



## ARTICLE I. NAME, ARTICLES OF ORGANIZATION, PRINCIPAL OFFICE & SEAL

### *1.1 NAME*

The name by which the Corporation shall be known is BLACK ALUMNI/AE OF THE MASSACHUSETTS INSTITUTE OF TECHNOLOGY, INC., herein referred to as “BAMIT”. “Black,” as used in the full name of the organization, as symbolized by the “B” in “BAMIT”, and as used throughout these Bylaws, refers to anyone who self identifies as being of African descent or heritage.

### *1.2 ARTICLES OF ORGANIZATION*

BAMIT is a corporation organized under Chapter 180 of the Massachusetts General Laws for the purposes enumerated in its Articles of Organization, as they may be amended from time to time. These Bylaws, the powers of BAMIT and its members, Board of Directors (referred to herein collectively as “Board of Directors” or “Board”, and severally as “Director(s) of the Board” or “Director(s)”), and Officers, and all matters concerning the conduct and regulation of the affairs of BAMIT, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

### *1.3 PRINCIPAL OFFICE*

The principal office of BAMIT in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization. The Board of Directors may change the location of the principal office effective upon filing of a certificate with the Secretary of the State of the Commonwealth of Massachusetts.

### *1.4 SEAL*

The BAMIT seal shall be in such form as the Board of Directors shall determine and shall contain the name of BAMIT, Massachusetts, 1992 and any other such matters as the Board of Directors may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise formed.

## ARTICLE II. PURPOSE & MISSION

### *2.1 PURPOSE*

BAMIT shall be a nonprofit, educational organization whose purpose is to serve the needs of Black students, Black faculty and researchers of MIT, and the Black community with particular emphasis on architecture, science, engineering, technology, education, and related fields such as urban planning, policy and management of technology, invention, innovation, and entrepreneurship.



## *2.2 MISSION*

BAMIT is a membership driven organization of Black MIT Alumni/ae that collaborates with other organizations to achieve the following goals:

1. Support the professional and personal development of Black alumni/ae;
2. Support MIT, with a special focus on the recruitment, development, and successful degree completion of Black undergraduate and graduate students, as well as, the recruitment, retention, and successful tenure achievement of Black faculty and researchers; and
3. Strengthen Black communities worldwide to which alumni/ae are committed, particularly insofar as architecture, science, engineering, technology, and education can contribute to the development of these communities.

## *2.3 CHANGES TO PURPOSE & MISSION*

Changes to the purpose and mission of BAMIT shall be made using the same process for amending the Bylaws and Articles of Organization as stated in ARTICLE IX of these Bylaws.

# ARTICLE III. MEMBERSHIP, DUES & ANNUAL MEETINGS

## *3.1 CLASSES OF MEMBERSHIP, QUALIFICATION, AND RIGHTS*

There shall be four (4) categories of membership: Regular Members, Associate Members, Honorary Members, and Lifetime Members. Other than Honorary Members and Lifetime Members, all eligible persons may apply for a one (1) year membership term upon the payment of annual Membership Dues.

### *3.1.1 REGULAR MEMBERS*

All persons who have received a degree from the Massachusetts Institute of Technology (MIT) are eligible to become a Regular Member upon the payment of dues.

### *3.1.2 ASSOCIATE MEMBERS*

Persons who do not qualify as Regular Members, including students currently attending MIT, may apply to be Associate Members. All persons who were registered at MIT for at least two (2) terms with a class cohort that has already graduated (e.g., the MIT undergraduate class of 2017) are eligible to apply to be Associate Members. Associate Members shall pay dues as established by the Board of Directors and shall be entitled to all the rights and privileges of membership as Regular Members except that Associate Members may not vote or hold office in BAMIT. Student members are considered to be Associate Members.



### *3.1.3 HONORARY MEMBERS*

By a two-thirds vote of the Board of Directors, persons not eligible to be Regular Members may be elected Honorary Members of a one-year term, five-year term, or life term. Honorary membership is to recognize those persons who have donated tangible or intangible assets to BAMIT, or otherwise furthered the goals of the organization. Honorary Members may not vote or hold office in BAMIT. Honorary Members need not pay dues.

