CONSTITUTION OF THE NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE

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CONSTITUTION OF THE NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE

PREAMBLE

The National Association for the Advancement of Colored People, hereinafter referred to as the "NAACP" or the "Association," was founded on the beliefs embodied in the Constitution of the United States of America. We support democracy, dignity, and freedom.

Members of the NAACP, in keeping with the charge of our founders, stand against all forms of injustice.

The United States of America, built by us all, belongs to all of us. The repayment for our labor is equity and justice for all.

The NAACP will continue to fight for justice until all, without regard to race, gender, creed, or religion enjoy equal status.

NAACP VISION STATEMENT

The vision of the National Association for the Advancement of Colored People is to ensure a society in which all individuals have equal rights and there is no racial hatred or racial discrimination.

NAACP MISSION STATEMENT

Our mission is to achieve equity, political rights, and social inclusion by advancing policies and practices that expand human and civil rights, eliminate discrimination, and accelerate the well-being, education, and economic security of Black people and all persons of color.

We envision an inclusive community rooted in liberation where all persons can exercise their civil and human rights without discrimination.

ARTICLE I
NAME

The name of this Corporation shall be the National Association for the Advancement of Colored People, Inc.

ARTICLE II
OBJECTIVES

The principal objectives of the Association shall be to ensure the political, educational, social, and economic equality of all citizens; to achieve equality of rights and eliminate race prejudice among the citizens of the United States; to remove all barriers of racial discrimination through democratic processes; to seek enactment and enforcement of federal, state, and local laws securing civil rights; to inform the public of the adverse effects of racial discrimination and to seek its elimination; to educate persons as to their constitutional rights and to take all lawful action to secure the exercise thereof; and to take any other lawful action in furtherance of these objectives, consistent with the NAACP's Articles of Incorporation and this Constitution.

ARTICLE III
ORGANIZATIONAL STRUCTURE

1. *(Units)*

The NAACP shall consist of duly organized State/State-Area Conferences, Branches, Prison Branches, College Chapters, Youth Councils, Junior Youth Councils, High School Chapters, and Authorized Committees of the Association (hereinafter collectively referred to as "Units," as described in the Bylaws for Units), that are chartered by the Board of Directors of the Association and in good standing according to the policies and procedures determined by the Board of Directors from time to time.

2. *(NAACP Regions)*

The Association shall be divided into seven geographical Regions as set forth in Article IX(9)(a) of this Constitution for the purpose of electing a Chair, Vice Chair, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer, nominating representatives to the Board of Directors from the Regions, and electing representatives to various committees of the Annual Convention. These Regions shall be in legislative session only at the Annual Convention and at Regional Training Conferences for purposes of adopting resolutions.

3. *(Official Publication)*

The Association shall have an official publication known as *The Crisis*, published by NAACP Empowerment Programs, Inc.

4. *(Corporate Structure and History)*

The Association originally was named "National Association for the Advancement of Colored People" and was formed prior to the creation of the US Internal Revenue Service ("IRS"). Thereafter, the Association, a New York corporation, became a 501(c)(3) entity under the IRS Code. In March 2019, the National Association for the Advancement of Colored People changed its name to "NAACP Empowerment Programs, Inc." Also, in March 2019, the National Association for the Advancement of Colored People, Inc., became a 501(c)(4) entity and was

incorporated in Delaware. All units of the Association are 501(c)(4) entities. The 501(c)(3) entity works with the Association to ensure the political, educational, social, and economic equity of rights of all persons and to eliminate racial hatred and racial discrimination. The National Association for the Advancement of Colored People Special Contribution Fund ("SCF") was established as a separate trust to support the NAACP's mission. On May 21, 2016, the National Association for the Advancement of Colored People Special Contribution Fund ("SCF") changed its name to the NAACP Foundation. The NAACP Foundation is a 501(c)(3) entity. The general term "NAACP" includes NAACP Empowerment Programs, Inc., the National Association for the Advancement of Colored People, Inc., and the NAACP Foundation.

ARTICLE IV
MEMBERSHIP

1. *(Qualifications)*

Any person in accord with the principles and policies of the Association may become a member with the consent of the Board of Directors. Such person shall become a member by agreeing to abide by the rules and policies of the Association and the decisions of the Board of Directors and by paying in advance the annual membership fee established by the Board of Directors.

