

By-Laws
Of The
American Association Of Blacks In Energy (AABE) – Michigan Chapter

Article One
Purposes

The purpose of the Michigan Chapter of the American Association of Blacks in Energy (hereinafter “the Association”) is to develop energy-related programs and information concerning programs available to lower energy-related operating costs of minority owned and/or managed businesses; to partner with other organizations that focus on serving the needs of the economically disadvantaged especially those which impact blacks and encourages networking in energy-related occupations.

Article Two
Offices

The principal office of the Association of the State of Michigan shall be located in Detroit, Michigan. The Association may have such other offices and may carry on its purposes at such other places within the State of Michigan as the Board of Directors may from time to time determine. The Association shall have and continuously maintain in the State of Michigan a registered office and a registered agent whose office is identical with the registered office. The registered office may, but need not be, identical with the principal office in the State of Michigan, and the Board of Directors may change the address of the registered office from time to time.

Article Three
Membership

- Section 1. Membership is open on an individual basis to the following:
- a.) Managerial and professional employees and owners of energy-related business, i.e., a business engaged in research and development, exploration, refining and

marketing of primary energy resources such as oil, metal, gas, coal, hydroelectric, nuclear, solar;

- b). Consultants who offer expertise primarily in energy-related disciplines serving the energy industry, or serving national governmental agencies;
- c). Managerial and professional employees of industry related trade associations;
- d). Educators in the disciplines related to the above categories and limited honorary memberships granted on the approval of the Board of Directors;
- e). Federal, state, local government officials and members of agencies having energy-related responsibilities;
- f). Students who desire to actively support the purpose of the Association.

Section 2. Dues and Terms of Membership

- a). The Association shall have two types of memberships as classified by dues paid. Regular annual membership dues will be \$270, which includes \$100 for National Association dues and \$50 annual student membership fee, which includes the \$15 for National Association dues.
- b). The term of membership is based on the calendar year and dues are payable by January 1 of each year.
- c). Withdrawal from membership may be accomplished by sending a formal letter of withdrawal to the secretary or failure to pay annual dues.

Section 3. Voting Rights. Wherever a vote of the general membership is required, each general member in good standing shall be entitled to a single vote.

Section 4. Transfer of Membership. Membership in the Association is not transferable or assignable. Upon the death or resignation of a member, the membership shall wholly cease and expire.

Article Four

Meetings of General Membership

Section 1. Annual Meeting. An annual meeting of the Chapter Membership shall be held on the Second Tuesday of September for the purposes of electing officers and for the transaction of such other business as may come before the Chapter. The President with the approval of the Executive Committee shall designate the time and place of the meeting.

Section 2. Regular Chapter Meetings. Regular Chapter meetings may be held monthly on the Second Tuesday of the month at a time and place as designated by the President.

Section 3. Special Meetings. The **President**, a majority vote of the Board of Directors, may call special meetings of the General Membership or not less than 50% of the General Members entitled to vote.

Section 4. Notice of Meetings. Notice of the time and place of Regular Meetings and of the purpose of all Special Meetings shall be given in the manner provided by the applicable statutes of Michigan.

Section 5. Informal Action by General Members. Any action required by law to be taken at a meeting of the General Membership or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing setting forth the action taken is signed by the requisite percentage of the General Members in good standing.

- Section 6. Quorum. Fifty percent of the General Members in good standing, present in person, or by written sealed proxy, shall constitute a quorum at any meeting. If a quorum is not established at the meeting of the General Membership, a majority of General Membership entitled to vote and present may adjourn the meeting without further notice.
- Section 7. Manner of Acting. A majority of the General Members entitled to vote and present or represented by proxy at a meeting in which a quorum is present shall decide any question brought before the meeting unless a greater number of votes is required by law, by the Articles of Incorporation, or by these By-Laws. A single majority of those present or represented by proxy is sufficient to transact business.
- Section 8. Proxies. At any meeting of the General Membership any General Member entitled to vote may vote by proxy initiated and executed in writing by the member or by the member's duly authorized attorney in fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after 30 days from the date of its execution.

