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NATIONAL BDPA BYLAWS

TABLE OF CONTENTS

ARTICLE 1. NAME AND PURPOSE 3

ARTICLE 2. THE NATIONAL BOARD OF DIRECTORS..... 3

ARTICLE 3. MEMBERSHIP 4

ARTICLE 4. REGIONAL ORGANIZATION 5

ARTICLE 5. NATIONAL OFFICERS..... 5

ARTICLE 6. DUTIES AND RESPONSIBILITIES OF ELECTED OFFICERS 7

ARTICLE 7. COMMITTEES OF THE ASSOCIATION 9

ARTICLE 8. MEETINGS 10

ARTICLE 9. FISCAL MATTERS..... 10

ARTICLE 10. INDEMNIFICATION..... 10

ARTICLE 11. CONFLICT OF INTEREST 12

ARTICLE 12. AMENDMENT OF BYLAWS 12

ARTICLE 13. PARLIAMENTARY PROCEDURES 12

ARTICLE 1. NAME AND PURPOSE

1.1. NAME

The name of the organization shall be the National Black Data Processing Associates, also known as National BDPA, hereafter referred to as “The Association”.

1.2. PURPOSE

BDPA is the premier organization focused on developing and empowering diverse working professionals and future IT leaders in the Science, Technology, Engineering, and Math (STEM) and digital technology fields.

ARTICLE 2. THE NATIONAL BOARD OF DIRECTORS

2.1. GOVERNANCE

2.1.1. "The Association's" governing body shall be the National Board of Directors, hereafter referred to as the NBOD.

2.1.2. The NBOD shall direct the National Executive Committee, hereafter referred to as the NEC, to oversee the operations of the organization in the time between NBOD meetings.

2.2. COMPOSITION

2.2.1. The NBOD shall consist of the president, vice president, vice president of finance, four (4) regional vice presidents (one for each region as defined in Article 4, Section 4.1), four (4) regional directors (one for each region as defined in Article 4, Section 4.1), the founder, and executive director.

2.2.2. No board member can hold more than one position on the NBOD. No member of the BDPA NBOD may hold a position on the BETF board nor the BETF Executive Director position.

2.2.3. The executive director serves on the NBOD with no voting rights.

2.3. NBOD MEETINGS

2.3.1. Meetings shall be held at least quarterly at a time and place determined by the president. One of these meetings shall be during the week of the Annual National Conference.

2.3.2. Special meetings may be called by the president or by petition of not less than two thirds (2/3) of the voting members of the NBOD.

2.3.3. Electronic or virtual NBOD meetings may be held to conduct business provided special rules or standard rules of order are approved in advance of the meeting.

2.3.4. Notice of regular or special meetings shall be given by the president or the executive director to NBOD members at least thirty (30) days prior to regular meetings and seven (7) days prior to special meetings.

2.3.5. A quorum for the NBOD meeting shall consist of fifty percent (50%) of the NBOD voting members.

- 2.3.6. Motions shall pass by a majority vote of board members present at an official NBOD meeting, except for special circumstances, such as termination of a chapter charter, removal from office of a board member or termination of the executive director, in which case a vote of sixty percent (60%) of the NBOD voting members is needed.

ARTICLE 3. MEMBERSHIP

3.1. MEMBERSHIP

Membership in "The Association" shall be comprised of:

- 3.1.1. Chartered chapters -- Chapters in good standing as determined by the NEC and approved by the NBOD.

- 3.1.2. Individual members -- Individuals who have shown an interest in the organization and meet the following criteria:

- 3.1.2.1. Full Members – Information Technology professionals, or persons who have an interest in the profession, who have paid full membership dues to "The Association" and are affiliated with a chapter of "The Association".

- 3.1.2.2. Student Members – A registered student at an accredited educational institution, who has paid membership dues to "The Association" and the chapter.