2. *(Categories of Membership)*

The Board of Directors shall have the power, at a regular or special meeting by a majority vote of members present, to create or discontinue categories of membership and establish such fees as it may deem desirable from time to time, and to issue appropriate certificates of membership. The current categories of membership fees for each membership category shall be established at the discretion of the Board of Directors and are as follows:

a. REGULAR ADULT MEMBERSHIP

b. YOUTH MEMBERSHIP WITH CRISIS

c. YOUTH MEMBERSHP WITHOUT CRISIS

d. PRISON MEMBERSHIP WITH CRISIS

e. WOMEN IN THE NAACP (WIN)

f. ANNUAL CORPORATE MEMBERSHIP

g. JUNIOR LIFE MEMBERSHIP

h. BRONZE LIFE MEMBERSHIP

i. SILVER LIFE MEMBERSHIP

j. GOLD LIFE MEMBERSHIP

k. DIAMOND LIFE MEMBERSHIP

SUBSCRIBING LIFE MEMBERSHIP: shall be divided by the three-fifth/two-fifths formula. Annual minimum payments shall be 10% over a period of ten (10) years.

3. ***(Indemnification)***

a. A member who commences or assists in the commencement of any external action, suit, or proceeding (whether civil, criminal, administrative, or investigative) against the Association or any Unit thereof, or against any director, officer, employee, or member of the Association or Unit thereof with respect to matters concerning the internal operations of the Association, violates the policy of the Association and shall have his or her membership automatically revoked under such processes as the Board of Directors may establish.

b. (1) Upon receiving a summons, complaint, or other documentation evidencing that a prohibited external action has been brought, the General Counsel's office shall notify the member(s) involved that Article IV, Section 3a provides for automatic revocation of membership and shall provide five (5) calendar days for the member(s) involved either (a) to dismiss or cause dismissal of the external action with prejudice, or (b) to provide the General Counsel's office with a sworn statement attesting and explaining that the member(s) did not actually commence or assist in commencing the external action.

(2) If the member(s) involved should fail to dismiss or cause the dismissal of the action and should they also fail to submit an affidavit of denial after receiving notice, the General Counsel's office shall notify the Chair of the Committee on Membership and Units (a) that a prohibited external action has been brought, (b) that the members(s) involved have neither dismissed nor caused the dismissal of the action nor submitted an affidavit of denial, and (c) that the General Counsel will therefore recommend to the President/CEO that he or she revoke the membership of the member(s) responsible under Article IV, Section 3a.

(3) After said notice has been provided to the Chair of the Committee on Membership and Units, the President/CEO shall proceed to revoke the membership of the member(s) responsible after receiving notice from the General Counsel's office that suspension is in order.

c. A member or Unit that commences any external action, suit, or proceeding against the Association or any Unit thereof, or against any director, officer, employee, or member of the Association or any Unit thereof with respect to matters concerning the internal operations of the Association, shall indemnify the Association, the Unit, and all directors, officers, employees, and members of the Association and Unit for all costs and attorney fees incurred in connection with defending against such external action, suit, or proceeding, irrespective of the outcome of such action, suit, or proceeding. In any action brought by the Association to recover such costs and

attorney fees, the member or Unit involved consents to the personal jurisdiction of any state or federal court in Baltimore, Maryland, and agrees that any litigation concerning the recovery of such costs and attorney fees shall be brought in a state or federal court in Baltimore, Maryland.

ARTICLE V
GOVERNANCE

1. ***(Board of Directors)***

The management and governance of the Association shall be vested in a Board of Directors. Without limiting the foregoing, the Board of Directors shall have full power and authority to:

a. Establish all major administrative and other policies governing the affairs of the Association.

b. Designate and/or elect all officers of the Association.

c. Fill all vacancies in the offices of the Association and unexpired terms of the Board of Directors as specified in Section 7 of this Article.

d. Acquire, own, manage, invest, and dispose of property, both real and personal, stock, certificates, and securities or otherwise in the name of the Association.

e. Create Standing Committees as prescribed in Article VIII of this Constitution.

f. Create and dissolve such special committees of the Board of Directors as it considers advisable to carry out the purposes of the Association. Such special committees deemed no longer necessary shall be dissolved.

g. Create from time to time such regions, divisions, departments, or bureaus of the Association as it may deem advisable to carry out the objectives of the Association.

h. Establish such Units of the Association in such places and under such conditions as it sees fit. Each Unit shall be administered under a charter granted to it by the Board of Directors and in accordance with this Constitution.

i. Establish such personnel rules and policies as may be required for the successful administration of the Association.

j. Set membership fees and categories of membership.

k. Cause the quarterly meetings that include the Annual Meeting of the Board of Directors to be held in accordance with this Constitution.

l. Cause an annual meeting of the Board of Directors to be held in accordance with this Constitution.

m. Perform such other acts as may be necessary to carry out the responsibilities and duties imposed on it by this Constitution.