### *3.1.4 LIFETIME MEMBERS*

The payment of the Life Membership Fee, as determined by the Board of Directors, shall entitle a BAMIT member to full membership in BAMIT for life with all of the rights and privileges of a Regular Member, without further payment of annual Membership Dues. Life Membership shall confer no other privileges upon a BAMIT member. Life Membership shall not release a member from financial and other obligations to his or her BAMIT chapter, if applicable.

## *3.2 MEMBERSHIP DUES*

Members shall be required to annually pay Membership Dues as approved by the Board of Directors. The Board of Directors reserves the right to waive Membership Dues for any person eligible for BAMIT membership.

## *3.3 ANNUAL MEETING*

A meeting of the membership shall be held annually at a time and place to be determined by the Board of Directors. Notice shall be given by the Secretary or by any other Officer or Director of BAMIT to each member at his or her business or home address as it appears in the records of the Corporation in person or by telephone, by written notice mailed by first class mail, postage prepaid, telegram, telecopy, email or other electronic means, in writing to all members entitled to vote no less than seven (7) days before the meeting. Regular Members and Lifetime Members may vote in person or by proxy.

At the annual meeting, quorum shall consist of ten (10) or more Regular Members and/or Lifetime Members, either in person or by proxy. At the annual meeting in an election year, if possible, or shortly thereafter, there shall be an installation of the elected officers and appointed positions of BAMIT for the ensuing year. At the annual meeting, each Regular Member and/or Lifetime Member shall be entitled to one (1) vote for such business as may be transacted.



## ARTICLE IV. BOARD OF DIRECTORS

### *4.1 POWERS*

The governing body of BAMIT shall be the Board of Directors. The Board of Directors shall have general management and control over all of the property, affairs, and funds of the Corporation and shall exercise all of the powers of the Corporation, except as otherwise provided by relevant law, the Articles of Incorporation, or these Bylaws.

### *4.2 NUMBER OF DIRECTORS*

The Board of Directors shall consist of eight (8) Officers, and a maximum of eight (8) other representatives (a total of 16 maximum representatives). The Officers shall consist of a Chair, Vice Chair, Recording Secretary, Corresponding Secretary, Treasurer, Parliamentarian and Clerk. The number of Directors of the Board may be increased or decreased at any annual or special meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors of the Board.

### *4.3 QUALIFICATION*

Each Director of the Board must be a Regular Member or a Lifetime Member. Candidates for Director need to demonstrate achievement as volunteer leaders in BAMIT, the MIT Alumni/ae Association, or other similar volunteer organizations or activities. Directors need a general, national perspective to set policy and direction for BAMIT programs, activities, and operations. The Nominations Committee shall make every effort to present a slate of candidates for election who are representative of the diversity of the alumni/ae body in gender, course of study, professional career, year of graduation, and current geographical location.

### *4.4 TERMS*

#### *4.4.1 DIRECTORS*

Members of the Board of Directors shall serve in their elected positions for a term of two (2) years. Directors can serve three (3) consecutive two (2) year terms, and then must step down for no less than one (1) year before reapplying to become a member of the Board of Directors. Prior to the end of a two (2) year term, the Director shall state their intention to run for re-election.



#### *4.4.2 APPOINTED DIRECTORS*

Appointed Directors who serve for one (1) year or less, may then be elected and serve three (3) consecutive two (2) year terms. Appointed Directors who serve more than one year, may then be elected and serve two (2) consecutive two (2) year terms.

#### *4.5 REGULAR & SPECIAL MEETINGS*

The Board of Directors shall meet at least once every quarter, and shall meet face to face at least once annually. When necessary, Directors may participate in regularly scheduled meetings by conference call or other communication mediums. Other regular or special meetings of the Directors may be held at such times and places as the Directors may determine. Directors are required to attend all regularly scheduled meetings of the Board of Directors. Any Director of the Board who misses three (3) regularly scheduled meetings of the Board of Directors during one (1) fiscal year will be considered for removal from the Board of Directors.

#### *4.6 QUORUM*

At any meeting of the Board of Directors, a majority of the entire Board of Directors then in office shall constitute a quorum for the transaction of the business of the Corporation.

