

## BY-LAWS OF THE NATIONAL DOMINICAN-AMERICAN COUNCIL (NDAC)

# NATIONAL DOMINICAN AMERICAN COUNCIL

### ARTICLE I Legal Provisions

*Section 1*—Name: National Dominican-American Council (NDAC) shall be the official name of this corporation and the one under which all business and activities of the constituted body shall be carried out. The acronym NDAC, which reflects the abbreviated title of the organization, may be used in lieu of the full name of the corporation, in any, and all instances where it is appropriate.

*Section 2*—Legal Status: The National Dominican American Council shall be incorporated and chartered under the Federal laws of the United States of America, and the laws of each of the states in which it operates as a civic and non-profit organization.

*Section 3*—Composition: The National Dominican American Council shall be made up of member councils and affiliate councils which shall be chartered by the National Board of Directors under as set forth in this Constitution.

### ARTICLE II Philosophy

*Section 1*—Vision Statement: The vision and philosophy of NDAC is that concerted research, education, and advocacy afford Dominican Americans, and the citizenry in general possibilities for empowerment, progress, and the opportunity to advance their socio-economic, political interests, and aspirations in accordance with the Constitution of the United States of America. The ambition of NDAC is to foster national and local leadership in our diverse communities.

*Section 2*—Mission Statement: NDAC's mission is to research, educate and advocate for the social, economic and political empowerment of its members, and of Dominicans in the United States of America.

*Section 3*—NDAC shall be made up of member councils and affiliate councils. Council shall be legally chartered in their local governments and shall function under the authority and direction of NDAC National Board of Directors, in accordance to NDAC's articles of incorporation, by-laws, and state and federal laws as applicable.

*Section 4*—Membership Pin: NDAC Pin shall be an exact replica of the logo or shield made of porcelain or other appropriate material. The Pin may be worn as a lapel pin, tie clasp, or tie tack by men, as a pendant or bracelet charm by women.

*Section 5*—Colors: The colors of the NDAC shall be red, white and blue, symbolizing the virtues of courage, purity of thought, and faith in the justice of God and man.

## **ARTICLE III Members**

All persons who are residents of the United States of America, or citizens of the United States residing abroad, and are eighteen years of age or older, are eligible for membership in NDAC. Membership in the NDAC may be affected through individually initiated application to NDAC or to a local council, by the recommendation of a member in good standing, or in the case of certain types of membership, as stipulated in Section 1 of Article III of this Constitution. There are seven (7) types of membership.

### *Section 1—Types of Membership.*

1. General Members: Persons who fulfill all qualifications for membership, including payment of dues, will be enrolled as members of NDAC.

#### Duties and Responsibilities:

- a. To participate in conventions, activities, and assemblies of NDAC;
- b. To abide by the Constitution and Bylaws established by NDAC;
- c. To abide by the Philosophy, Aims, Purposes, and Code of conduct of NDAC;
- d. To exert effort, individually and cooperatively on behalf of those who need representation and protection of NDAC
- e. To work for the extension of the membership and services of NDAC within their respective communities;
- f. To subordinate their personal feelings and desires to the general welfare of the NDAC and its membership;
- g. To refrain from using the name, facilities or influence of NDAC for political or personal aspirations or aggrandizement without NDAC's consent;
- h. To be alert to, and report to NDAC and the proper authority any improper use or action that may be made of the name, influence or facilities of NDAC by members or others outside the organization;
- i. To maintain their membership in force by paying their dues according to the schedule set by NDAC.

#### Rights and Privileges.

All General Members in good standing shall be entitled to:

- a. Protection, counsel, and guidance provided by NDAC;
- b. Propose, discuss, and vote on matters of interest to and for the welfare of NDAC, including the national issue agenda, as mandated by this constitution and NDAC Board of Directors;
- c. Be candidates for an office in NDAC and fulfill all requirements of the office sought;
- d. Receive upon being initiated as members, Identification Card and NDAC Pin, whose cost shall have been covered by the membership fee as set by this Constitution;
- e. Receive a monthly issue of NDAC NEWS, or any other official communicational organ of NDAC;

2. Youth / Student Members: Persons between the ages of 18 and 25 who are active college students and fulfill all qualifications for membership, including payment of dues will be enrolled as members of the NDAC.

3. Lifetime Members: A person may become a lifetime member of NDAC upon payment of \$1,000 to the National Office. All proceeds from life membership dues shall be invested in an endowment fund. Such members shall be:

- a. Presented a Membership Certificate and Identification Card as a Lifetime Member;
- b. Exempt from paying annual membership National Dues;

4. Honorary Members: Those persons elected to membership on their merit, because they have distinguished themselves in some worthy field of endeavor such as arts, sciences, or letters, or have provided an outstanding service to NDAC. Membership in this classification is subject to the following guidelines:

- a. All nominations for Honorary Membership must be presented in writing by a local Council to the National Board of Directors for consideration, and must be accompanied by a dossier as to the distinguished accomplishment or the nature of the service rendered;
- b. The privilege of Honorary Membership in NDAC shall not be tendered to any person prior to the final action of the Board of Directors, the only constituted authority with power to pass on such nominations and designate Honorary Members;
- c. Nominees for Honorary Membership who are approved by the Board of Directors shall be notified in writing by the National President;
- d. A certificate of Honorary Member, stating therein the cause and containing the Name, Motto, and Seal of NDAC and signatures of the National President, the Chairperson and the National Secretary shall be presented to the honoree at the next session of the National Board of Directors meeting, or other proper function as the National President and Chairperson may designate;

5. Distinguished Members: This is the highest and most honored type of membership that the Board of Directors may bestow on a deserving person. The Title of "Distinguished Member" shall be conferred by the National Board of Directors on the founders of NDAC. No other person shall be so designated by the National Board of Directors;

Distinguished Members shall be:

- a. Exempt from all National and Council dues;
- b. Placed on the rolls of their home Council and their membership taken into consideration in determining delegate strength to conventions;
- c. Entitled to all the rights and privileges of active members and to a voice and vote at State and National Conventions;
- d. Entitled to a Certificate of Distinguished Member which shows cause thereof and on which are affixed the Name, Motto, and Seal of NDAC and the signatures of the National President and National Secretary, to an Identification Card, and to a customized NDAC Pin.

6. Senior Members: In recognition for devoted service to NDAC and/or their community, a member who has continuously paid dues for 10 or more years, shall be considered a Senior member. Membership to this classification shall be certified in writing by that member's local council and approved by the National Board of Directors or the National Executive Committee.

- a. Senior members shall be: a. Exempt from all National, and Council dues.
- b. Entitled to all rights and privileges of active members.
- c. Placed on the rolls of their home council and their membership taken into consideration in determining delegate strength to conventions.

7. Organizational Members: Any community or civic organization serving the Dominican-American community in the United States, Puerto Rico, and the Virgin Islands may apply for membership in the Corporation as an organizational member.

*Section II — Term of Membership.* The term of membership for General, Student, and Organizational members shall be one year, subject to automatic renewal through the payment of dues and, at the National Board's discretion. The term of membership for Honorary, Distinguished, and Senior members shall be perpetual, subject to the National Board's discretion.

*Section III — Voting Rights.*

A. Each individual or student member in good standing and above the age of eighteen shall be entitled to one vote on each matter submitted to a vote of the members. A member in good standing is a member who, as of the Fixing Date set is current on his/her dues, and has participated in at least one activity sponsored by NDAC in the immediately preceding twelve months.

B. Each individual or organizational member entitled to vote, has the right to:

- a. Approve the organization's issue agenda proposed by the Board of Directors for the twelve months following the National Convention at which the issue agenda is submitted for a vote; and
- b. Decide any other matter submitted to a vote of the membership.

*Section IV — Removal and Resignation.* The Board of Directors may, by resolution passed by two thirds of the directors then in office, remove any member at any time, with or without cause. Any member may resign by written notice to the Secretary or the National President, to be effective, if accepted, at the time specified in such writing.

*Section V — Transfer of Membership.* Membership in the Corporation is not transferable or assignable, and, except as otherwise provided in these bylaws, rights of membership may be exercised solely by the person approved for membership.