- 3.1.2.3. Lifetime Members – Information Technology professionals, or persons who have an interest in the profession, who have paid lifetime membership dues to "The Association" and are affiliated with a chapter of "The Association".

3.2. MEMBERSHIP APPLICATION

- 3.2.1. Chapter Application

- 3.2.1.1. An application for a chartered chapter shall be submitted by the prospective chapter to the National Office according to policies determined by the NEC and approved by the NBOD.

- 3.2.2. Individual Application

- 3.2.2.1. An application for an individual membership shall be submitted by the prospective member to "The Association" or the chapter.

3.3. TERMINATION

- 3.3.1. Chapter Termination

- 3.3.1.1. A chapter may be terminated if it is no longer in good standing as determined by the NEC and approved by the NBOD. Termination shall take effect after sufficient time as determined by the NBOD.

- 3.3.1.2. A terminated chapter shall cease and desist from using the name of "The Association" in any form.

- 3.3.1.3. Termination shall mean discontinuance of any and all existing or planned benefits, activities, financial and/or administrative support.

3.3.2. Member Termination

- 3.3.2.1. A member shall be terminated as a result of dues delinquency or conduct deemed by the NEC and NBOD to be detrimental to the best interests of "The Association".

ARTICLE 4. REGIONAL ORGANIZATION

4.1. DESIGNATION OF REGIONS

- 4.1.1. The Regions of "The Association" shall be as follows: NORTHEAST, SOUTH, MIDWEST, and WEST. Geographical boundaries of each region shall be determined by the Board Development/Governance and Bylaws Committee (BDGBC).
- 4.1.2. Regional leadership shall be comprised of the elected presidents of each local chapter within the designated regional boundaries and the regional vice president and regional director of the designated region.
- 4.1.3. The BDGBC shall determine the boundaries of each region. Every two years, the committee will review the boundaries to ensure an equitable distribution of chapters within each region. When needed, the committee will make recommendations on redistribution to the NEC and NBOD for approval.

ARTICLE 5. NATIONAL OFFICERS

5.1. ELECTED OFFICERS

- 5.1.1. The elected officers shall be the president, the vice president, the vice president of finance, four (4) regional vice presidents (one for each region as defined in Article 4, Section 4.1), and four regional directors (one for each region as defined in Article 4, Section 4.1).
- 5.1.2. Eligibility
 - 5.1.2.1. Officers must be full members in good standing of chapters in good standing. Regional officers must be members of chapters within their designated region.
 - 5.1.2.2. Officers shall not be chapter officers throughout their term.
 - 5.1.2.3. Officers must possess the skills and qualifications required for the position being sought as determined by the NBOD.
- 5.1.3. Nominations
 - 5.1.3.1. Shall be made in writing to the BDGBC by any member in good standing at least one hundred and twenty (120) days prior to the National Delegates Meeting. In the event of a special election, nominations must be received in writing by the Chairperson(s) of the BDGBC at least sixty (60) days prior to the National Delegates meeting.
 - 5.1.3.2. Shall be approved by the BDGBC for one office per nominee.

5.1.3.3. Shall be reported as approved by the BDGBC to the members no later than (60) days prior to the National Delegates Meeting. In the event of a special election, nominations shall be reported as approved by the BDGBC to the members no later than forty-five (45) days prior to the National Delegates meeting.

5.1.4. Elections

5.1.4.1. Shall follow procedures, consistent with the provisions of these Bylaws, prescribed by the BDGBC and approved by the NBOD.

5.1.4.2. Shall be conducted and supervised by the BDGBC.

5.1.4.3. Shall be by general ballot, either electronic or paper, opened and tallied at "The Association's" National Delegates Meeting. Ballots for regional officers shall be received from chapters within the designated geographical boundaries of specific region only.