#### *4.7 VOTING & PROXIES*

Except where otherwise specified in these Bylaws, at any meeting of the Board of Directors at which a quorum is present, decisions shall be made by a majority of the Directors present (including those present by telephone or other communication mediums). The Chair shall vote only in the case of a tie vote by the Directors of the Board. Directors who are unable to attend a regular or special meeting of the Board should notify the Chair, or another Officer of the Board, in writing prior to the meeting, and if such a prior notice is given, the Director can transfer their proxy vote to an attending Director for topics under review during such meeting.

Whenever, in the judgment of the Chair of the Board, any question arises which he or she considers should be put to a vote of the Board of Directors, and when he or she deems it inexpedient to call a special meeting for such purpose, the Chair of the Board may, unless otherwise required by these Bylaws, submit such a matter to the Directors of the Board in writing by mail, facsimile or electronic means for vote and decision, and the question thus presented shall be determined according to a majority of votes received by mail, facsimile or electronic means within seven (7) business days after such submission to the Directors of the Board. The Chair of the Board must notify the Secretary immediately once he or she has submitted the matter to the Directors of the Board. Upon notification, the Secretary must provide notice, using his or her best efforts, to contact the Directors of the Board three (3) times using different means of communication each time (i) within twenty-four (24) hours of being notified, (ii) after three (3) business days of being notified, and (iii) after five (5) business days of being notified. Any and all action taken in pursuance of a majority, where no negative votes have been received, in



each such case shall be binding upon the Corporation in the same manner as would be action taken at a duly called meeting.

#### *4.8 ACTION WITHOUT A MEETING*

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors of the Board consent and participate thereto in writing or by electronic transmission and such writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors.

#### *4.9 RESIGNATION & REMOVAL*

Except as otherwise required by law, any Officer or Director of the Board may resign by delivering a written and signed resignation to the Chair and Recording Secretary of BAMIT. Such resignation shall be effective upon delivery unless the notice specifies a later effective time. A Director may be removed from office at any time with or without cause, by a two-thirds vote of the entire Board of Directors when, in their judgment, the best interests of BAMIT would be served thereby.

#### *4.10 COMPENSATION*

Officers and Directors shall not receive any salary for their services unless voted on by the membership at an annual meeting, except that Directors of the Board may be reimbursed for ordinary and necessary expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors. Nothing contained herein will be construed to prohibit any Officer or Board Member from serving BAMIT in another capacity and receiving compensation for his or her services. Any compensation paid to an Officer, Director or member shall be disclosed in the year end statements of financial position prepared by the Treasurer and presented to the membership.

### ARTICLE V. OFFICERS & THEIR DUTIES

#### *5.1 CHAIR*

The Chair shall manage the day-to-day operations of BAMIT and shall preside over all general membership, standing and ad hoc operating committees assigned to the Chair by the Executive Committee, Board of Directors, and/ or By-Laws.

The Chair shall preside over all Board of Directors and Executive Committee meetings. He or she may also appoint ad hoc committees of the Board of Directors and define the duties of such committees of the Board of Directors.



The Chair shall have full power in the operational management, strategic and governance affairs of BAMIT, including the signing of the BAMIT documents. He or she will be responsible for the joint development, with other members of the Board of Directors, and the execution of all BAMIT policies, directives, and initiatives, subject to the approval, as defined by these Bylaws, of the Executive Committee, and/or the Board of Directors. He or she may appoint other members to an operating committee, to assist in the operational management of BAMIT and define the duties of such committee(s).

The Chair can hold only one officer position and is ex-officio member of all BAMIT standing, operating, or ad-hoc committees, with the exception of the External Nominations Committee. The BAMIT chapters will report to the Chair.

### *5.2 VICE CHAIR*

The Vice Chair shall in the absence of the Chair perform all of the duties and have all the powers of the Chair. He or she shall serve as an ex-officio member of all standing committees, except for the External Nominations Committee, and will serve as the public relations liaison for BAMIT. The Vice Chair shall also have such powers and perform such other duties as shall be assigned by the Executive Committee and/or the Board of Directors. The Vice Chair shall assist the Chair in the development and implementation of a long-range plan.