*Section VI — Membership Dues.* Each member of the organization shall pay annual dues. The annual dues for each class of members shall be:

A. Individual \$100; B. Student \$50; C. Council: \$250; D. Organizational \$250 E. Lifetime \$1,000

The Board of Directors may change the above dues structure through a majority vote of all the directors then in office, provided that said future change shall not become effective until the organization's following fiscal year. Herein dues are effective immediately.

## **ARTICLE IV Associates**

Individuals or organizations who do not belong to a local Council, but who wish to support the work of the Organization may become a NDAC Associate under one or more of the following categories.

*Section 1*—National Associate: Individuals who wish to support the organization may become National Associates of NDAC by contributing a minimum of \$500 annually to the National Office with approval by National Board of Directors or the National Executive Committee.

### Privileges, Duties and Responsibilities:

- a. To attend and participate in National Conventions, Conferences and activities of NDAC;
- b. To receive NDAC News and all other Communications sent to the General Membership of NDAC;
- c. To abide by the National Constitution and Bylaws;
- d. To keep with the Philosophy, Aims, and Purposes and Code of Conduct of NDAC;
- e. To exert their efforts individually and cooperatively in behalf of those who need the help and protection of NDAC;
- f. To work for the extension of membership and services of NDAC;
- g. To subordinate their personal feelings and desires to the general welfare of NDAC;
- h. To refrain from using the name, facilities, or influence of NDAC for political or personal aspirations or aggrandizement;
- i. To be alert and to report to the proper authority any improper use that may be made of the name, influence, or facilities of NDAC by members or by other outside the organization;
- j. To maintain their affiliation in force by payment of their annual contribution.

*Section II*—National Corporate Associate: Business entities, Non-profit Corporations and other organizations who wish to associate with NDAC and support its work may become a Corporate Associate by contributing \$5,000.00 or more annually to the National Office.

*Section III*—Council Corporate Associate: NDAC Councils may make provisions for Individual and Corporate Associates to be affiliated with the Local Council, and may establish whatever annual contribution the Council may deem appropriate except that in no event shall such contribution be less than the dues required of the general members of that Council. Privileges and benefits of the Council Associates shall be limited to the Local Council.

## **ARTICLE V Organizational Structure**

### *Section I*—The National Assembly:

A. Definition and composition: The National Assembly, presided over by the National President and the Chairperson or the National Executive Board designee, is the supreme authority NDAC and shall be composed of the members of the National Board of Directors, local councils, and Individual members in good standing.

B. Powers: As the supreme authority of NDAC, the National Assembly is hereby vested with all legislative, judicial, and executive powers set forth in this Constitution, Articles of Incorporation, and all adopted resolutions.

C. Sessions: The National Assembly shall convene annually at a convention site selected by the NDAC's National Board or Executive Committee. The National Assembly may be called into an ad-hoc special session by the National President, Chairperson or the National Board of Directors.

D. Quorum: Two thirds (2/3) of the membership in good standing at the time of an annual convention or special--called session of the National Assembly shall constitute a quorum without reference to the number of State or National Officers who have a vote in said sessions.

*Section II*—The National Board of Directors:

A. Definition and Composition: The National Board of Directors is the official executive arm of the National Assembly. It executes the mandates of the National Assembly, administers NDAC and establishes policies. Its members shall include one (1) individual from each of the following fields: a. Law b. Accounting c. Academia d. Clergy e. Labor f. Communications g. Science h. Corporate to fill the following positions:

1. Selected Officers (National President, National Vice President, Chairperson of the Board and Assembly, State Vice Presidents, National Treasurer, and a National Youth President); and

2. Appointed Officers: National President, and/or the Chairperson shall nominate any qualified member in good standing to the following appointed positions subject to confirmation by majority vote of the active National Board of Directors or National Executive Committee:

a. National Secretary;

b. National Legal Advisor;

c. National Director of Publicity;

d. Any other Office designated by the President and the Chair with the approval of the National Board of Directors or National Executive Committee.

B. Qualifications: All National Officers, whether selected or appointed, must:

a. Be twenty-one years of age or older

b. Be in good standing and in compliance with this Bylaws' Article IV, Sections I,II & III.

c. Have held office for one year at the Local or State level within three years of his or her appointment. In the case of the Legal Advisor, the person must possess a law degree and be a practicing attorney in good standing;

d. Be of good moral character and possess some demonstrated administrative ability necessary for the discharge of the duties pertaining to the office;

e. Have the approval and endorsement of his or her Local Council;

f. Not hold an elective or appointive political office at the time of his or her selection or appointment or at any time during their tenure of the NDAC Office. School Board or those positions where no wage compensation or enumeration is received shall not be deemed a political office;

g. Members deriving employment wages from any organization owned by or that bears the NDAC's name are ineligible to run for or hold a NDAC office, selective or appointive. A complete year must elapse from the last employment date before they are eligible to run for an NDAC office.

C. Powers: Under authority of the National Assembly, the National Board of Directors shall execute the mandates of the National Assembly and administer the NDAC. It is empowered:

- a. To approve or reject all appointments made by the National President and the Chair;
- b. To act for and in behalf of NDAC and National Assembly in matters arising extemporaneously and affecting or relating to NDAC;
- c. To authorize NDAC representation at functions and in activities of interest to the organization or affecting its work, provided such activities or functions do not, by their very nature, involve issues or procedures in direct or indirect incompatibility with the general policy of NDAC;
- d. To listen to appeals from members and/or Councils including charges of suspension or expulsion from NDAC and to rule according to the facts of the case;
- e. To impeach, remove, expel, or suspend any member or officer from office, any person of whatever rank for dereliction of duty, conduct unbecoming an officer, violation of NDAC constitutional provisions, bylaws, policies, or other activities contrary to NDAC principles and welfare, and not in line with the best interests of the organization;
- f. To suspend any Council or recall its charter for acts contrary to or not in keeping with NDAC principles and constitutional provisions;
- g. To amend The Constitution and By-Laws of NDAC;
- h. To establish a uniform system of financial accounting for all levels of NDAC and a uniform pattern for all documents used at all levels for the transaction of the NDAC's business;
- i. Along with the National President and the Chair, to select a National Executive Director who shall be paid and who shall manage the paid national staff. The National Executive Director as well as members of the national staff can opt to work as volunteer.

D. Limitations: The National Board of Directors is not empowered:

- a. To waive the Constitution and Bylaws or any resolution, policy, or custom adopted or established by the National Assembly;
- b. To permit any of its members to speak for or involve NDAC on any matter of NDAC's policy unless duly authorized to do so by the National Board of Directors or the National Executive Committee or the National Assembly;
- c. To authorize any officer at any level of the hierarchy to bind the NDAC or any of its divisions in any business transaction unless it is approved by the National Board of Directors and the divisions involved.

E. Meetings:

- a. The National Board of Directors shall hold three (3) quarterly meeting/retreats during the year. The first one, which is an organizational meeting, shall be held at the site of the National Convention, immediately following the close of the convention; the second one will be held in Washington, D.C., and the third shall be held three months before the convention at such site as the National President and or the Chair may select, keeping in mind travel distances;
- b. Other meetings of the National Board of Directors may be called by the National President, Chair or designee for emergency situations involving the welfare of the Organization; on-going projects; and NDAC business;

c. For the three (3) quarterly scheduled meeting/retreats with the exception of the first one, the National Secretary shall be instructed by the National President and or the Chairperson to send to all members fifteen---day advance notice and an agenda of the meeting, prior of the Board. In the case of other meetings, the nature of the business shall determine the quickest form of advance notice;

d. The National Board of Directors quarterly scheduled meeting/retreats shall be open to all NDAC members who have the right to present matters involving them as individuals, to their Councils or to a higher echelon of NDAC.

F. Number: As determined by the majority of the NDAC National Board of Directors, directors shall be 13, and shall serve with or without pay, as decided by the National Board. The number of directors may be increased or decreased from time to time by amendment of this constitution. The founding Board of Directors shall be those present and/or participating at the May 22, 2010 Re-structuring Retreat.