5.1.5. Term of Office

5.1.5.1. Shall be defined as two (2) years running concurrently with the fiscal year.

5.1.5.2. Shall be restricted to two (2) consecutive terms.

5.1.6. Vacancies

5.1.6.1. For the office of president, shall be filled immediately by the vice president.

5.1.6.2. For the offices of vice president and vice president of finance:

5.1.6.2.1. If less than one year remains in term, appointment of candidate to serve the remainder of the term shall be made by the NEC and approved by the NBOD during an official NBOD meeting.

5.1.6.2.2. If more than one year remains in term, and there are more than 120 days before the next scheduled National Delegates meeting, a special election shall be called by the NBOD.

5.1.6.3. For the offices of regional vice president and regional director, appointment of candidate to serve the remainder of the term shall be made by the NEC and approved by the NBOD during an official NBOD meeting.

5.2. APPOINTED OFFICERS

5.2.1. The appointed officers shall be the vice president of membership management, the vice president of member services, the vice president of strategy and planning, chief information officer, up to three directors at large, and the secretary.

5.2.2. Eligibility

5.2.2.1. Officers must be full members in good standing of chapters in good standing.

5.2.2.2. Officers must possess the skills and qualifications required for the position being sought as determined by the NBOD.

5.2.3. Nominations

5.2.3.1. Shall be made by the president through the submission of resume(s) and/or bio(s) to the NBOD at least thirty (30) days in advance of a scheduled NBOD meeting.

5.2.4. Appointments

5.2.4.1. Shall be made by approval by the NBOD via a majority vote of NBOD members present at an official meeting of the NBOD.

5.2.5. Term of Office

5.2.5.1. Term of office ends with the appointment of a successor.

5.2.6. Vacancies

5.2.6.1. Shall be filled by appointment by the NEC and approval by the NBOD via a majority NBOD vote of members present during an official NBOD meeting.

5.3. Removal from Office

5.3.1. Shall occur for failure to be a member in good standing of a chapter in good standing for 90 consecutive days.

5.3.2. Shall occur if convicted of a felony.

5.3.3. Shall be a result of conduct deemed to be detrimental to the best interests of "The Association" via a valid motion and two-thirds (2/3) majority vote of the NBOD during an official NBOD meeting.

5.3.4. Should an officer determine that it is in the best interests of "The Association" that s/he resign rather than be removed from office, removal shall occur upon receipt of a letter of resignation.

5.3.5. Can occur via a valid motion and two-thirds (2/3) majority vote of the NBOD during an official NBOD meeting should an officer abandon or not perform their role per the responsibilities dictated by their position without prior written notice for a period of ninety (90) days.

ARTICLE 6. DUTIES AND RESPONSIBILITIES OF ELECTED OFFICERS

6.1. President

6.1.1. The president shall:

6.1.1.1. Serve as chairperson and preside over all meetings of the NBOD, the NEC and "The Association";

6.1.1.2. Be responsible for seeing that decisions of "The Association" are carried out;

6.1.1.3. Have power to appoint standing and ad hoc committee chairpersons unless otherwise specified by these bylaws and be ex-officio member of all committees;

6.1.1.4. Serve as official spokesperson of "The Association;"

6.1.1.5. Ensure the national strategic plan is updated and followed by the NEC;

- 6.1.1.6. Provide interpretation of the bylaws of "The Association". This interpretation may be challenged only via a valid motion and majority vote of members of the NBOD or NEC; and,
- 6.1.1.7. Serve as the only representative of "The Association" that may sign legally binding contracts on behalf of "The Association".

6.2. Vice President

6.2.1. The vice president shall:

- 6.2.1.1. Serve as the vice president of business management;
- 6.2.1.2. Serve as chairperson of the membership committee;
- 6.2.1.3. Preside over all meetings of the NBOD, NEC, and "The Association" in the absence of the president;
- 6.2.1.4. Fulfill the duties of assistant vice president of finance;
- 6.2.1.5. Be responsible for determining when a quorum has been reached at all meetings of "The Association"; and,
- 6.2.1.6. Assume the position of president in the event of a vacancy.