### *5.3 RECORDING SECRETARY*

The Recording Secretary shall keep a record of the proceedings of BAMIT and keep the corporate seal. He or she shall complete and countersign all documentation deemed necessary by the board of directors. He or she shall serve all notices required by law or the bylaws. He or she shall maintain the archives and official records of the organization and provide assistance in maintaining the bylaws. He or she will maintain a directory of the current Board members, committee chairs, chapter officers and volunteers. He or she will serve as the assistant Treasurer for BAMIT by supporting the duties of the Treasurer or taking over in the case of the Treasurer being incapable to perform his or her duties due to absence, illness, incapacity, resignation, or other just cause. If the Recording Secretary is a resident of the Commonwealth of Massachusetts, he or she can also serve as the Clerk.

### *5.4 CORRESPONDING SECRETARY*

The Corresponding Secretary shall be responsible for all the formal correspondence of BAMIT to the members, volunteers, external requests, etc. Including, with the approval of the Board, reports to the MIT Alumni/ae Association and/or MIT. The Corresponding Secretary is responsible for establishing, education, and maintaining the communication protocols and policies of BAMIT, BAMIT brand in terms of voice and tone, as well as the organizations official editorial standards. If the Corresponding Secretary is a resident of the Commonwealth of Massachusetts he or she can also serve as the Clerk.



### *5.5 CLERK*

A resident of the Commonwealth of Massachusetts shall be appointed by the Board of Directors to serve as the statutorily mandated Clerk of the Corporation.

### *5.6 TREASURER*

The Treasurer shall furnish, prepare and keep a full set of books of account showing details of the business and BAMIT's accounts and all receipts and disbursements of every name and nature, the amount of cash on hand, and the amount of money owed by BAMIT or owing to it and such other information as may be pertinent to the judgment of the Treasurer, or such as may be required by the officers of the Board of Directors. The Treasurer is responsible for the preparation, presentation, and communication of the BAMIT budget to the Board, its Officers, and the membership. He or she shall serve as chair of the Finance Committee.

### *5.7 PARLIAMENTARIAN*

The Parliamentarian ensures education and adherence of all officers, members, volunteers and applicable BAMIT meetings, including worldwide, Board of Director, Executive Committee, Operations, Annual meetings to Parliamentary procedure as defined by Roberts Rules of Order Newly Revised.

### *5.8 OFFICERS ACTIONS ON BEHALF OF THE BOARD OF DIRECTORS*

The Officers, comprising the Executive Committee of BAMIT and chaired by the Chair of the Board of Directors, may act on behalf of the Board of Directors on all matters not specifically requiring a vote of the Board of Directors. A majority of the Officers then in office shall constitute a quorum for such action. All actions taken by the Officers on behalf of the Board shall be filed with the Secretary and reported to the Board, both orally and in writing, at the next scheduled meeting of the Board, or no later than sixty (60) days after such action.

## ARTICLE VI. NOMINATION & ELECTION OF OFFICERS & BOARD MEMBERS

### *6.1 NOMINATIONS*

Nominations of Directors shall be solicited by the Nominating Committee of BAMIT in the following manner:

1. A call for nominations shall be made to each Regular Member and Lifetime Member at his or her business or home address as it appears in the records of the Corporation in person or by telephone, by written notice mailed by first class mail, postage prepaid, telegram, telecopy, email or other electronic means, and shall precede the distribution of ballots by at least thirty (30) days;





2. Nominations shall be accepted from any Regular Member or Lifetime Member for a period of thirty (30) days following the call for nominations;
3. A ballot shall be formulated consisting of those names of those persons who have accepted nomination and shall be distributed to all Regular Members and Lifetime Members for a period of at least thirty (30) days before the call for a vote, or the date ballots are due to be returned for a count; and
4. Write-in votes shall be permitted.

### *6.2 ELECTION OF DIRECTORS AND OFFICERS*

Members of the Board of Directors shall be determined by ballot vote of Regular Members and Lifetime Members. Elections shall be held every two (2) years for any vacant Director positions. Officers of the Board of Directors shall be elected by the Directors, each for a one (1) year term.

### *6.3 VACANCY*

In case of a vacancy in any Director position, the Board of Directors shall appoint a member to fill the vacant position by two-thirds vote of the Board of Directors then in office, as soon as possible until the election of a new Director. Thereafter, the position shall be filled through a normally scheduled election of the Board of Directors.