Additional members of the Board of Directors shall be selected from a list of candidates approved in the manner herein prescribed (Article V, Section 2, Sub- section G) and shall take office at the close of the annual meeting at which they were selected.

G. Selection / Appointment process: Individuals will be selected to serve on the National Board of Directors according to their qualifications as per Article V, Section 2- B, and needs of the Board as per Article V, Section 2-A for the following positions:

a. National President b. National Vice President c. Chairperson of the Board and Assembly d. State Vice Presidents e. National Treasurer f. The National Youth President g. National Secretary h. National Legal Advisor i. National Director of Publicity j. Any other Office designated by the President and the Chair with the approval of the National Board of Directors or National Executive Committee.

H. Tenure: All vacancies occurring in the ranks of the National Board shall be filled with persons appointed by the National President and or the Chair and approved by the National Board of Directors or National Executive Committee. In all such appointments, the National President, the Chair and National Executive Committee shall adhere to the qualifications, limitations, and Board needs established in Article V, Section 2 A & B.

Should the office of National President and or Chair become vacant at any time for whatever reason, the Chair will assume the position as Interim National President until a new National President is appointed/elected by a majority vote of the National Board of Directors and the Executive Committee from among the State Vice Presidents.

I. Expulsion, suspension, impeachment, and/or removal of National Officers:

Any selected or appointed National Officer of NDAC, including the National President, and the Chair, may be impeached and/or removed from office by two thirds (2/3) of the National Board of Directors in office, if found in violation of the Code of Conduct.



## J. Duties and Responsibilities of the National Officers:

### a. National President:

- i. To uphold the Constitution and Bylaws of NDAC, its Policies and Customs, and all Resolutions duly passed;
- ii. To guide NDAC and the functions of the National Office with the cooperation and approval of the National Board of Directors and the National Executive Committee;
- iii. To exert veto power over legislative matters decided by 2/3 of the general assembly;
- iv. To name all National Committees, appoint designated National Officers, and to fill vacancies in National Offices with the approval of the National Board of Directors and the National Executive Committee;
- v. To suspend and/or remove from office, with the approval of the National Board of Directors any National Officer who is lax or incompetent in the discharge of his duties or who is found guilty of any of the causes enumerated in Article V, Section 2, Subsection I. (i) thru (viii);
- vi. Shall serve as the official spokesperson of NDAC in a shared-ad-hoc-role with the Chair to represent NDAC at those functions of national, international and local scope, which involve the best interests, growth development, and prestige of NDAC;
- vii. To refrain from taking sides or influencing any individual or group, directly or by inference, in NDAC elections at whatever level;
- ix. To carry out all other duties found in this Constitution and Articles of Incorporation and incumbent upon his or her office.
- x. Appoint all vacancies occurring in the ranks of the National Officers with the consent of the National Board of Directors or National Executive Committee provided appointees fulfill those qualifications and limitations established in Article V, Section 2 A & B.
- xi. Appoint State Directors Vice Presidents in States with less than three councils, except the District of Columbia, with the consent of the National Board of Directors or the National Executive Committee.
- xii. To exert all power not granted to the National Assembly, nor denied to the President.
- xiii. To serve in dual capacity in ad hoc fashion as determine by the Executive Committee and or the National Assembly.
- xiv. To contribute \$5,000 annually to the organization (in-kind or otherwise).
- xv. To deliver to his/her successor in office all books, papers, records, and other property of the NDAC that may be in his/her possession at the close of his/her official term.

### b. National Vice President:

- i. To assume all National President's duties in his/her absence.

c. Chairperson of the Board and Assembly:

- i. To uphold the Constitution and Bylaws of NDAC, its Policies and Customs, and all Resolutions duly passed;
- ii. To guide NDAC and the functions of the National Office in coordination with the National President and with the cooperation and approval of the National Board of Directors and the National Executive Committee;
- iii. To preside at all sessions of the National Assembly and the National Board of Directors.
- iv. To see that copies of the NDAC Constitution, and *Robert's Rules of Order or Henderson's Rules of Order* are readily available for quick reference at sessions; v. To interpret and make rulings on parliamentary procedure situations, and to call the attention of the Presiding Officer to omissions, deviations or arbitrary actions in procedure as set by the Constitution and Bylaws or by the *Robert's Rules of Order, Revised*.
- v. Shall have appointment authority (a) to make at least one appointment to the Board without consent of the National Board, and (b) to make appointment to the Board subject to the consent of the National Board and the Executive Committee.
- vi. Shall serve as spokesperson of NDAC in shared-ad-hoc role with the National President to represent NDAC at those functions of national, international and local scope, which involve the best interests, growth development, and prestige of NDAC;
- vii. To exert all power not granted to the president and National Assembly, nor denied to the Chair.
- viii. To suspend and/or remove from office, with the approval of the National President, the National Executive Committee or the Board of Directors any National Officer who is lax or incompetent in the discharge of his duties or who is found guilty of any of the causes enumerated in Article V, Section 2, Subsection I. (i) thru (viii);
- ix. To appoint officers to the Board, including to the vice chairperson position.
- x. May serve in dual capacity in ad hoc fashion as determine by the Executive Committee and or the National Assembly.
- xi. To contribute \$5,000 annually to the organization (in-kind or otherwise);

c. National State Vice Presidents:

- i. To assume, according to the order of succession established in the constitution, the office of National President or Chair and all duties, responsibilities and powers pertaining thereto in the event of the resignation, death or removal of the National President and the Chairperson; (see viii below)
- ii. To represent NDAC as assigned by the National President or the Chair or by the National Executive Committee;
- iii. To have supervisory control over committees assigned to him or her by the National President and Chair;
- iv. To have supervisory control over councils assigned to him or her by the National President and Chair within the geographical area from which he or she is selected;

- v. To preside at sessions of the National Assembly and the National Board of Directors or National Executive Committee meetings when requested by or in the temporary absence of the National President or the Chairperson;
- vi. To oversee the activities of NDAC within the specified responsibilities of the office and to report at all meetings of the National Board of Directors and to the National Executive Committee;
- vii. To assume such other duties and responsibilities as may be assigned to him or her by the National President, Chair, the National Board of Directors or the National Executive Committee, particularly within the geographical area from which he or she is selected;
- viii. In case of the resignation, death or removal of the duly elected National President, the Chairperson will assume interim responsibilities until one of the National Vice Presidents shall assume the office of the National President upon election by majority vote of the National Board of Directors, called to session for this purpose.
- ix. To contribute \$5,000 annually to the organization (in-kind or otherwise).

d. National Vice President for Youth: In addition to the duties and responsibilities enumerated in Subsection b., above, the National Vice President for Youth shall have the following duties and responsibilities:

- i. To act as Chairperson and direct the function of the National Committee of Youth Activities;
- ii. To set up such meetings of the Committee as may be necessary for the effective coordination of all youth activities, particularly in regard to the operation of NDAC Youth;
- iii. To promote the welfare of youth in fields as education, patriotism, and health, and through the various Directors of Youth Activities at all levels, NDAC Youth, Boy Scouts, Girl Scouts, and similar groups;
- iv. To guide and counsel the NDAC Youth at its National Convention and in the overall administration of the organization, its action projects, and procedures in reaching its goals;
- v. To report and recommend to the National Assembly, the National Board of Directors, and National Executive Committee all matters pertaining to NDAC Youth and other youth activities.
- vi. To contribute \$5,000 annually to the organization.

e. National Treasurer:

- i. To receive and place in a bank designated by the Treasurer with the approval of the National Board of Directors and or National Executive Committee all monies paid into the National Treasury, such as charter fees, membership dues, assessments, contributions and donations, and payments for pins, Constitutions and other items which NDAC provides for sale to members. Said monies may be deposited under various accounts as may be approved by the National Board of Directors or as provided for in the Constitution and Bylaws;
- ii. To cause his/her signature and that of the National President and or Chair to be registered at the bank, and to co-sign all checks for disbursements for authorized expenditures with the National President and Chair;
- iii. To keep and maintain up to date a set of books as dictated by proper accounting procedures;