6.3. Vice President of Finance

6.3.1. The vice president of finance shall:

- 6.3.1.1. Manage all activities of the finance business area and shall serve as finance committee chairperson;
- 6.3.1.2. Oversee and appoint the annual conference treasurer;
- 6.3.1.3. Be responsible for maintaining complete financial records of all monies received and distributed by "The Association";
- 6.3.1.4. Issue periodic reports in writing as required by the NBOD and NEC;
- 6.3.1.5. Oversee the collection of fees and dues; and,
- 6.3.1.6. Disburse funds as directed by the NEC or NBOD.

6.4. Regional Vice President

6.4.1. The regional vice president shall:

- 6.4.1.1. Coordinate all interaction between "The Association" and the chapters in his/her region;
- 6.4.1.2. Assist in the development of "The Association's" strategic plan and ensure compliance within the region of his/her responsibility; and,
- 6.4.1.3. Present a written report at the annual conference discussing the state of his/her region.

6.5. Regional Director

6.5.1. The Regional Director shall:

- 6.5.1.1. Assume the duties of the regional vice president if the regional vice president is unavailable or the position is vacant;
- 6.5.1.2. Oversee collection of required reporting information from the chapters in his/her region to assist with the Regional Vice President's reporting requirements; and,
- 6.5.1.3. Be responsible for developing and increasing chapter membership.

ARTICLE 7. COMMITTEES OF THE ASSOCIATION

7.1. National Executive Committee (NEC)

- 7.1.1. Composition - The NEC shall consist of the president, vice president, vice president of finance, vice president of membership management, vice president of member services, vice president of strategy and planning, up to 3 outside directors, chief information officer, and the founder;
- 7.1.2. Shall execute the directives of the NBOD; and,
- 7.1.3. Shall bring to closure any issues unresolved at NBOD meetings and report its recommendations to the NBOD;
- 7.1.4. Meetings
 - 7.1.4.1. The NEC shall meet at least monthly at a time and place determined by the president.
 - 7.1.4.2. Special meetings may be called by the president, or by petition of not less than two thirds (2/3) of the voting members of the NEC. Notice of a special meeting shall be given by the president or the executive director to each member of the NEC, at least seven (7) days prior thereof.
 - 7.1.4.3. Electronic or virtual NEC meetings may be held to conduct business provided special rules or standard rules of order are approved in advance of the conduct of business.
 - 7.1.4.4. A quorum shall consist of a majority of the members of the NEC.
 - 7.1.4.5. Motions shall pass by a majority vote of the NEC members present at an official NEC meeting.

7.2. Standing Committees

- 7.2.1. The following shall be the standing committees:
 - 7.2.1.1. **Membership Committee;**
 - 7.2.1.2. **Finance Committee;** and
 - 7.2.1.3. **Board Development/Governance & Bylaws Committee.**
- 7.2.2. Members of each committee shall be appointed by the respective committee chair and approved by the NEC and NBOD.

7.3. Ad Hoc Committees

- 7.3.1. Shall be established or terminated as deemed necessary by the NBOD or NEC.
- 7.3.2. Shall have their chairpersons appointed by the president.
- 7.3.3. Shall have their membership appointed by the respective chairperson pending approval by the NEC and NBOD.

ARTICLE 8. MEETINGS

8.1. National Delegates Meeting

- 8.1.1. Shall be held at a time and place determined by the NBOD.
- 8.1.2. Shall be official when a quorum is declared.
- 8.1.3. Shall have a quorum consisting of a majority of the registered delegates present.
- 8.1.4. Shall have delegates selected by the chapter's membership that deliberatively met as a body to designate their representative(s) to vote during the National Delegates meeting.
- 8.1.5. Shall have decisions adopted by a majority vote unless other sections of bylaws dictate otherwise.

8.2. General Meeting

- 8.2.1. Shall be held at least once annually at a time and place established by the NBOD.

ARTICLE 9. FISCAL MATTERS

9.1. Financial Obligations

- 9.1.1. The amount of annual dues shall be determined by the NEC and approved by the NBOD.

