

BYLAWS of
THE COUNCIL ON BLACK HEALTH
Effective XXXX, XX, 2020



Council on Black Health

Reimagining Black Health

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DRAFT

BYLAWS OF
THE COUNCIL ON BLACK HEALTH (“the Council”)

ARTICLE I – NAME AND PURPOSE

- Section 1: The name of this organization shall be the Council on Black Health, Inc commonly known as the Council on Black Health and hereinafter referred to as CBH.
- Section 2: CBH is organized exclusively for charitable, scientific, and education purposes. CBH will be the catalyst that helps Black communities realize their health potential. By engaging academic researchers; federal, state, and local government; private foundations; national and local community organizations; national and local thought leaders; and community members CBH and its members will increase its ability to develop, implement, and oversee a national Black health agenda. Our research and partnerships will influence policy makers, key decision makers, funders, community organizations, and community members to achieve healthy Black communities.
- Section 3: The vision of CBH is “Realizing healthy Black communities.
- Section 4: The mission of CBH is to develop and promote solutions that achieve healthy Black communities.

ARTICLE II – ORGANIZATIONAL STRUCTURE

- Section 1: Primary Office. The principal office of the Organization shall be Drexel University, School of Public Health, Philadelphia, PA, but may be changed to such place as the Board of Directors shall determine.
- Section 2: Additional Offices. Other offices for the Organization may be designated by the Board of Directors as the business of the Organization may require.
- Section 3: Chapters. Upon recommendation and approval of the Executive Director and the Chair of the Board, the Council shall establish Chapters in geographic areas with a Black population of at least 25% (hereinafter collectively referred to as “Chapters,” as described in the Bylaws for Chapters), that are chartered by the Board of Directors of the Association and in good standing according to the policies and procedures determined by the Board of Directors from time to time.

ARTICLE III - MEMBERSHIP

- Section 1: Application for membership shall be open to any individual or organization who agree with the purpose, mission, and objectives of the Council.

Section 2: Individual or organizational membership requires review of an application requesting membership and recommendation by the Membership Committee, and a two-thirds vote by the Board of Directors.

Section 3: Council on Black Health Membership levels and annual dues are:

Individual. Individual members are those who agree with the purpose, mission, and objectives of this organization. Annual dues for individual members are \$200 (pro-rate based on demonstrated financial need \$100).

Individual, Emeritus. Emeritus members have reached the age of 70, are retired, and have had at least 10 years of active service to the organization. Annual dues for individual emeritus members are \$0.

Student/Trainee. Student/Trainee members are those who are currently enrolled full-time in a college, university or post-doctoral training program. Annual dues for student/trainee members are \$75.

Organizational Membership. Organizations, including academic institutions, governmental agencies, funders, nonprofits, faith-based organizations, and advocacy organizations can become Organizational Members of the Council if the organization's purpose, mission, and objectives are in line with those of the Council. Organizational membership is limited to 4 individuals per organization. Annual dues for organizational members are \$700 (pro-rate based on demonstrated financial need \$350).

Section 4: Additional membership categories may be created by the Board of Directors, at its discretion, which shall determine the terms, obligations, and privileges of such membership.

Section 5: Membership in the Council on Black Health requires payment of annual dues. The amounts of dues are determined by the Board of Directors on recommendation of the Membership and Finance Committees. Continued membership is contingent upon being up-to-day on membership dues.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1: Biennial Meeting. The date of the regular biennial meeting (every other year) shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A written request signed by ten percent of the voting members may call a special meeting.