- iv. To make written monthly reports to the members of the National Executive Committee on the status of the National Treasury, showing all income received and its sources, accounts receivable, disbursements with the names of payees and the cause of each thereof, encumbered amounts, and balances of all accounts. Said reports shall be made within thirty days of the close of each month, or as practical as possible;
- v. To require by authority of this Constitution a quarterly financial report and an annual audited financial statement from the Chairman and Board of Directors of NDAC;
- vi. To see that all outstanding accounts of the National Office, except for last minute National Convention expenses pertaining to the National President and authorized staff, have been settled by the time he or she closes the books for auditing purposes and reports to the National Assembly;
- vii. To cause an audit to be made of the accounts by a Certified Public Accountant who may be NDAC member but not a member of the National Board of Directors or of the National Office Staff. Said audit shall be carried out in May or June but before the National Convention, at which time he/she will turn it over to the National NDAC Auditing Committee along with his/her books of accounts, canceled checks, receipts, quarterly and audit reports of the housing projects, and other documentation;
- viii. To turn over to his/her successor a check or checks for the full amounts in each bank account, the complete set of accounting records, audit reports or his/her accounts, and any other documentation pertaining thereto.
- ix. To contribute \$5,000 annually to the organization (in-kind or otherwise)

f. National Secretary:

- i. To keep or cause to be kept in a safe place all permanent records, inventories of equipment and furnishings, and lists and deeds of real property of NDAC;
- ii. To keep the Seal of NDAC and to control its use;
- iii. To handle all correspondence addressed to the National President, the Chair, the National Board of Directors or the National Executive Committee, as authorized by the National President and or the Chair;
- iv. To take down, transcribe, and make available to NDAC's membership by means of NDAC NEWS, or other expedient medium of communication, the minutes of the sessions of the National Assembly and the National Board of Directors or the National Executive Committee. The latter responsibility shall be carried out within thirty days of the date of said sessions;
- v. To maintain in loose-leaf volume form and under definite headings for quick and easy reference, all resolutions and amendments to the Constitution and Bylaws, and any policies duly adopted or set by the National Assembly, the National Board of Directors or the National Executive Committee.
- vi. To carry out any other duties and responsibilities pertaining to his/her office as may be assigned by the National President and or the Chair.

- i. To represent NDAC in all legal matters in which it may be involved or have an interest;
- ii. To interpret and render an opinion on matters arising about the NDAC Constitution and Bylaws, Resolutions and/or Policies when requested by any member, Council, or officer of NDAC. The National Assembly may by a two-third majority reverse an opinion of the Legal Advisor in those cases wherein it is believed that he/she has acted in a biased manner or contrary to the spirit of the provision in question;
- iii. To cooperate with the National Secretary in preparing and maintaining up to date the volume which contains all resolutions, amendments, policies duly adopted and in force;
- iv. To counsel with Legal Advisors of subordinate entities, including NDAC Youth, as requested.

h. National Director of Publicity:

- i. To conceive, coordinate, and disseminate all news items dealing with NDAC or its interests through all media available to him and the Local Councils;
- ii. To formulate a program of procedure to be employed by all levels of NDAC in publicizing NDAC activities, projects, etc.
- iii. To encourage and promote the appointment of Publicity Directors or Committees at all levels of NDAC and to orient and work with them for better dissemination of information;
- iv. To be vigilant to any adverse publicity of the NDAC and to correct, in so far as it is possible, such erroneous or adverse information;
- v. To assist the various echelons of NDAC, including NDAC Youth, in the promotion of their publicity programs and projects, and to coordinate his or her work with that of the Editor of NDAC NEWS;
- vi. To refrain from using his or her office and prerogatives in the support of NDAC candidates for office of or partisan politics within or without NDAC;
- vii. To name, subject to National Executive Board approval, and to chair a National Publicity Committee to aid in publicity coverage in all geographical areas wherein NDAC functions.

L. Selection and Term of Office. Directors shall be selected according to the provisions of Article V, Section 2-G, and to prior resignation, death or removal as provided by law or this Constitution. Any director may resign at any time, upon written notice to that effect delivered to the President and the Secretary, to be effective upon its acceptance or at the time specified in such writing.

M. Initial Founding Board. The initial Founding Board of Directors shall serve until its successors are selected and qualified. The initial Board shall determine by lot which additional directors will be added according to the herein outlined desired composition of the National Board of Directors.

N. Vacancies. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may be filled by a presidential appointment or two-third vote of the remaining members of the Board of Directors, even if such two-third is less than a quorum. A vacancy occurring in the Board of Directors by reason of an increase in the number of directors may be filled by appointment of the National board of Directors.

O. Removal. The Board of Directors may remove any director for cause by a two-third vote of the directors then in office; except that the failure to attend or participate by telephone in two consecutive meetings

of the Board shall constitute automatic cause for removal, subject to ratification by the Board of Directors. Any Board member who misses over 50% of the meetings of the Board within a 12-month period shall be automatically removed from serving on the Board.

*Section III—The Local Council:*

A. The Local Council is an affiliated unit of NDAC which operates within a community under authority of a charter granted by the National Board of Directors, upon approval of an Application for NDAC Charter, accompanied by the signed Charter Agreement, Appendix I, at the end of this constitution.

B. Organization: A local Council may be organized under the sponsorship of an active Council and/or any State or National Board of Director officer or any combination of these according to the procedures set forth below:

a. A group of not less than ten persons of either or both sexes that meets all qualifications for membership as defined under Article III, Section 1 of this Constitution and willing to form a NDAC Council shall, on its own initiative or that of one of the possible sponsoring entities, stipulated above, meet and elect officers and otherwise constitute itself into an organized body;

b. After orientation as to the principles, work, and structure of NDAC, the group shall fill out an Application for NDAC Charter form; c. The application, accompanied by a roster of the officers and members of the group, complete with mailing addresses, the established charter fee, and NDAC membership dues having been paid by each member on the roster, shall be forwarded to the National Office;

d. Upon approval of the application by the National Board of Directors, a Charter will be issued by the National Office and sent to the Council in addition to the State Vice-President in which the Council is to be located. e. The State Vice-President shall arrange a place and date with the new Council for the initiation of members, installation of officers, and presentation of charter according to the established ritual in this Constitution;

f. Charter Fees: The sum of \$250.00 is hereby set as the fee for issuance of a charter by the National Board of Directors to a group that applies and is approved for affiliation as a Local Council with the NDAC. Said fee shall be renewed on an annual basis, due to the NDAC National Treasurer on the first day of January each year and payable no later than February 28 of that same year by each Local Council. Any Council not having paid said fee by the February 28 due date shall have its charter revoked and will be required to apply for a new charter and pay all fees as prescribed for the chartering of a new Council. Said fees shall be deposited in the General Fund of the National Office.

C. Powers:

a. To establish local membership dues and a schedule of payment, and to collect and remit membership dues to NDAC in the amounts and according to the schedules set in the Bylaws of this Constitution; b. To initiate and carry through fund-raising, civic, social, and welfare projects on its own or in cooperation with other acceptable organizations, as approved by the NDAC according to its principles;

- c. To organize and supervise Councils of NDAC Youth in line with the procedures and guidelines set forth in this Constitution; d. To suspend and drop from its rolls any member who is in arrears with his or her dues;
- e. To suspend or expel from its ranks any member guilty of actions contrary to the best interests of the Council or NDAC in general, as provided in Article V, Section 2, Subsection I. (i) thru (viii);
- f. To impeach and remove from office any of its officers guilty of the causes enumerated in Article V, Section 2, Subsection I. (i) thru (viii);
- g. To elect and certify delegates and alternates to State and National Conventions in such numbers and according to procedures as set forth in the Bylaws. h. To name Honorary Members as per Article III, Section 4 and Council Associates as per Article IV, Section 3;

D. Limitations:

- a. A Local Council may not assume the authority to speak or act for the NDAC in matters of national scope involving National NDAC policies unless authorized by the National Board of Directors; b. In no instance may a Local Council bind NDAC in any matter except with the consent of the National Board of Directors;

E. Responsibilities:

- a. To hold regularly scheduled meetings but in no case less than one each month;
- b. To prepare and submit quarterly membership, financial, and activity reports to the National Office;
- c. To pay Council fee and special assessments within the specified time as voted by the National Assembly;
- d. To promote the growth of its membership and the scope of its activities and to comply with the provisions of the National Constitution and Bylaws, adopted resolutions, policies, and customs and those of subordinate units of the NDAC, including its own.

