



CONSTITUTION AND BYLAWS OF THE BLACK OWNED AND OPERATED MOVEMENT, KILLEEN, TEXAS

1003 North 10th Street, Unit #1
Killeen, Texas 76541

ARTICLE I – Organization Name and Purpose

Section 1: General Section

This organization shall be called the *Black Owned and Operated Movement (BOOM)*.

Section 2: Purpose

The Black Owned and Operated Movement is organized to achieve these objectives:

1. Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community; preventing or addressing controversies if they are detrimental to the expansion and growth of business in the community; creating a greater appreciation of the value of a more progressive investment of substance and self on behalf of the interests of competitive business.
2. Fostering business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses in the trade and service areas; promoting programs of a civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses that prevent the advancement of business expansion and community growth.

Section 3: Aims

1. To promote greater recognition of locally owned small businesses in the Central Texas area.
2. To foster public understanding and support of the Black Owned and Operated Movement.
3. To preserve and cultivate the spirit of fellowship among former, present, and future members of the Black Owned and Operated Movement through bonds of comradeship.
4. To further business owners' knowledge in the areas of sales, marketing, financial education, customer service, and branding using the coach, teach, and mentor philosophy.
5. To encourage respect and confidence between business owners and consumers through connecting, outsourcing, marketing, building, advocating, and training our members and associates.

Section 4: Area

The Black Owned and Operated Movement economic region shall include the cities of Killeen, Harker Heights, and Copperas Cove, and the counties of Bell and Coryell.

Section 5: Limitation of Methods

The Black Owned and Operated Movement shall observe all local, state, and federal laws that apply to a membership organization as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II – Membership

Section 1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2: Election (how an application is made, received, and approved)

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. The election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments shall be at such rates, schedule, or formula as may be from time to time prescribed by the board of directors, payable in advance.

Section 4: Termination (resignation, expulsion, and delinquency)

1. Any member may resign from the organization upon written request to the board of directors.
2. Any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause.
3. All members are expected to adhere to the organization's ethics and conflict of interest guidelines (refer to the BOOM Ethics and Conflict of Interest handbook). Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the organization, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast 1 vote. In any case, proceeding in which voting by members is called for, each member shall be entitled to 1 vote, and each member firm, association, or corporation shall be entitled to the number of votes determined by the amount of investment paid, not to exceed 10 votes.

Section 6: Exercise of Privileges (assignment of membership and any limitations)

Any firm, association, corporation, partnership, or estate-holding membership may nominate individuals whom the holder desires to exercise the benefits covered by its membership and shall have the right to change its nomination upon written notice.

Section 7: Orientation (indicate areas of complete orientation and ensure that detailed outlines of each group are part of the procedures manual.)

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chair, committees, and new members. A detailed outline for each of these groups shall be a part of the organization's procedures manual or orientation handbook.

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have most, but not all of the privileges of membership except the right to vote, and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III – Meetings

Section 1: Annual Meeting

The annual meeting of the organization, in compliance with state law, shall be held during October of each year. The time and place shall be fixed by the board of directors and notice thereof emailed to each member at least 5 days before said meeting.

Section 2: Additional Meetings (general membership, board, and committee meetings)

General meetings of the organization may be called by the chair of the board at any time, or upon petition in writing of any (60% of members in good standing): notice of special meetings shall be emailed to each member at least 5 days prior to such meetings; board meetings may be called by the chair of the board or by the board of directors upon written application of 3 members of the board. Notice, including the purpose of the meetings shall be given to each director at least 1 day prior to said meeting; committee meetings may be called at any time by the chair of the board, respective department vice chair or by the committee's chair.

Section 3: Quorums

At any duly called general meeting of the organization, 60% of the members shall constitute a quorum; at a board meeting, a majority of directors present shall constitute a quorum. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 committee members shall constitute a quorum.

Section 4: Notices, Agendas, and Minutes

Written notice of all organization meetings must be given at least 3 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for the preparation of both shall be a part of the organization's procedure manual.

ARTICLE IV – Board of Directors

Section 1: Composition of the Board

The board of directors shall be composed of 5 members. The chair of the board may appoint board members, subject to the approval of the other members of the board. The governing and policy-making responsibilities of the organization shall be vested in the board of directors, which shall control its property, be responsible for its finances, and its affairs.

Section 2: Seating of New Directors

All newly elected and appointed board members shall be seated at the regular weekly board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 3: Vacancies

A member of the board of directors who shall be absent from 3 consecutive regular meetings of the board of directors shall automatically be dropped from membership on the board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the board, or among the officers, shall be filled by the board by a majority vote.

Section 4: Policy (statement of position on issues)

The board of directors is responsible for establishing the procedure and formulating policies for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

Section 5: Management

The board of directors shall employ a president (or appropriate title) and shall fix the salary and other considerations of employment.