ARTICLE V - BOARD OF DIRECTORS

- Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the Council and delegates responsibility for day-to-day operations to the Council's Executive Director and committees. The Board shall have up to twenty-one but no fewer than twelve members, plus the Executive Director unless changed by an amendment to the Bylaws. Other than the Executive Director, the board receives no compensation other than reimbursement of reasonable expenses.
- Section 2: The Board of Directors shall be comprised of representatives from the Individual members category. Each director shall be elected by dues paying members in the Council Board of Directors. Any board member who does not pay their dues for two years is automatically removed from the board, unless the board determines otherwise by a two-thirds (66%) vote.
- Section 3: A Nominations committee, appointed by the Chair, shall annually recommend to the Board of Directors a slate of officers to be voted upon at the annual meeting.
- Section 4: Board Elections. Regular elections for board members shall take place via email and electronic survey each spring and will be confirmed by the Board of Directors at the May board meeting. Special elections for vacated positions will take place when needed.
- Section 5: Terms. All Board members shall serve three-year terms but are eligible for re-election. No board member shall serve more than two consecutive three-year terms. A board member, who has served two consecutive terms, is eligible for election to the board again after one year of rotating off the board. The first Board will include members with one and two-year terms to begin staggered terms.
- Section 6: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place. A conference call consisting of a majority (51%) of the Board of Directors shall adequately serve as an official meeting.
- Section 7: Quorum. A quorum is defined by at least 51% of Board members.
- Section 8: Notice. An official Board meeting requires that each Board member have written notice at least five days in advance.
- Section 9: Officers and Duties. Officers and Duties. Officers of the Organization are the Chair, Chair-Elect, Immediate-Past Chair, and Secretary/Treasurer. The Board may also appoint additional officers and establish committees, as the Board shall deem necessary for the transaction of the business of the

Organization. Each officer's term of office shall continue until the next annual meeting of Directors and/or until his or her successor shall be appointed by the Board.

Other officers and agents may be appointed at any time by the Board of Directors, as it shall deem necessary for the transaction of business. Such officers and agents shall exercise such powers and perform such duties as are delegated from time to time by the Board of Directors.

Removal of any officer, agent or employee may be affected at any time by the Board of Directors. Vacancies occurring in any office may be filled at any time by the Board of Directors.

The duties of officers are as follows:

Chair- The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, and in addition, shall have such other duties as may be delegated to him or her by the Board of Directors. By written designation, signed by the Chair, the Chair's duly authorized designee may preside over meetings of the Executive Committee.

Chair- Elect- During the absence or inability of the Chair or the Chair's duly appointed designee; the Chair-Elect shall have all the powers and be subject to all responsibilities that are imposed on the Chair.

Immediate-Past Chair-The Immediate-Past Chair shall preside over the Board and Executive Committee meetings when the Chair and Chair-Elect are unavailable.

Secretary/Treasurer The Secretary/Treasurer of the Organization shall keep the minutes of all the meetings of the Board of Directors in books provided for that purpose; he or she shall attend to the giving and receiving of all notices of the Organization; and he or she shall have charge of all books and papers as the Board of Directors may direct; all of which shall, at all reasonable times, be open to the examination of any Director upon application at the office of Secretary/Treasurer, and in addition such other duties as may be delegated to him or her by the Board of Directors.

Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

- Section 11: Resignation, Termination and Absences. Any Director may resign from the Board by presenting to the Secretary/Treasurer a written statement of resignation at least sixty (60) days prior to the proposed termination date. Resignation from the Board must be in writing and received by the Secretary. Any board member who misses two consecutive board meetings without an excused absence by the board or being represented by an alternate is automatically removed from the board unless the board determines otherwise by a two-thirds (66%) vote. A Board member may be removed for other reasons by a two-thirds (66%) vote of the remaining directors.
- Section 12: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

ARTICLE VI - COMMITTEES

- Section 1: The Board of Directors shall create Standing Committees, whose members shall be appointed by the Chair and ratified by the Board and shall serve at the pleasure of the Board. The Standing Committee Chairs shall report directly and regularly to the Board of Directors. All Standing Committees shall include the Executive Director as a non-voting ex officio member.
- Section 2: Executive Committee. The Executive Committee is composed of the Chair, Chair-Elect, Immediate-Past Chair, Secretary/Treasurer, and the Executive Director, for a maximum of five (5) members. The Executive Committee shall be empowered to act on behalf of the Board of Directors (1) in recommending to the Board appropriate matters for its consideration at scheduled Board meetings; (2) in implementing and developing details of policy positions previously adopted by the Board; (3) in addressing and enacting policy matters delegated by the Board; (4) in emergencies and between Board meetings when prompt policy attention is required (subject to subsequent reporting and, where appropriate, ratification by the Board); and (5) in personnel matters and oversight relating to the Executive Director.