F. Meetings:

- a. A Local Council shall establish a regular schedule of meetings during its first meeting following the election of officers, and notify all of its members;
- b. Meetings shall be conducted according to the established Ritual and Order of Business in the Bylaws, and *Robert's Rules of Order, Revised*, and it shall apply in all matters and situations not covered by the National Constitution and Bylaws, resolutions, policies or accepted custom.
- c. Quorum: One third (1/3) of the Active Members shall comprise a quorum to transact all business before the Council at a regular or special meeting.

G. Elective Officers:

A. Director; B. Secretary; C. Treasurer;

H. Qualifications:

a. Be twenty-one years of age or older and must have been a member in good standing for at least one year. The one-year rule will be waived for Councils which have been chartered for less than one year;

b. Be of good moral character and possess some administrative ability necessary for the discharge of his or her duties

I. Election or Appointment:

a. All elective officers shall be elected by a majority vote of the Council during the assigned month, at such date as may be set. Notice of elections, giving the place, hour and date, shall be given to members fifteen days prior;

b. Voting shall be by a show of hands, roll call or secret ballot;

c. All appointments of the President and or the Chairman must be approved by a majority of the membership present at the time;

d. All vacancies occurring in elective offices shall be filled through special elections provided notice of such election is given at least two weeks in advance to all members. Special elections shall follow the same procedure as set in Subsections b. & c. above;

e. Installation of officers may be held immediately following the elections or postponed for a period of time not to exceed two weeks.

J. Tenure of Office: All terms of office of Local Council Officers and any limitation thereto shall be in keeping with the provisions set in Article VIII, Section 6, except that all situations are limited to the Local Council scope and all references to appointed officers shall not apply since all offices of the Local Council are elective with the exception of Council Committees.

K. Impeachment and/or Removal of Local Council Officers: Procedures for the Impeachment and/or Removal of Council Officers, shall follow those set forth in Article V, Section 2, Subsection I. (i) thru (viii).

L. Duties and Responsibilities of Council Officers: The duties and responsibilities of all Council Officers shall be those set forth in the NDAC Constitution.



## **ARTICLE VI Committees**

### *Section I— Executive Committee.*

A. Designation. The Board of Directors may, by resolution passed by a majority of the directors in office, designate an Executive Committee, such committee to consist of five or more of the directors of the Corporation. The Board of Directors may, at any time, remove any member of the committee with or without cause and may designate one or more directors as alternate members of the committee, who may replace any absent or disqualified member at any meeting of the committee. In the event the Board of Directors has not designated a chair, the committee shall appoint one of its own number as chair, who shall preside at all meetings, and may also appoint a secretary (who need not be a member of the committee) who shall keep its records and who shall hold office at the pleasure of the committee.

B. Powers and Authority: Executive Committee, to the extent provided by resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, provided that the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon the Board or any director by law. No such committee shall have such power or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the members a dissolution of the Corporation or a revocation of a dissolution, or amending these bylaws.

*Section II— Additional Committees.* The Board of Directors then in office shall designate one or more committees in addition to the Executive Committee, which shall consist of two or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee shall have and may exercise such powers and authority of the Board of Directors as provided in the resolution of the Board of Directors creating the committee, provided that the powers and authority of any such committee shall not exceed those that may be exercised by an Executive Committee.

A. Meetings: Regular meetings of all committees may be held without notice of the time, place, or purposes thereof and shall be held at such times and places (or by telephone) as each committee may from time to time determine in advance.

B. Special Meetings: Special meetings of all committees may be held upon 48-hour notice of the time, place, and purposes thereof. Until otherwise ordered by the committee, special meetings shall be held at any time and place (or by telephone) at the call of the chair.

C. Actions at Regular and Special Committee Meetings: Minutes; Actions Without a Meeting. At any regular or special meeting such committee may exercise any or all of its powers, and any business which shall come before any regular or special meeting may be transacted thereat, provided a majority of all of the members of the committee is present. The affirmative vote of a majority of the members of the committee present (in person or by telephone) at a meeting of the committee at which a quorum is present shall be necessary to take any action. Each committee shall keep regular minutes of its proceedings and distribute a copy thereof to the Secretary of the Corporation, who shall in turn distribute it to the other directors, after each committee meeting. Any authorized action by the committee may be taken without a meeting if all members of the committee consent thereto in writing (by mail, facsimile or e-mail) and the writing or writings are filed with the minutes of proceedings of the committee.

*Section III— National Committees:*

A. In the interest of expanding the scope of work of NDAC or of emphasizing certain areas of need, such as health, education, citizenship, governmental affairs, leadership training, membership growth, etc., the National President and or the Chair may establish those committees of national scope that are needed with the approval of the National Board of Directors or the National Executive Committee;

B. The size, scope of activity and authority, composition, purpose and tenure shall be defined in writing by the National Board of Directors or the National Executive Committee;

C. Such committees shall function for the duration of the administration that names them or for less time as situation may dictate. Said committees may be continued by a new administration but in each case the appointments must be made anew by the incoming administration;

D. Members of these committees shall not be considered part of the National Board of Directors or the National Executive Committee however, members of the National Board of Directors or the National Executive Committee, may be named to the committees.

**ARTICLE VII Meeting Board of Directors**

*Section I— Annual Meeting.* After each annual meeting of the members or special meeting held in lieu thereof, the newly appointed Board of Directors, if a quorum is present, shall hold an annual meeting at the same place for the purpose of transacting any other business. If, for any reason, the annual meeting is not held at such time, a special meeting for such purpose shall be held as soon thereafter as practicable.

*Section II— Regular Meetings:* Regular meetings of the Board of Directors for the transaction of any business may be held without notice of the time, place or purposes thereof and shall be held at such times and places as may be determined in advance by the Board of Directors.

*Section III— Special Meetings:* Special meetings of the Board of Directors may be held at any time and place upon call by the President or by a majority of the directors constituting a quorum. Reasonable written (including by facsimile transmission or electronic mail) notice thereof shall be given by the person or persons calling the meeting, no later than 72 hours before the special meeting.

*Section IV— Telephonic Meetings Permitted:* Members of the Board of Directors, or any committee designated in these bylaws or by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

*Section V— Quorum:* Except as otherwise required by law, these bylaws or the articles of incorporation, at all meetings of the Board of Directors, fifty-one percent of the active\* number of directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

*Section VI— Proxies:* Directors shall not vote by proxy.

*Section VII— Compensation:* The directors of the Corporation shall receive no compensation, provided, however, that in the appropriate circumstances, as determined by a two-third vote of the directors then

in office, the Corporation may reimburse the reasonable NDAC travel expenses incurred by a director to travel to and from any meeting of the directors, the annual membership meeting, or any meeting of a committee of the Board of Directors.

*Section VIII— Action of Board of Directors and Committees Without Meeting:* Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or the committee, as the case may be, consent thereto in writing (via mail, facsimile or electronic mail) and the writing or writings are filed with the minutes of proceedings of the Board or the committee.

\*An active board member, is one in good standing, who is not on an authorized leave of absence by the President.

### **ARTICLE VIII Executive Director**

*Section I— Executive Director.* The Board of Directors may select an Executive Director of the Corporation. The Executive Director shall not be a voting member of the Board of Directors or the Executive Committee. The Executive Director shall, subject to the supervision of the Board of Directors, implement the policies and programs of the Corporation in accordance with policies adopted from time to time by the Board of Directors, the Articles of Incorporation and these bylaws. The Executive Director may sign, with any other proper officer, any deeds, mortgages, bonds, contracts or other instruments which may be lawfully executed on behalf of the Corporation except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to another officer or agent. In general, the Executive Director shall perform all duties incident to the office of the Executive Director and such other duties as the Board of Directors may from time to time prescribe. The Executive Director shall attend each meeting of the members of the Corporation and the Board of Directors, unless the Executive Director is instructed not to attend by the Board of Directors

*Section II— Compensation.* The Officers of the Corporation shall not receive compensation. The Board of Directors is authorized to determine, to provide the method of determining, or to empower the Executive Committee to determine, the compensation of the Executive Director, if any is elected.

