) unexcused consecutive meetings or eight (8) unexcused meetings per year will no longer be eligible for membership. Acceptable reasons for excused absences shall be limited to hospital illness and/or death in immediate family, i.e. mother, father, sibling, children and grandparents.

## ARTICLE V BOARD OF DIRECTORS

Section 1. Membership/Qualifications: Membership on the African American Achievers Youth Corps, Inc. Board of Directors is comprised of Black males, age 18 and above, who are residents of Northern Indiana and are high school graduates.

- a) The corporation shall have a minimum of three (3) directors.
- b) Board Officers and others approved by the Board shall comprise the Board of Directors for the African American Achievers Youth Corps, Inc.

Section 2. Officers: Officers of the Board shall consist of:

- a) President
- b) Vice President
- c) Recording Secretary
- d) Corresponding Secretary
- e) Treasurer
- f) Parliamentarian (optional)
- g) Historian (optional)
- h) Chaplain.

Section 3. Term of Office: Board Officers shall serve a term of two (2) years and shall be elected at the annual meeting.

Section 4. Powers: Subject to the provisions of the laws of the State of Indiana, and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors.

Section 5. Duties: It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Meet at such times and places as required by these Bylaws;
- c) Register their addresses with the Secretary of the corporation, and notices of meetings mailed to them at such addresses shall be valid notices thereof

Section 6. Compensation: Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. Quorum: A quorum shall consist of a majority of the members of the Board.

Section 8. Removal/Vacancy: Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Indiana. Vacancies on the Board shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

- a) Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his death, resignation or removal from office.

Section 9. Non-liability of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 10. Indemnification by Corporation of Directors and Officers: The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Indiana.

## ARTICLE VI AAA SUPPORT BOARD

Section 1. Membership/Qualifications: Membership on the African American Achievers Youth Corps, Inc. Support Board (hereinafter referred to as the "AAA Support Board") is open to men, age 18 and above, who are residents of Northern Indiana and are high school graduates who are recommended by an active Board member in good standing.

- a) A recommended person to the AAA Support Board must be approved by a majority vote of active members of the Board.

Section 2. Term of Office: AAA Support Board members will serve indefinite terms at the pleasure of the Board of Directors.

Section 3. Duties: The AAA Support Board shall:

- a) assist youth members with tutorial services;
  - b) provide supervision for youth members outings;
  - c) provide mentoring;
  - d) participate in fund raising to support the Corporation; and,
  - e) meet with the Board at the designated times and places.
- 1) it shall be the responsibility of each AAA Support Board member to participate in training and educational sessions.

## ARTICLE VII OFFICERS

Section 1. Designation of Officers: The officers of the corporation shall be President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Parliamentarian, Chaplain and Historian. The corporation may also have a Chairman of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Election and Term of Office: Officers shall be elected by a majority vote of the Board of Directors. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.

Section 3. Removal/ Resignation/Vacancies: a) Any officer may be removed from office, with or without cause, by the Board of Directors.

b) Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

c) Any vacancy caused by death, resignation, removal or disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the Board shall determine.

Section 4. Duties:

a) President: The duties of the President will include general management, administration, supervision and control of the affairs of the corporation and the activities of the officers and implementation of the policies and directives of the Board of Directors. The President shall preside at all membership meetings. He has the power to appoint and delegate duties to the chairman and members of necessary and standing committees. All Committees shall be under the President's management and control. The President will have the right to vote as an ex-officio member of all committees. The President is the spokesman for the corporation and has the right to act in cases of emergency. Except as otherwise expressly provided by law, by Articles of Incorporation, or by these Bylaws, he shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

b) Vice President: In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall be responsible for coordinating the activities of the corporation and overseeing the AAA Support Board. The Vice President shall also oversee the AAA Support Board initiation ceremonies and membership efforts. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

c) Recording Secretary: The Recording Secretary shall record the minutes of the meetings and keep the attendance records. He shall receive all monies of the corporation. The Recording Secretary, at the discretion of the Board of Directors, may serve as Corresponding Secretary.

d) Corresponding Secretary: The Corresponding Secretary shall attend to all of the corporation's correspondence.

e) Treasurer: The Treasurer (1) have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; (2) keep the financial records of the corporation; (3) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; (4) receive, give receipt for, monies due and payable to the corporation from any source whatsoever; (5) must give a financial report at all formal meetings; and, (6) with input from the Board of Directors, plans and prepares, or cause to be planned and prepared, a budget for each ensuing year to be presented in November of each year and to be approved by a majority membership vote in December of each year.

f) Parliamentarian: The Parliamentarian has the responsibility of interpreting the Constitution and Bylaws of the corporation as well as Robert's Rules of Order.

g) Chaplain: The Chaplain shall provide the opening and closing Prayers for all meetings and shall preside over memorial services.

h) Historian: The Historian shall gather, present and preserve the history of the corporation.

Section 5. Compensation: The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

## ARTICLE VIII DUES

Section 1. Board of Directors/AAA Support Board Members: Each Director and each AAA Support Board member shall be subject to payment of fifty dollars (\$50.00) dues annually. Dues may be paid in installments of five dollars (\$5.00) per month for a total of sixty dollars (\$60.00) dues annually. Each director shall be entitled to one (1) vote. AAA Support Board members shall not be entitled to vote on membership in this organization.

Section 2. Honorary Membership: Honorary membership consist of persons (male and female) paying an annual honorary membership fee of twenty-five dollars (\$25.00). Honorary members may attend all meetings, but are not entitled to vote.

Section 3. Corporate Membership: Corporate membership consist of persons (male and female) and businesses paying an annual corporate membership fee of one hundred dollars (\$100.00). Corporate members may attend all meetings, but are not entitled to vote unless they meet regular membership requirements.

Section 4. Sustaining Membership: Sustaining membership consist of persons (male and female) or businesses paying a membership fee of five hundred dollars (\$500.00). Sustaining members may attend all meetings, but shall not be entitled to vote, unless they meet regular membership requirements.

## ARTICLE IX EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments: The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes: Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## ARTICLE X

### IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Prohibition Against Private Inurement: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets on Dissolution or final liquidation: Upon the dissolution of this corporation or final liquidation of this corporation, its assets, remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Indiana

## ARTICLE XI

### CONSTRUCTION AND TERMS

**Section 1. Parliamentary Procedures:** Parliamentary procedures as described in the latest edition of Robert's Rules of Order, Revised shall govern the African American Achievers Youth Corps, Inc. in so far as it does not conflict with these Bylaws or any special rules or regulations of the corporation.

**Section 2. Conflicts:** If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

**Section 3. References:** All references in these Bylaws to the Articles of Incorporation, shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with the Secretary of State for the State of Indiana and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code as currently in existence, or to corresponding provisions of any future United States Internal Revenue Law.

## ARTICLE XII AMENDMENTS

**Section 1. Proposals of Amendment:** Proposals for amendments to these Bylaws shall be presented at any regular meeting of the African American Achievers Youth Corps, Inc.

**Section 2. Ratification:** Proposals for amendments shall be ratified by two-thirds (2/3) vote of the members present at the meeting immediately following the meeting at which the proposed amendment was presented.

## ADOPTION OF BYLAWS

We, the undersigned, do hereby certify that these Bylaws, which were amended/revised, were ratified and by the members of the African American Achievers Youth Corps, Inc. on:

This instrument drafted by:

Raymond A. Wood, Esq.  
WOOD LAW OFFICES  
Suite One, Iris Park Place  
1885 University Avenue  
St. Paul, Minnesota 55104  
(612) 642-9699