Article Five

Board of Directors

- Section 1. Number, Tenure and Vacancies. The property, business and affairs of the Association shall be managed by the Board of Directors who are residents of the State of Michigan. The Directors of the Association shall consist of: a) the Officers of the Association elected at the Annual Meeting of the General Membership; b) 7 additional members elected at the Annual Meeting of the General Membership; and c) the immediate Past President of the Association. Directors shall serve staggered terms: one third of the Directors shall be elected at the regular Annual Meeting of the General Membership each year. Each Director shall hold office until the election

and qualification of a successor. The immediate Past President shall serve a one-year term as a Director of the Association. Any vacancy occurring in the Board of Directors, whether through death, resignation or removal, shall be filled by a majority vote of the Board of Directors. A Director chosen to fill a vacancy shall serve the un-expired term of the predecessor in office.

- Section 2. Powers. The Board of Directors shall have and may exercise to the General Members, by these By-Laws, all powers of the Association other than those reserved by the Articles of Incorporation or by law.
- Section 3. Annual and Regular Meetings. The Board of Directors shall meet four times each year at such place or places as the Board of Directors may from time to time determine.
- Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by the Chairman or upon the request of a majority of the Board of Directors.
- Section 5. Notice. Notice of the time and place of every meeting for the Board of Directors shall be given at least three days before the meeting by written notice stating the purpose for such meeting and sent to each Director.
- Section 6. Quorum, Majorities and Proxies. At all meetings of the Board of Directors, 50% of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present may adjourn the meeting without further notice. An affirmative vote of at least a majority of the Directors present at a meeting at which a quorum is present shall be required to decide any questions brought before such meeting, and shall be the act of the Board, except where a larger number is required by law, the Articles of Incorporation, or by these By-Laws. At any meeting of the Board of Directors any member of the Board of Directors may vote by proxy executed in writing by the

member or by the member's duly authorized attorney in fact. No proxy shall be voted after 30 days from its date of execution.

Section 7. Resignation and Removal. Any Director may resign at any time by giving written notice to the Chairman of the Board of Directors of the Association. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed at any time for cause, by the affirmative vote of two-thirds of the General Members entitled to vote.

Section 8. Informal Action by Directors. Any action required by law to be taken at a meeting of the Directors or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by a majority of all of the Directors.

Article Six

Officers

Section 1. General. The officers of the Association as of the Annual Meeting of 1988 shall be a President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. All officers with the exception of Assistant Treasurer and Secretary shall be Directors.

The Chapter President and Vice President shall serve as Chairman and Vice Chairman of the Board of Directors respectively. The Chapter Secretary and Treasurer shall serve as Secretary and Treasurer of the Board of Directors respectively.

Each of the officers shall be elected biannually by an affirmative vote of the majority of the General Members present and entitled to vote at the designated Annual Meeting and shall hold office until their respective successors are elected and qualified. In all cases where the

duties of any officer, agent or employee are not described by the By-Laws or by the Board of Directors, such officer or agent shall follow the orders and instructions of the Chairman.

Section 2. Removal. Any officer may be removed by the General Membership for cause by the affirmative vote of two-thirds of the General Members entitled to vote.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the un-expired portion of the term by the Board of Directors.

Section 4. Chairman. The Chairman shall have the following duties and powers.

- a) The Chairman shall be the chief executive officer of the Association and, subject to the directions of the Board of Directors, shall have general charge of the business affairs and property of the Association and general supervision over its officers, employees and agents.
- b) The Chairman shall preside at all meetings of the Board of Directors and meetings of the General Membership.
- c) Subject to the directions of the Board of Directors, the Chairman shall exercise all powers and perform all duties incident to the chief executive officer of a corporation and shall exercise such other powers and perform such other duties as from time to time may be assigned by the Board.

- d) Shall appoint chairpersons of standing committees or other ad hoc committees as necessary to carry out Chapter business.

Section 5. Vice Chairman. The Vice Chairman shall exercise powers and perform such duties as from time to time may be assigned by the Board of Directors or by the Chairman. At the request of the Chairman or in the Chairman's absence or disability, the Vice Chairman shall perform all the duties of the Chairman and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman.

Section 6. Secretary. The Secretary shall have the following powers and duties:

- a) The Secretary shall keep or cause to be kept a record of all the proceedings of the meetings of the members, the Board of Directors, in books provided for the purpose.
- b) The Secretary shall cause all notices to be duly given in accordance with the provisions of these By-Laws as required by law.
- c) The Secretary shall be the custodian of the records and of the seal of the corporation and cause such seal (or a facsimile thereof) to be affixed to all instruments, the execution of which on behalf of the Association under its seal shall have been duly authorized in accordance with these By-Laws, and when so affixed he may attest the same.
- d) The Secretary shall keep the Association's registered office or its principal office a record containing the names and addresses of all members of the Association.