*Section III—.* Any officer, if so required by the Board of Directors, shall furnish a fidelity bond in such sum and with such security as the Board of Directors may require.

### **ARTICLE IX Advisory Council**

*Section I— Appointment.* At its discretion, the Board of Directors may from time to time appoint up to fifteen individuals as advisors to the Corporation. The group of individuals so appointed shall constitute the Corporation's Advisory Council. Members of the Advisory Council shall be selected based on their prominence, leadership within the public sector, private sector or non-profit sector, commitment to the goals of the Corporation, financial and other support of the Corporation, and such other criteria as the Board of Directors may develop from time to time. The Board of Directors shall endeavor to ensure that both genders are fairly represented among the members of the Advisory Council, and that the Council's composition is geographically and occupationally diverse.

*Section II—.* Tenure and Compensation. The members of the Advisory Council shall serve two year terms, subject to resignation or to removal by a majority of all the directors in office. The members of the Advisory Council shall receive no compensation for their service.

## **ARTICLE X Miscellaneous**

*Section I*—No Loans to Directors and Officers. The Corporation shall not make any loans to its directors and officers.

*Section II*—Seal. In the discretion of the Board of Directors, the Corporation may have a seal which shall have inscribed thereon the name of the Corporation and the words “Corporate Seal.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

*Section III*—Books. The books of the Corporation may be kept (subject to any provision contained in the District of Columbia Nonprofit Corporation Act) within or without the District of Columbia at such place or places as may be designated from time to time by the Board of Directors. Pursuant to a written request, any member in good standing may review the books of the Corporation at the corporate headquarters or at such other location as may be determined by the Board. Pursuant to a written request, any member in good standing shall receive a copy of the Corporation’s quarterly or annual financial reports.

*Section IV*—Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

*Section V*—Facsimiles. Any copy, facsimile telecommunication or other reliable reproduction of a writing, transmission or signature, including electronic mail, may be substituted or used in lieu of the original writing, transmission or signature for any and all purposes for which the original writing, transmission or signature could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing, transmission or signature, as the case may be.

*Section VI*—Amendment of Bylaws. These bylaws may be changed, altered, amended or repealed, and new bylaws made, by a majority of the entire Board of Directors. Members of the corporation in good standing and with voting rights may make recommendations to the Board of Directors to change, alter, amend or repeal any article (s) or section (s) of the Bylaws subject to such restrictions as may be set in these Bylaws. The affirmative vote of at least two-thirds of the entire Board or members having at least 66% of the votes entitled to be cast, voting as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal any part of these Bylaws

*Section VII*—NDAC News:

A. NDAC NEWS shall be the title of the official publication of the NDAC and shall be printed and mailed to each active member and associate free of charge. The Magazine shall be available for sale to the general public;

B. NDAC NEWS shall contain new items and pictures of NDAC activities from all levels of the League, news items of national and international scope which are of interest and concern to the organization. NDAC announcements, convention proclamations, National Convention and National Board of Directors minutes of meetings, editorials, resolutions and constitutional amendments, obituaries, and other items for the information and enjoyment of the readers;

C. NDAC NEWS may not be used by any group or individual within or outside the organization for the propagandizing of political candidates, platforms or partisan political views in any form, including paid political advertisements;

D. NDAC NEWS shall be published by the National Office. Section 12— National Office:

*Section VIII*—NDAC Headquarters: A permanent National Office shall be established and maintained in Washington D.C. or as determined by the National Assembly, as the principal office of NDAC;

A. The National President may establish any other subsidiary office(s) with the concurrence of the National Executive Committee;

B. All current and permanent records of NDAC shall be available to any member of the National Board of Directors during normal business hours at any time;

C. The National staff shall be under the management of an Executive Director, who shall be hired as permanent staff of NDAC and retained or terminated based on performance, and any other cause as concluded by the Executive Committee. The Executive Director shall be hired by and accountable to the National President and the National Executive Committee. The Executive Committee shall be responsible for establishing a job description, conducting a search, recommending a candidate to the National Executive Committee, developing a recommended salary and contract terms, periodically evaluating the Executive Director, and addressing any personnel issues which may arise related to the Executive Director, including recommending termination based on non-performance.

D. The Executive Director shall be responsible for directing the day-to-day administration and operations of the organization, and for hiring and supervising all other national staff, including the Financial Manager. The Executive Director must remain neutral in the political and policy aspects of NDAC internal and external business, such as the election of officers and the selection of convention sites.

E. The housing and furnishing of the National Office shall be determined by the National Board of Directors and National President, according to the needs and the budgetary provisions.

*Section IX*—Litigation

A. Whenever any legal action or proceeding is initiated by or against any NDAC council, council agrees to cooperate with NDAC to protect the organization's name and interests and to protect NDAC from the unauthorized use by anyone or any party litigant who does not have authority from NDAC to make use of the name in any legal action or proceeding. Council shall notify the NDAC National Office promptly after it initiates any legal action or after it receives notice through legal service of process that NDAC is named as a party defendant. In either case, Council will submit a copy of the pleadings setting out the names of the parties, the cause number, the name of the court wherein the case lies, and the details of the case or controversy;

B. Council agrees to maintain the high standards of NDAC in its use of the organization's name whenever it initiates any legal proceeding; C. Council shall not be required to bring any legal action or proceeding to prevent the unauthorized use of the organization's name in any legal action or proceeding. The National Office assumes all responsibility for preventing the unauthorized use of the organization's name in any legal action or proceeding.

*Section X*— Conflict of Interest Disclosure and Confidentiality Agreement: All members of the National Board of Directors shall agree and sign the Conflict of Interest Disclosure and Confidentiality Statement, Appendix II, at the end of this constitution. Any member of the National Board who, as indicated in the Conflict of Interest Disclosure and Confidentiality Statement, has a financial, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

*Section XI— Amendments:* The constitution may be amended by a two- third vote of the active National Board of Directors present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are furnished to each Board member at least one week prior to said meeting.

## **ARTICLE XI Financial Provisions**

*Section I—Revenue Sources:*

A. Membership Dues: All Active Members shall be subject to National and Local Council membership dues in such amounts as set forth in Article V, Section 12, with the exception of Lifetime, Honorary, distinguished and Senior Members who are exempt from National dues, as set in Article III, Section 3,4,5 and 6. All monies from membership dues shall be deposited to the General Operations Account of NDAC.

B. Assessments:

a. The National or State Assemblies or the National Board of Directors or the State Executive Boards may assess the Boards or membership within their respective administrative areas for amounts necessary to carry out previously specified and approved projects;

b. Local Councils may assess their membership for local purposes; c. All assessments at whatever level must be approved in writing by a two-thirds (2/3) vote of the body or in the case of Council action, by a two-thirds vote of the membership at a regular meeting; d. All monies from assessments shall be used only for the purposes specified. Unused funds from assessments shall be deposited in a Special Projects Account of the administrative entity; e. The power to assess shall be limited to one assessment per NDAC division per year, depending on the merit of the proposed project but in no instance may two divisions make simultaneous assessments or assess for the same project.

C. Donations: All donations by individuals or institutions shall be made to the NDAC unless the donor indicates a specific division of the NDAC as a recipient, or unless the donor specifies a specific purpose for the donation. Councils, state offices, the National Office, NDAC Foundation and any other division of the NDAC can receive donations intended by the donor to qualify for tax exemption, if they are qualified to receive such tax-deductible contributions.

D. Endowments: All endowments made to NDAC or to any of its subordinate divisions, shall be guided by the provisions in Subsection E, above.

E. Sales: NDAC as such or through its subordinate divisions may derive monies from the sale of items such as pins, emblems, decals, and similar items that it may develop from time to time for such purpose.

F. Other Sources of Funds: The administrative divisions of the NDAC may carry through such projects as bingos, dances, raffles, dinners, and the like for the purpose or raising funds for general operation expenses or specific projects. Strict accounting shall be made of these funds to Councils or members, as the case may determine.