## ARTICLE VII. COMMITTEES

### *7.1 EXECUTIVE COMMITTEE*

Unless otherwise determined by vote of the Board of Directors, the Executive Committee may act on behalf of the full Board of Directors on any matter between meetings of the Board of Directors; provided that (a) the Executive Committee shall not be authorized (i) to approve any substantial change in the operations or activities of the Corporation, (ii) to make any change in the principal office of the Corporation, (iii) to amend these Bylaws, (iv) to elect or remove Officers or Directors of the Board, (v) to appoint or eliminate any standing committee of the Board of Directors or any member of any such standing committee, or (vi) to spend more than two thousand five hundred Dollars (\$2,500) on behalf of the Corporation per fiscal year; (b) the Executive Committee shall not have any power or authority which the Board of Directors is prohibited from delegating by law, by the Articles of Incorporation or by these Bylaws; and (c) any action taken by the Executive Committee may be amended or repealed prospectively by subsequent vote of the Board of Directors.

### *7.2 STANDING COMMITTEES*

The Board of Directors may designate one or more standing committees of the Board of Directors. The purpose of the standing committees is to develop and execute tasks associated with the operations of the organization. Standing committees should consist of a minimum of



three (3) people and are required to conduct at least two (2) meetings a year. All standing committees' reports shall be submitted by the committee chairperson to the Board for approval prior to being made available to the membership. Standing committees must submit a written annual report at the end of each year. The chairperson of each standing committee, with the exception of the Membership Committee, shall be appointed by the Chair subject to the approval of the Board of Directors. Other members of standing committees will be volunteers from the Board of Directors, BAMIT membership, MIT Community, and other individuals who have relevant experience or knowledge to add value to the Committee's mission and objectives.

At any meeting of any standing committee of the Board of Directors, the presence of a majority of its committee members shall constitute a quorum for the transaction of business, unless (a) such committee has only one or two committee members, in which case a quorum shall be one member, or (b) a greater quorum is established by the Board of Directors. The vote of a majority of the committee members present at a committee meeting at which a quorum is present shall be the act of the committee. With the exception of the External Nominations Committee, each committee shall keep regular minutes of its meetings and report to the Board of Directors when required.

The standing committees of BAMIT and the corresponding duties of each standing committee shall be:

#### *7.2.1 ADVOCACY COMMITTEE*

The purpose of this committee shall be to: (1) Represent the interests of BAMIT stakeholders, especially the students, to the MIT administration (a) by maintaining relationships with senior MIT administrators, (b) by scheduling meetings as appropriate with MIT Administration to communicate issues and concerns, (c) by participating on MIT committees and working groups of interest to BAMIT, and (d) by establishing key metrics by which to measure the State of Black Affairs (quality of Black life) at MIT, including collect the data and using the data in advocacy efforts; and (2) Issue memoranda and letters outlining BAMIT positions on key issues and concerns.

#### *7.2.2 COMMUNICATIONS COMMITTEE*

The Communications Committee exists to support the Corresponding Secretary, and to oversee the development, production and coordination of all external communication of relevant information to BAMIT membership and valued partners. The purpose of the Communications Committee is to: 1) Support the purpose and mission of BAMIT through strategic external communications goals and objectives; 2) Develop and sustain BAMIT's unique brand and industry leadership with BAMIT's membership and external audience; 3) Promote BAMIT's vision of empowering the next generation Black leaders, innovators, and dreamers at MIT and beyond; and 4) Maximize all BAMIT communications channels to expand BAMIT's membership and external audience.



### *7.2.3 FINANCE COMMITTEE*

The purpose of this committee shall be to: 1) prepare and present the annual budget to the Board of Directors for presentation at the annual meeting, 2) provide recommendations and guidance to the Board of Directors and committees on the use of funds, 3) recommend policies related to BAMIT's financial operations, 4) recommend strategies for investing BAMIT's assets and 5) oversee any auditing or review activities related to BAMIT's accounts, vendors, and financial operations. The Finance Committee can be comprised of a Budget, Audit, and/or Investment committee until such time it is determined to separate these committees as determined by the value of assets under management or required by international, national, state, or local laws.

### *7.2.4 GOVERNANCE COMMITTEE*

The purpose of the Governance Committee is to act as the keeper of the conduct of operations for the board, to effectively support BAMIT's mission and to provide oversight of its constituent parts. The mission of the Governance Committee is to work behind the scenes, providing systems and formulating policies that make all other actions of the board work with hospitality, security and effectiveness.