- e) The Secretary shall sign with the Chairman membership certificates of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors.
- f) The Secretary shall have charge of the membership book of the Association.
- g) The Secretary shall perform, in general, all duties incident to the office of Secretary and such other duties as may be assigned by these By-Laws or as may be assigned from time to time by the Board of Directors or Chairman.

Section 7. Treasurer. The Treasurer shall have the following powers and duties:

- a) The Treasurer shall have charge and supervision over and be responsible for the monies, securities, receipts and disbursements of the Association.
- b) The Treasurer shall cause the monies and other valuable effects of the Association to be deposited in the names and to the credit of the Association in such banks or trust companies or with such bankers or other depositaries as shall be selected in accordance with these By-Laws.
- c) The Treasurer shall cause the monies of the Association to be disbursed by checks or drafts (signed as provided by these By-Laws) upon the authorized depositaries of the Association and cause to be taken and preserved proper vouchers for all monies disbursed.

- d) The Treasurer shall be the principal accounting officer of the Association, and, as such, shall keep complete books and records of account, prepare and file all local, state and federal tax returns and prescribe and maintain an adequate system of internal audit.
- e) The Treasurer shall render to the Board of Directors or the Chairman, whenever requested, a statement of the financial condition of the Association and of all transactions as Treasurer, and render a full financial report at the Annual Meeting of the members.
- f) The Treasurer shall be empowered from time to time to require from all officers or agents of the Association reports or statements giving such information as desired with respect to any and all financial transactions of the Association.
- g) The Treasurer shall perform all duties incident to the office of Treasurer, and the Board of Directors or Chairman may assign such other duties as from time to time.

Section 8. Surety Bonds. In case the Board of Directors shall so require, any officer or agent of the Association shall execute to the Association a bond in such sum with such surety or sureties as the Board may direct, conditional upon the faithful performance of those assigned duties of the officer or agent to the Association, including responsibility for negligence and for the accounting for all property, monies or securities of the Association which may come into the hands of the officer or agent.

Section 9. Executive Committee. The Chairman, Vice Chairman, Secretary, Treasurer, and three Directors selected by the Board of Directors shall constitute the Executive Committee and shall exercise all responsibilities assigned by the Board

of Directors or General Membership except for those responsibilities, rights, and privileges reserved by these By-Laws, By-Laws of the National Board of AABE, or otherwise assigned by applicable federal and state laws.

Article Seven **Elections**

- Section 1. **Election Date.** Elections of officers shall occur on a biannual basis at the Annual Meeting on the third Wednesday of September.
- Section 2. **Nominations.** Nominations for office shall be provided to the Corresponding Secretary in writing at least one month before the date of the elections.
- Section 3. **Notification.** The Secretary shall notify the membership by no later than July 1 of the year in which elections are to be held that nominations must be presented to the Secretary by no later than one month before the Second Tuesday in September.
- Section 4. **Voting.** Voting shall be by secret ballot cast at the meeting, or by proxy in a form approved by the Executive Committee. Proxies shall be provided to the membership by the Secretary.
- Section 5. **Records Retention.** All ballots cast shall be sealed in an envelope and retained by the Secretary for sixty (60) days after the date of election, after which they shall be destroyed.

Article Eight

Execution of Instrument, Borrowing of Money & Depositing of Corporate Funds

- Section 1. **Execution of Instruments.** Subject to the approval of the Board of Directors, the Chairman may enter into any contract or execute and deliver any instrument in the name of and on

behalf of the Association. The Board may authorize any other officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Any such authorization may be general or limited to specific contracts or instruments.

Section 2. Loans. No loan or advance shall be contracted on behalf of the Association, and no note, bond or other evidence of indebtedness shall be executed or delivered in its names, except as may be authorized by the Board of Directors. Any such authorization may be general or limited to specific loans or advances, or notes, bonds or other evidence of indebtedness. Any officer or agent of the Association so authorized may effect loans and advances on behalf of the Association, and in return for any such loan or advances may execute and deliver notes, bonds or other evidence of indebtedness of the Association. No loans shall be made by the Association to the directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of until the repayment thereof.