The Chair shall preside at all meetings of the Executive Committee and exercise and perform such other powers and duties as may be from time to time assigned by the Executive Committee.

Meetings of the Executive Committee shall be held at such times and places as the Executive Committee may from time to time determine, and otherwise at the call of the Chair. The actions of the Executive Committee shall be reported at the next meeting of the Board of Directors.

In order to conduct business, all members of the Executive Committee shall be present or by alternate representative, unless all of the Executive

Committee members consent to hold such meeting without the presence of all members.

- Section 3: Budget and Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the executive Committee. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the Council are public information and shall be made available to the membership, Board members and the public.
- Section 4: Development Committee. The Development Committee Chair must be a director. Members of the committee may include such non-directors as will promote the effective accomplishment of this part of Council's mission. The Committee shall develop fundraising polices for Board approval and shall propose initiatives to the Board concerning the CBH's resource development operations.
- Section 5: Membership Committee. The Membership Committee shall recruit members to the organization, review applications for members, and recommend membership applications for Board approval. The Committee shall also be responsible for establishing the subcommittee that will develop, review, and present for recommendation for approval Council awards for members (e.g., Emeritus status).
- Section 6: Audit Committee. The Audit Committee shall be chaired by a Director other than the Treasurer, who shall not serve on the Audit Committee. The Audit Committee shall oversee the annual audit of the CBO. Members of the Audit Committee may include such non-Directors as necessary to insure a responsible, comprehensive, and enlightening audit.
- Section 7: Governance Committee. The Board Governance Committee shall review and assess the composition, performance and recommend the membership and leadership (officers) of the Board. Members of the Board Governance Committee may include such non-Directors as will promote the effective accomplishment of this part of the Council's mission. The Governance Committee recommends candidates for At-Large Directors to the Board of Directors as well as candidates to the Board for the Offices of the Board. The Committee shall perform such other duties as are incident to this charge or are properly delegated by the Board of Directors and. Executive Director.

- Section 8: Programs Committee. The Programs Committee shall assess and review current funded and in development/in process programmatic activities and facilitate these activities in collaboration with the Executive Director. The Programs Committee will evaluate the Council's programs in light of the strategic plan and will suggest additional programmatic activities that are responsive to time sensitive issue impacting health in Black communities. The Committee will interact closely with the Development Committee in terms of budgetary needs and fundable activities.
- Section 9: Partnerships Committee. The Partnerships Committee shall identify and recruit potential strategic partner organizations whose mission, vision, and activities are in line with the Council's. The Partnerships Committee will interact closely with the Development Committee and the Programs Committee in terms of budgetary needs, fundable activities, and mutually beneficial partnerships.

ARTICLE VII – DIRECTOR AND STAFF

- Section 1: The Board of Directors shall appoint and employ an Executive Director who shall be the general manager and fiscal agent responsible for the administration of the Organization's programs, finances, and personnel within the framework of the policies, guidelines, and directives established by the Board of Directors. This shall include but not be limited to responsibilities incident to a chief executive officer of a business Organization.
- Section 2: The Executive Director shall employ and discharge such staff as may be deemed necessary in accordance with budget provisions and personnel policies established by the Board of Directors.
- Section 3: The Executive Director shall be responsible to the Board of Directors for the administrative management of the affairs of the Organization subject to the approval and direction of the Board of Directors and shall work within an approved administrative budget approved by the Board. Without the prior approval of the Board of Directors, the Executive Director shall have the authority to: (a) make expenditures in the ordinary course of business not to exceed \$50,000; and (b) incur indebtedness or obligations in the ordinary course of business not to exceed *\$50,000 which has prior Board approval*. The Executive Director will notify the board of all contracts to be established with board members and/or Council members. Such contracts that are less than or equal to \$50,000 must be reviewed by the Board of Directors as part of the consent agenda at the next board meeting. Contracts with Council members and members of the Board of Directors that are greater than \$50,000 require review by the Board of Directors prior to final execution. The Executive Director will notify the Board of Directors of the pending contract(s) via email and the Board of Directors will have 5 business days to