G. Use fees and assessment for the use of NDAC name, logos, and reputation from independent corporate NDAC satellites as required by rules and regulations to be promulgated by NDAC National Board of Directors.

H. The fiscal year of NDAC shall be from January 1 to December 31.

*Section II—Budgets:*

- A. The National Treasurer, in consultation with the National President, shall prepare and propose an annual budget to the National Board of Directors during the October board meeting.
- B. The budget shall be based on anticipated income from all sources, including balances from the previous administration and its anticipated expenditures shall adhere to expected income.
- C. Designated funds for special projects, whether current or carried over from past administrations at any level, shall not be considered as revenue for ordinary operations of any administrative division even though they shall be a category of the budget.
- D. The Annual Budget may be approved as proposed or as amended by majority vote of the National Board of Directors.
- E. The National Treasurer is required to present a financial report at each meeting of the National Executive Committee and the National Board of Directors. The report must include current, accumulated, and projected expenditures by budget item.
- F. The National Board of Directors may authorize reallocation of funds among budget items at the request of the President or Treasurer and may increase specific line item allocations upon satisfactory presentation as to availability of funds.
- G. The line item allocations in the budget shall not be exceeded except as approved by the National Board of Directors.
- H. Any funds secured in excess of budgeted funds and any funds left over at the end of the fiscal year shall be available for allocation during the subsequent annual budget.
- I. The State, District, and Local Councils shall adhere in principle to the above budget directives applicable to the National office.

*Section III—Disbursements:*

- A. All disbursements of National funds will be made by the National Treasurer upon demand by the National President or some other official specifically authorized by the National President.
- B. The request for disbursements shall identify the budget line items which will be credited and shall not exceed the amount budgeted in that category.
- C. All expenditures shall be substantiated by vouchers and receipts.

*Section IV—Audits:*

- A. The National Treasurer shall cause an annual audit to be made by a Certified Public accountant at the close of each fiscal year.
- B. As soon as practical, after the National Convention, the books and financial records shall be turned over to a Certified Public Accountant selected by the National Executive Committee, who will present a report to the National Board of Directors during the October Board meeting.
- C. Any discrepancies reported by NDAC retained Certified Public Accountant will be assigned to the National Executive Committee for resolution and/or legal action.

*Section V—Dissolution Clause*

In the event of the organization being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes which is not carried on for the profit or gain of its individual members.



**ARTICLE XII The Constitution and Bylaws**

*Section I*—Enabling and Repealing Provision:

A. This Constitution and Bylaws shall become the Supreme Law of the NATIONAL DOMINICAN-AMERICAN COUNCIL (NDAC), as approved by the founding NDAC Members at the May 22, 2010 re-structuring retreat.

B. All Constitutional provisions, Bylaws, Resolutions, Policies and Customs in conflict with this Constitution and Bylaws are hereby repealed and/or rescinded.

*Section II*—Amendments: Amendments to this Constitution and/ or Bylaws may be presented at the Annual Convention of the National Assembly by any Council in good standing, and only by a Council. Said presentation shall follow the procedure set below:

A. All amendments must be submitted, in the below format, typewritten via electronic mail or postmarked to the National Office sixty days before the National Convention date which shall be when the National Assembly is scheduled to be convened to be certified and vote.

Council submitting proposed amendment: \_\_\_\_\_

Article, Section & Subsection to be amended as it currently reads:  
\_\_\_\_\_

Article, Section & Subsection to be amended as it would read after proposed amendment:  
\_\_\_\_\_

Reason for proposed amendment:  
\_\_\_\_\_

B. The Executive Committee will review and decide regarding submission of proposed amendments to the National Assembly. The Council submitting the amendment will be notified of the National Executive Committee within thirty (30) days.

C. Should it be decided that the proposed amendment be submitted to the National Assembly, the Chairperson of the Amendments and Resolutions Committee or the Secretary of NDAC National Board of Directors shall submit it, in writing to the general membership for a vote.

D. A two thirds (2/3) majority vote of the membership at the National Convention is necessary for approval of an amendment. Unanimous decisions are required to override a Presidential veto.

E. No amendment to the Constitution shall be accepted by the National Board of Directors if it is improperly prepared, in conflict with existing provisions, or submitted past the established deadlines. No Constitutional amendments may be offered from the floor at the National Convention, orally or written.

*Section IV*—Resolutions: Resolutions may be offered at the National Convention following the same procedures established for amendments in Section 2, above.

ADOPTED BY RESOLUTION OF THE BOARD OF DIRECTORS OF THE CORPORATION THIS 22nd DAY OF MAY 22, 2010.

\_\_\_\_\_ Chairperson, Board of Directors

\_\_\_\_\_ National Secretary

## APPENDIX I

### NATIONAL DOMINICAN-AMERICAN COUNCIL LOCAL COUNCIL AGREEMENT PREFACE

This Agreement becomes effective as of the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, between NDAC COUNCIL NO. \_\_\_\_ (herein referred to as "COUNCIL") and the NATIONAL DOMINICAN- AMERICAN COUNCIL, INC. (herein referred to as "NDAC"), a national organization incorporated as a 501(c)3 and registered in Washington D.C. under the US Non-Profit Corporation Act.

WHEREAS, this Agreement creates and is intended to create a network of NDAC Local Councils acting within their own community as chartered and authorized by the NATIONAL DOMINICAN-AMERICAN COUNCIL, Inc., a non-profit corporation acting through its President and National Board of Directors, hereinafter referred to as NDAC NATIONAL BOARD; and

WHEREAS, the purpose of this organization is to provide a vehicle within which to act and work toward the improvement of the quality of life of Dominican-Americans within the United States and Puerto Rico; and

WHEREAS, equality of opportunity and citizenship may best be achieved through the various programs and services that are offered through duly chartered and authorized NDAC Local Councils; and

WHEREAS, NDAC NATIONAL BOARD owns all rights to the use of the NATIONAL DOMINICAN-AMERICAN COUNCIL known as NDAC together with all of its logos used and developed since the year 1998 when DOMINICAN-AMERICAN NATIONAL ROUNDTABLE (DANR) came into being; and

WHEREAS, all duly chartered and authorized NDAC Local Councils admit and recognize the legal right of NATIONAL DOMINICAN-AMERICAN COUNCIL to require chartering and adherence to NATIONAL DOMINICAN-AMERICAN COUNCIL; and

WHEREAS, the undersigned Council hereby requests charter membership in NDAC and by doing agrees to adhere to the terms and conditions set forth herein; and

WHEREAS, the Council when chartered and authorized herein, agrees to maintain a corporate ethic of excellence and fully understand that the interests of the corporation are paramount, requiring adherence to conditions and requirements of this agreement and the US Non-Profit Corporation Act; and,

NOW THEREFORE, in consideration of the premises and other good and valuable consideration; the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

#### ARTICLE I Purposes and Philosophy

The purposes and philosophy of NDAC are set forth in detail in its Constitution and By-Laws. The Council applying for a Charter pursuant to this Agreement agrees to accept and wholly abide by said rules and principles of purpose and philosophy.

## ARTICLE II Charter Agreement

A Council is the basic unit of active membership in NDAC, a national organization. Each Council must and will be identified by a numerical figure issued when the Council is duly chartered by the NDAC National Board of Directors pursuant to the terms and conditions of this charter agreement and the requirements and procedures set forth in the NDAC Constitution and Bylaws. Once duly chartered, the Council shall have all the rights and powers and will be bound by the limitations and responsibilities as set forth in the NDAC Constitution and Bylaws, and this Agreement. This Agreement becomes a binding contract upon its execution by the contracting parties effective on the date stated above and is renewable annually.

## ARTICLE III Covenants of Chartered Council

Section A—The Council shall reflect “NDAC” and its assigned number in its name. Council shall be known and shall do business as it is registered with NDAC. The Council shall conspicuously identify itself as a duly chartered Council of NDAC in all dealings with its clients, contractors, public officials, and others, and shall prominently place appropriate notice of its charter membership on all forms, business cards, stationary, advertising, signs and other materials where NDAC membership is disclosed.