The purpose of this committee shall also be to: 1) Assist the Board of Directors in defining the culture, values, and ethical behavior of the organization's leaders, volunteers, members, and vendors; 2) be a sounding and review Board for allegations of poor ethical behavior on behalf of any Director, Officer, volunteer, member, vendor, partner or affiliate; and 3) measure, continuously check, and promote the culture, values, and ethics BAMIT stands for through education, communication, best practice dissemination, and process enhancements and recommendations made to BAMIT overall.

### *7.2.5 MEMBERSHIP COMMITTEE*

The Membership Committee seeks to connect with and engage the Black MIT community, including alumni, current students, faculty, and staff of MIT. More specifically, the purpose of this committee shall be to: 1) maintain the membership list and prepare and distribute a membership roster at least once a year; 2) oversee the development of the annual membership drive including the collection of dues; and 3) develop and maintain a long-range plan for increasing and maintaining participation from all eligible sectors of the MIT alumni/ae body and others eligible for membership.

### *7.2.6 NOMINATIONS / VOLUNTEER DEVELOPMENT COMMITTEE*

The purpose of this committee shall be to: 1) identify a slate of candidates to be presented for election for all open Officer and Board positions; 2) oversee the production and mailing of the ballot to the general membership; 3) conduct the election including the



distribution of ballots and the announcement of election results; and 4) take responsibility for the production of a final report of election results that is mailed to membership.

This Committee is responsible for the identification and recruitment of new BAMIT volunteers who can be added to various BAMIT committees.

#### *7.2.7 OUTREACH & ENGAGEMENT COMMITTEE*

The purpose of the Outreach & Engagement Committee is to: 1) Improve the overall well-being of Black MIT students by serving as a bridge between students and BAMIT to help them address the pressures and stresses of Black life at MIT and provide perspectives of life after MIT; 2) Investigate avenues of outreach and engagement that will improve the Black experience at MIT; and 3) Serve as a unifying force across MIT Black student organizations, Institute offices supporting Black students, and Black faculty.

#### *7.2.8 PROGRAMMING COMMITTEE*

The purpose of the Programming Committee is to develop events and programs in-line with the mission of BAMIT. BAMIT has a commitment to enhancing the strength of the black community via programs that take place on the MIT campus, within regional chapters, or within communities across the world that support the organization's mission.

#### *7.2.9 RESOURCE DEVELOPMENT & FUNDRAISING COMMITTEE*

The purpose of this committee shall be to establish long-range goals for resource development/fund raising that support BAMIT initiatives, and to develop and manage annual fund raising campaign and events to support BAMIT programming and organizational sustainability.

#### *7.2.10 EXTERNAL NOMINATIONS COMMITTEE*

The purpose of the External Nominations Committee is to make nominations on behalf of BAMIT for awards, recognition, leadership positions, and committee membership within MIT, the MIT Alumni Association, and other groups external to BAMIT. Nominees shall be deserving members of the MIT Community or others able to make strong contributions to the MIT Community.

The External Nominations Committee chairperson shall select members of this committee subject to the approval of the BAMIT Chair and the BAMIT Vice Chair . The External Nominations Committee shall conduct its business via meetings, teleconferences, email or other means deemed appropriate by the External Nominations Committee chairperson.



Due to the confidential nature of information shared with and considered by the External Nominations Committee, minutes shall not be kept and the nature of deliberations within the committee shall not be shared with the Board of Directors. The External Nominations Committee chairperson shall report annually to the Board of Directors only the number of nominations made for each of the various positions and awards, and the names of their nominees successfully chosen as recipients for those positions and awards.

### *7.3 ADVISORY COMMITTEES*

The Board of Directors may appoint an Advisory Committee to advise BAMIT on ways and means of achieving its goals. Advisory Committee members need not be members of BAMIT.