9.2. Fiscal Year

- 9.2.1. The fiscal year shall begin January 1 and end December 31 of each year.

9.3. Disbursements

- 9.3.1. All disbursements and financial commitments shall be made in accordance with policies established by the NEC and approved by the NBOD.

ARTICLE 10. INDEMNIFICATION

10.1 REPRESENTATIVE DEFINED

- 10.1.1. A representative shall mean any Director or officer of "The Association" or a person serving at the request of "The Association" as a director, officer, partner, fiduciary, or trustee of another domestic or foreign Association for profit or not-for-profit partnership, joint venture, trust, or other enterprise.

10.2 THIRD PARTY AND DERIVATIVE ACTIONS

- 10.2.1. The Association" shall indemnify any Director, officer, employee, or agent of "The Association" who was or is:
- 10.2.2. A representative of "The Association."

- 10.2.3. A party which includes giving testimony, having similar involvement, or is being threatened to be made a party to any proceedings that are pending or completed; including civil, criminal, administrative, investigative, formal, or informal actions or proceedings by or on behalf of “The Association.”
- 10.2.4. A representative of “The Association” charge fees or who incurred expenses including reasonable attorneys’ fees, judgments, fines, and amounts paid in settlement in connection with the action or proceeding.
- 10.2.5. A representative not entitled to indemnification for a portion of any liabilities to which he or she may be subject.
- 10.2.6. “The Association” shall indemnify him or her to the maximum extent for the remaining portion of the liabilities.

10.3 ADVANCING EXPENSES

- 10.3.1. “The Association” shall pay the representative’s expenses in advance of final disposition of the action or proceeding if entitled to indemnification. This includes reasonable attorneys’ fees, incurred in defending any action or proceeding referred to in Article 11, upon receipt of the undertaking.

10.4 SUPPLEMENTARY COVERAGE

- 10.4.1. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. The provisions of these Bylaws relating to Conflicts of Interests shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by “The Association” under this Article or otherwise to or on behalf of any person to the extent that:

- 10.4.1.1. The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or

- 10.4.1.2. The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

10.5 DURATION AND EXTENT OF COVERAGE

- 10.5.1. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of “The Association” and shall inure to the benefit of the heirs and personal representatives of that person.

10.6 RELIANCE AND MODIFICATION

10.6.1. Each person who shall act as a representative of "The Association" shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of "The Association" to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between "The Association" and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 11. CONFLICT OF INTEREST

11.1. It shall be the policy of "The Association" to avoid all conflicts of interest, and to minimize any appearance of conflict, by any representative of "The Association." All are required to sign a Conflict of Interest Agreement at the beginning of each year they serve on the Board.

ARTICLE 12. AMENDMENT OF BYLAWS

12.1. Proposals for Amendment

- 12.1.1. A proposed amendment may be submitted to the NBOD from a member in good standing or the NEC.
- 12.1.2. The NEC may submit proposed amendments directly to the NBOD.
- 12.1.3. Proposed Amendments must be received at the National Office at least one hundred and twenty (120) days prior to a scheduled National Delegates Meeting in order to become an agenda item for said National Delegates Meeting.
- 12.1.4. Prior to being presented at a National Delegates Meeting, the NBOD shall have approved proposed amendments by a two-thirds (2/3) vote of those present at a scheduled official NBOD meeting.
- 12.1.5. Proposed amendments shall be presented at a National Delegates Meeting by the NBOD.
- 12.1.6. Proposed amendments shall be adopted as an amendment to these bylaws by two-thirds (2/3) of the voting delegates present at an official National Delegates Meeting.

ARTICLE 13. PARLIAMENTARY PROCEDURES

13.1. The rules contained in the current edition of "Robert's Rules of Order" shall govern "The Association", except in special cases in which they are not consistent with these Bylaws and any special rules of order "The Association" may adopt.