Section 6: Indemnification

The organization may, by resolution of the board of directors, provide for indemnification by the organization of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, directors, and employees of the organization except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V – Officers

Section 1: Duties of Officers

1. Chair of the Board.

The chair shall serve as the chief elected officer of the organization and shall preside at all meetings of the membership, board of directors, and Executive Committee. The chair of the board shall, with advice and counsel of the president, assign the vice chair to divisional or departmental responsibility, subject to board approval.

The chair of the board shall, with advice and counsel of the vice chairmen and the president, determine all committees, select all committee chairs, and assist in the selection of committee personnel, subject to approval of the board of directors.

2. Chair-Elect.

The chair-elect shall exercise the powers and authority and perform the duties of the chair in the absence or disability of the chair. The chair-elect shall also serve as head of the Program of Work Committee of the organization. As such, the chair-elect and the committee will be responsible for determining that the program activities of the organization are directed toward achieving business and community needs in the area served by the organization.

3. Vice Chair

The duties of the vice chair shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the chair and board of directors. They will also have under their immediate jurisdiction all the committees pertaining to their general duties.

4. Treasurer.

The treasurer shall be responsible for the safeguarding of all funds received by the organization and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the board of directors. Checks are

to be signed by the treasurer and the president or, in the absence of either or both, by any two officers. The treasurer shall cause a monthly financial report to be made to the board.

5. President.

The president shall be the chief administrative and executive office. The president shall serve as secretary of the board of directors and prepare notices, agendas, and minutes of board meetings. The president shall serve as advisor to the chair of the board and Program of Work Committee on program planning and shall assemble information and data and prepare special reports as directed by the program of the organization.

The president shall be a member of the board of directors, the Executive Committee, and all other committees.

With the assistance of the divisional vice chair, the president shall be responsible for the administration of the program of work in accordance with the policies and regulations of the board of directors.

The president shall be responsible for hiring, discharging, directing, and supervising all employees.

With the cooperation of the Program of Work Committee and the Budget Committee, the president shall be responsible for the preparation of an operating budget covering all activities of the organization subject to the approval of the board of directors.

The president shall also be responsible for all expenditures with approved budget allocations.

Section 2: Executive Committee

The Executive Committee shall act for and on behalf of the board of directors when the board is not in session but shall be accountable to the board for its actions. It shall be composed of the chair of the board, past chair, chair-elect, vice chair, treasurer, and the president. The chair of the board will serve as chair of the Executive Committee.

Section 3: Indemnification

The organization may, by resolution of the board of directors, provide for indemnification by the organization any of its officers or former officers as spelled out in Article IV, Section 6 of these bylaws.

ARTICLE VI – Committees and Divisions

Section 1: Appointment and Authority

The chair of the board, by and with the approval of the board of directors, shall appoint all committees and committee chairs. The chair of the board may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the organization. Committee appointments shall be at the will and pleasure of the chair of the board and shall

serve concurrently with the term of the appointing chair of the board unless a different term is approved by the board of directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors, and carry out such activities as may be delegated to them by the board.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director, or officer shall be binding upon or constitute an expression of, the policy of the organization until it has been approved or ratified by the board of directors.

Committees shall be discharged by the chair of the board when their work has been completed and their reports accepted, or when, in the opinion of the board of directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chair or, in their absence the individuals they designate as being familiar enough with the issue to give testimony or make presentations before civic and governmental agencies.

Section 4: Division

The board of directors may create such divisions, bureaus, departments, councils, or subsidiary corporations it deems advisable to handle the work of the organization.

The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, or subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the organization unless approved by the board of directors.

ARTICLE VII – Finances

Section 1: Funds

All money paid to the organization shall be placed in a general operating fund. Unused funds from the current year's budget can be placed in a reserve account.

Section 2: Disbursements

Upon approval of the budget, the president is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors. Disbursements shall be by check.

Section 3: Fiscal Year

The fiscal year of the organization shall close in October.

Section 4: Budget

As soon as possible after the election of the new board of directors and officers, the Budget Committee shall adopt the budget for the coming year and submit it to the board of directors for approval.

Section 5: Annual Audit

The accounts of the organization shall be audited annually as of the close of business on October 31st, by a public accountant. The audit shall at all times be available to general members and the offices of the organization.

Section 6: Bonding

The president and such other offices and staff as the board of directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the board and paid for by the organization.

ARTICLE VIII – Dissolution

Section 1: Procedure

The organization shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the organization. On the dissolution of the organization, any funds remaining shall be distrusted to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors.

ARTICLE IX – Amendments

Section 1: Revisions

These bylaws may be amended or altered by the president of the board and/or a two-thirds vote of the board of directors or by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments or alterations shall be submitted to the board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

Adopted: 3/27/2019

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