## ARTICLE VIII. LOCAL CHAPTERS

### *8.1 ESTABLISHMENT / REVOCATION OF LOCAL CHAPTERS*

A group of ten (10) or more Regular Members and/or Lifetime Members of BAMIT living in the same geographical area may apply to the Board of Directors for recognition as a local chapter. In certain cases where it is deemed in the best interests of BAMIT, the Board of Directors may grant recognition to a Chapter with fewer than ten (10) Regular Members and/or Lifetime Members. The Board of Directors may in its discretion revoke the group's recognition as a local Chapter. Each Chapter shall include the name of the area in which it is located preceded by the name BAMIT (e.g. BAMIT-D.C.). Chapters must submit an annual report of their activities, finances, programs, officers, sponsors, members and any other related information to the Chair, Treasurer, and Recording Secretary for inclusion in BAMIT's annual report, National Meeting reports to Members, local, state, and federal filings, and any other reports required by law or for MIT and sponsors.

### *8.2 RIGHTS OF LOCAL CHAPTERS*

A Chapter shall be eligible to receive funding from BAMIT to use the BAMIT name in conjunction with its Chapter activities. However, although local chapters will be recognized as "geographic special interest groups" affiliated with BAMIT, they are not legal entities and therefore are not recognized to do business on behalf of BAMIT in any legal or fiduciary sense unless specified by policies and procedures outlined by the Board of Directors or approved in advance by the Board of Directors. Only the Board of Directors can act in a legal or fiduciary capacity on behalf of BAMIT. Nonetheless, chapters are required, on a regular basis, to provide all pertinent and relevant reports to the Chair of BAMIT as mandated by the Board.



## ARTICLE IX. AMENDMENT OF THE ARTICLES & BYLAWS

### *9.1 AMENDMENTS*

These Bylaws may be amended by a two-thirds vote of the Regular Members and Lifetime Members entitled to vote at any annual or special meeting of members at which a quorum is present, if notice of the substance of the proposed amendment is stated in the notice of such meeting. If authorized by the Articles of Organization, the Board of Directors, by a majority of their number then in office, may also make, amend, or repeal these Bylaws, in whole or in part, except with respect to any provision that by law, the Articles of Organization of these Bylaws requires action by the Regular Members and Lifetime Members.

### *9.2 NOTIFICATION OF CHANGE IN MEETING DATE*

No change in the date, if any, fixed in these Bylaws for the annual meeting of members may be made within thirty (30) days before the date fixed in these Bylaws, and in case of any change in such date, notice thereof shall be given to each member in person or by letter mailed to his or her last known post office address at least twenty (20) days before the new date fixed for such meeting.

### *9.3 NOTIFICATION OF CHANGE IN SUBSTANCE OF BYLAWS*

No later than the time of giving notice of the meeting of Members following the making, amending or repealing by the Board of Directors of any bylaw, a notice stating the substance of such change shall be given to all Members entitled to vote on amending the bylaws.

### *9.4 CHANGING AMENDMENTS ADOPTED BY THE BOARD OF DIRECTORS*

Any Bylaw adopted by the Board of Directors may be amended or repealed by a two-thirds vote of the Members entitled to vote.

## ARTICLE X. MISCELLANEOUS

### *10.1 FISCAL YEAR*

Except as otherwise set forth in the Articles of Organization or as otherwise determined from time to time by the Board of Directors, the fiscal year of BAMIT shall end in each year on June 30.



### *10.2 EXECUTION OF INSTRUMENTS AND EVIDENCE OF AUTHORITY*

All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of BAMIT on its behalf shall be signed by the Chair and the Treasurer, unless otherwise directed by the Board of Directors.

### *10.3 DISSOLUTION*

In the event of the termination, dissolution, or liquidation of BAMIT in any manner or for any reason whatsoever, its assets, if any, remaining after the payment of all of the liabilities of BAMIT shall be distributed pursuant to Chapter 180, Section 11A, to one or more organizations with similar purposes and exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, in such manner and in such proportions as shall be approved by the vote of two-thirds of the Members entitled to vote at any meeting of Members for which at least thirty (30) days prior written notice

### *10.4 SERVABILITY*

Any determination that any provision of the Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws.

### *10.5 PRONOUNS*

All pronouns used in these Bylaws shall be deemed to refer to the singular or plural, as the identity of the person or persons may require.

## ARTICLE XI. PARLIAMENTARY AUTHORITY

### *11.1 GOVERNING RULES*

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern BAMIT in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order BAMIT may adopt.

### AMENDMENTS

September 25, 2020

September 17, 2022