Section B—Revenues and Expenses: The Council shall be solely responsible for its revenues and expenses in providing, managing, or otherwise conducting the business affairs of the Council.

Section C—Principles of Operation: The Council shall operate its programs, services, and business activities in keeping with the purposes, philosophy, and standards described in the NDAC Constitution and its By-Laws and this Agreement.

Section D—Record Keeping, Accounting, Reporting Standards: The Council shall open and maintain bank accounts to be used in general operational activities of the Council. These bank accounts shall be subjected to inspection by NDAC and their status must be reported to NDAC on a quarterly basis. The Council shall keep correct, current, and complete books and records of accounts, and shall keep minutes of proceedings of its members, officers, board of directors, and committees having any authority of the Council and shall keep at its office, a record of the names, addresses, and telephone numbers of its members entitled to vote. All book and records of a Council may be inspected by any NDAC member, or his agent or attorney, or NDAC officer for any purpose at any reasonable time.

Section E—Financial Records and Annual Reports: A Council shall maintain current, true and accurate financial records with full and correct entries made with respect to all financial transactions of the Council, including all income and expenditures in accordance with generally accepted accounting principles. Based on these records, the officers of the council or trustees shall prepare an annual report of the financial activity of the council. The financial report is due no later than sixty (60) days after the close of their accounting period. The report must include a statement of support, revenue, expenses, changes in fund balance, and a balance sheet for all funds. These reports are due in the National office as directed by the National President or National Treasurer. All records, books, and annual reports shall be kept at the council’s principal office and shall be maintained for a least three years after closing of the accounting period. A council that fails to maintain financial records, prepare an annual report, or otherwise fail to follow any of the provisions herein in the manner prescribed by this section shall have its council charter forfeited and/or not renewed.

Section F—Service Marks and Trademarks: When applicable. Council agrees to cooperate with NDAC to protect the Service Marks of “NDAC” all Service Marks Trademarks, Logos, and any other service marks or trademarks registered from time to time to NDAC, and to protect it from unauthorized use by anyone or any entity who does not have authority from NDAC to display or otherwise make use of such service marks or trademarks. Council shall not be required to bring any legal action or proceeding to protect the marks, but shall cooperate fully with NDAC or any of its members who bring an action or proceeding to protect the marks. Council further agrees to maintain the high standards of NDAC in its use of such service marks and trademarks. Council’s use, in any way, of the service mark “NDAC”, all service marks, trademarks, logos, and any other service mark or trademark registered to NDAC or any of the members shall be governed by the form of this Agreement.

Section G—Hold Harmless: Council agrees to hold NDAC National “harmless” from any and all claims made against the Council or entity arising out of acts or failures to act by said Council/entity, and to provide funds to NDAC National for attorney’s fees and costs resulting from and such claim.

#### ARTICLE IV Covenants of NDAC

Section A—Support: NDAC will provide administrative and technical guidance and assistance to its duly Chartered Councils.

Section B—Research: NDAC will research matters affecting the growth and development of Dominicans in the United States of America and its territories for purposes of program development and advocacy.

Section C— and Advocacy: NDAC will serve as an advocate at the national level to inform the public, corporate leaders and elected officials of NDAC’s achievements as well as the needs and issues concerning the Dominican and Latino communities in the United States of America.

Section D—Annual Financial Statement: NDAC agrees to make available to Council, upon request, an Annual Financial Statement.

#### ARTICLE VI Members

Section A—Restrictions: Unless authorized by the National Board of directors, NDAC members, life members, and distinguished members are not allowed to use Local, State, or National NDAC assets, any variation of the NDAC name of symbol, NDAC scholarship money or other NDAC property, either directly or implied, for personal monetary or material gain. Neither shall such members contribute or assist toward a non-members gain of NDAC assets that are appropriated in an unauthorized manner.

APPENDIX II

Conflict of Interest Disclosure and Confidentiality Statement

During the time that I serve on the National Dominican-American Council Board of Directors, I realize that I will gain access to information that is considered to be confidential and/or proprietary. Such information relates to the mission, objectives, functions, plans, submitted proposals, criteria or decisions made about the business of NDAC.

Since confidential and proprietary information is crucial to the operation of NDAC, and because NDAC in some instances has the obligation to protect such information, I agree that I will not use, publish or disclose such information during or subsequent to my tenure and participation on the Board of Directors, and that I will preserve the restricted nature of this information except to the extent that it becomes publicly available, or is otherwise lawfully obtained outside the scope of this agreement from third parties.

Additionally, as a member of the Board of Directors, I realize that I have an obligation to disclose and eliminate (if necessary) any potential or actual duality of interest, or conflict of interest.

Below, I have listed all community organizations, non-profit corporations, or charitable programs that I am a member of, that have sought, or may in the future seek to do business with NDAC. The term "relationship" means any relation with a person or organization, whether financial (such as a significant donation of more than \$100), employment (such as a volunteer assignment, part-time job or as a consultant or independent contractor) or fiduciary (such as a board member or officer). The term "immediate family" means spouse, parent, children or other individual living in the same household.

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NDAC Board Member

\_\_\_\_\_  
NDAC Board Member Signature

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Date

APPENDIX III

Code of Conduct

During the time that I serve on the National Dominican-American Council Board of Directors, I realize that I will be representing and advocating for US Dominicans nationally. As such, I will adhere to the following code of conduct, and acknowledge that a violation of any part of said code is cause for termination from my position in the board of directors.

I commit to the following:

- I. Meeting qualifications to be a board member as per Article V, A & B of this Constitution
- II. Loyalty to the government of the United States
- III. Adherence to the Constitution and Bylaws, Aims and Purposes, Code, Resolutions, Policies, and Customs of NDAC
- IV. Performance of my assigned duties as an NDAC board member
- V. Competence in the performance of my duties as an NDAC board member
- VI. Proper use of NDAC funds
- VII. Proper and moral conduct
- VIII. Support and furtherance of NDAC business
- IX. Upholding and protection of NDAC and its officers

\_\_\_\_\_  
NDAC Board Member

\_\_\_\_\_  
NDAC Board Member Signature

\_\_\_\_\_  
DATE

\_\_\_\_\_  
Witness

## APPENDIX IV

### Charges

The following charges against a member or officer may be brought by a local council, a member, or another officer.

- I. Not meeting the qualifications outlined in Article V, Section A & B of this constitution
- II. Disloyalty to the government of the United States
- III. Actions prejudicial or contrary to or in violation of the Constitution and Bylaws, Aims and Purposes, Code, Resolutions, Policies or Customs of NDAC
- IV. Dereliction of duty
- V. Incompetence in office
- VI. Misappropriation of funds
- VII. Misconduct in office
- VIII. Improper or immoral conduct
- IX. Obstruction of NDAC business
- X. Oral or printed denunciations of NDAC, its role, or procedures intended to discredit the organization or embarrass its membership and/or officers.

Charges against a member or officer may be brought by a local council, a member, or another officer, following the guidelines below:

- a. Charges must be in writing, sworn to by the individual or council and giving the name of the accused and the details of causes;
- b. Charges against Officers at State and National levels and Local Councils shall forward their charges directly to the National President. Charges against members of a council shall be presented at the council level;
- c. If the accused is the National President, the charges shall be forwarded to the Chairperson and the National Secretary and/or the Executive Committee;
- d. The National President or the National Secretary or any National Vice President, upon the receipt of the charges, shall inform the accused and schedule a hearing for the next meeting of the Executive Board of Directors.
- e. If the Executive Board of Directors determines that there is no reasonable cause to support the charges, the case will be dismissed and all references to the charges will be stricken from the record; f. If the Executive Board of Directors determines that there is reasonable cause to support the charges the National Officer shall be removed from office and this decision will be final;
- g. If the Executive Board of Directors determines that the accused should also be expelled from NDAC, the accused shall have the right to appeal this decision to the National Board of Directors;
- h. The decision of the National Board of Directors rendered by a majority vote shall be final;
- i. The accused shall have the right to legal counsel at the hearing before the National Board of Directors.