respond to the Executive Director with any concerns regarding the pending contract(s).

- Section 4: The Executive Director shall be a voting member of the Board and shall attend all meetings of both the Board of Directors and the Executive Committee.
- Section 5: The Executive Director shall be provided with a contract specified by the Board of Directors.
- Section 6: A committee comprised of two (2) Board members and the Chair shall conduct an annual evaluation of the Executive Director This committee shall make a recommendation to the Executive Committee on the continuation of the contract and amount of compensation for the Executive Director.

ARTICLE VIII - LEGAL, FINANCIAL AND FISCAL MATTERS

- Section 1: The Board of Directors shall approve the organization's annual budget. If the annual budget is not approved at the start of each calendar year, the organization shall operate based on the prior year's budget, to the extent practical, until an annual budget is approved.
- Section 2: Banking and Checks. The Board of Directors shall by resolution designate the bank or other depository in which funds shall be deposited in the name of the Organization. All checks, drafts, notes, receipts, orders or other instruments for the payment of money shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
- Section 3: Execution of Legal Documents. The Board of Directors may specifically designate the officers and agents who shall have the power to execute any contract, conveyance or other instrument in the name of and on behalf of the Organization. The Executive Director must notify the Board of Directors of all contracts with Board of Directors and Council members as stated in Section 3 of Article VII.
- Section 4: Books and Records. Such books, records and accounts of the Organization's business shall be kept and maintained as the Board of Directors shall deem advisable and as are required by law or by these Bylaws. Any such books, records and accounts shall be available for review by any Director of the Organization at all reasonable times, upon application at the office of the Secretary/Treasurer.
- Section 5: Audit. The books, records and accounts of the Organization's business shall be audited on an annual basis by such person(s) or organization(s) as selected by the Board of Directors.

Section 6: Fiscal Year. The fiscal year of the Organization shall be from January 1 through December 31 of each year unless otherwise determined by the Board of Directors.

ARTICLE IX - CONFLICTS OF INTEREST

Section 1: Whenever the Organization may purchase from, sell to, borrow from, contract with or otherwise deal with any organization in which any Executive Director of the Organization might benefit is in any way interested or involved, such interest or involvement shall be disclosed in advance to the Directors and recorded in the minutes.

Section 2: Any Director, who has knowledge, shall be required to disclose the fact that his/her organization has competed or intends to compete for a grant or contract which the Organization is also seeking to obtain.

Section 3: Any Director having a possible conflict of interest should not vote or use his/her personal influence on the matter, and he/she should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes should reflect the abstention from voting and quorum situation.

Section 4: The foregoing requirements shall not be construed as preventing the Director from briefly stating his/her position on the matter, nor from answering pertinent questions of other Directors, since his/her knowledge may be of great assistance.

Section 5: All Directors shall sign the Council Conflict of Interest forms at the annual board meeting in May.

Section 6: Where contracts of the Council with a board member are voted upon, they shall be voted upon with a record vote of each board member and each member's contract shall be voted upon separately.

ARTICLE X - AMENDMENTS

Section 1: These Bylaws may be altered, amended, added to, or repealed at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice of the proposed alteration, amendment, addition, or repeal be contained in the notice which is delivered or mailed to each Director at least ten (10) days before such meeting. Amendment of the Bylaws shall require a vote of not less than two-thirds (66%) of the Board of Directors.