Section 3. Deposits. Any funds of the Association may be deposited from time to time in such banks, trust companies or other depositories as may be determined by the Board of Directors, or by such officers or agents as may be authorized by the Board to make such determination.

Section 4. Checks, Drafts, Etc. All notes, drafts, bills of exchange, acceptances, checks, endorsements and other evidences of indebtedness of the Association, and its orders for the payment of money, shall be signed by such officer or officers or such agent or agents of the Association, and in such manner, as the Board of Directors from time to time may determine.

Section 5. Sale, Transfer, Etc., of Securities. To the extent authorized by the Board of Directors, the Chairman together with the Secretary

or Treasurer may sell, transfer, endorse and assign any shares of stock, bonds or other securities owned by or held in the names of the Association, and may make, execute and deliver in the name of the Association, any instruments that may be appropriate to effect any such sale, transfer, endorsement or assignment.

Section 6. Voting as Member. Unless otherwise determined by resolution of the Board of Directors, the Chairman shall have full power and authority on behalf of the Association to attend any meeting of members of any corporation in which the Association may hold stock, and to act, vote (or execute proxies to vote) and exercise in person or by proxy all other rights, powers and privileges incident to such membership. Such officer(s) acting on behalf of the Association shall have full power and authority to execute any instrument expressing consent to or dissent from any action of any such corporation without a meeting. The Board of Directors may by resolution from time to time confer such powers and authority upon any other person or persons.

Article Nine

Local Chapter Programs

Section 1. General. In developing and implementing local programs and action plans, the Chapter shall advise the Regional Coordinator of its activities. Where National Association programs are undertaken which have special significance or impact in the region served by the Chapter, the Chapter shall, to the maximum extent feasible, be involved in implementing such National Association programs.

Section 2. Committees. The Chapter shall have the following standing committees to facilitate the day-to-day work of the Chapter. (For Chapter approval.)

Section 3. Ad Hoc Committees. The President may establish such Ad Hoc Committees as are necessary to perform the Chapter's business.

Section 4. Fundraising Activities. The Chapter may undertake special fundraising projects to support local Chapter activities only after obtaining advance approval from the Board of Directors of the National Association.

Section 5. Revenues From Fundraising Activities. All revenues generated by Chapter fundraising activities shall remain subject to the control of the Chapter except to the extent such funds may be required to be donated in whole or in part to the National Association.

Article Ten **Amendments**

The Chapter shall have the power to amend and repeal these By-Laws, in whole or in part, any regular meeting of the Chapter or at any special meeting called for that purpose, provided such amendment or repeal is ratified by the affirmative vote of two-thirds of the Chapter and approved by the National Association.

Article Eleven **Local Chapter Disbandment**

Section 1. Disbandment Finding. The Chapter may be disbanded upon a finding by two-thirds of the members of the National Association's Board of Directors and approval by a majority of the National Association Membership that the Chapter:

- a) no longer has sufficient members to justify its continued existence;
or
- b) no longer perceives a need for its existence.

Section 2. Revenues Distribution. Any revenues or dues which a disbanded Chapter has collected shall be distributed to the National Association.

Article Twelve **Miscellaneous**

Section 1. Account Book, Minutes, Etc.. The Chapter shall maintain accurate and complete books and records of account and minutes of the proceedings during Chapter meetings. All books and records of the Chapter may be inspected by the Regional Coordinator, National Association Board of Directors, Local Officer or Chapter member.

Section 2. Fiscal Year. The Chapter's books of account shall be kept on the basis of the calendar year. The Chapter shall keep such records and file such reports with the National Association as shall be prescribed by the National Treasurer.

Section 3. Incorporation -- 501c(3). The Chapter shall incorporate itself as a 501c(3) corporation under the laws of the State of Michigan.

Section 4. Due Process Procedure. In any situation where a just cause hearing is required by these By-Laws before a final action can be taken, the person or persons subject to such action shall have the right to be represented by counsel of their choice before a panel of five persons consisting of the Chairman and four other persons, two of which shall be chosen by the person bringing the action and two by the person who is subject to it. Should the Chairman be the subject of the action or the person bringing it, then his role shall be filled by the Vice Chairman.

Revised Date: 12-15-00