2. *(Composition)*

The Board of Directors shall consist of sixty-four (64) members, of whom twenty-one (21) shall be elected from the seven (7) Regions, three (3) from each Region; seven (7) shall be elected from the Youth Councils, Junior Youth Councils, High School Chapters, and College Chapters, one (1) from each Region; twenty-one (21) shall be elected at large; twelve (12) shall be elected by the Board of Directors; and three (3) shall be elected by the Annual Convention. The Chair of the National Youth Work Committee shall serve as ex-officio, non-voting member on the Board of Directors.

3. *(Qualification)*

Any member in good standing with the Association who has been a bona fide member for at least one hundred and eighty (180) calendar days prior to the date nominations are made, and who has not been an employee of the Association or any of its Units during the two-year period prior to the date nominations are made, and is affiliated with a local Unit, shall be eligible to be nominated, elected, and serve on the Board of Directors. However, in the event that the Board of Directors determines that for the benefit of the Association, a member of the Board should serve in an interim executive capacity, then such interim status shall not constitute "employment" as set forth herein.

4. *(Term of Office)*

a. *Regional, At-Large, Board of Directors, Annual Convention.* All directors except those elected exclusively by Youth Units shall serve three-year terms. No member elected by either the Region or the Board of Directors may be elected for more than four (4) consecutive three-year terms; any member who has been elected for four (4) consecutive terms shall not be eligible for nomination and election by the Region or the Board of Directors until one (1) year following the expiration of his or her four (4) consecutive three-year terms (12 years). However, any such member shall be eligible for nomination and election as an at-large or convention candidate.

b. *Youth Regional.* The seven (7) members elected exclusively by Youth Units shall serve two-year terms. No such member may be elected for more than two (2) consecutive two-year terms. Members elected by Youth Units may not serve beyond the Annual Meeting of the Corporation after his/her twenty-fifth (25th) birthday.

5. *(Compensation)*

The Directors shall serve without compensation but may be reimbursed for the actual cost of attending meetings in person, at the discretion of the Board of Directors.

6. *(Meetings)*

a. *Regular Meetings.* There shall be four (4) regular meetings annually of the Board of Directors at a place designated by the Board of Directors to be held on *the third Saturday in February, the third Saturday in May, the third Saturday in October,* or such other times as decided from time to time by the Board of Directors, and on a day during the Annual Convention, as designated by the Board of Directors at a place as may be decided by the Board of Directors. When possible and practical, all such meetings are to be accessible via hybrid or video conference.

b. *Special Meetings.* A special meeting of the Board of Directors *may* be called by the Chair at any time and *shall* be called by the President and CEO and held within ten (10) calendar days after his/her receipt of a written demand from any fifteen (15) members of the Board of Directors. When possible and practical, all such meetings are to be accessible via hybrid or video conference. The object of such meeting *must* be stated in the *demand and in the notice* thereof, and the business transacted in the meeting shall be limited to the objective so stated.

c. *Notice.* The Chair of the Board of Directors shall give the members of the Board of Directors thirty (30) calendar days' written notice of its regular meetings and three (3) business days' written notice of any special meeting. In the case of meetings accessible via hybrid or video conference, the web link by which the video conference may be accessed must be included in the notice.

d. *Quorum.* The presence of a majority of the voting membership of the Board of Directors, whether in person or via hybrid or video conference, shall constitute a quorum, and the act of a majority of the voting members present at a meeting at which there is a quorum shall be the act of the full membership. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the voting members present without notice other than by announcement at the meeting and without further notice to any absent members. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

e. In the event that the provisions herein do not address a specific procedural question during any meeting of the Association, the latest edition of *Robert's Rules of Order* shall apply.

f. *Proxies.* There shall be no proxies at meetings of the Association.

7. *(Vacancies)*

a. *By Region.* In the case of a vacancy among those Directors elected by the Region, an interim replacement shall be elected by the majority vote of a committee comprised of the State/State-Area Conference Presidents in the Region in which

the vacancy occurs. The President and CEO of the Association or his/her designee shall convene a meeting of such committee within thirty (30) calendar days after the vacancy has occurred for the purpose of filling such vacancy. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his/her successor is elected and qualifies.

b. *By Youth and College Division Units.* In the case of a vacancy among those Directors elected by the Youth and College Division Units in a Region, an interim replacement shall be elected by the majority vote of a committee comprised of the Regional National Youth Work Committee Youth Member, and the State/State-Area Youth and College Chapter Presidents. The National Youth Work Committee Member will serve as an ex-officio member of the committee. The President and CEO of the Association or his/her designee shall convene a meeting of such committee within thirty (30) calendar days after the vacancy has occurred for the purpose of filling such vacancy. In no event shall a Director elected as a Youth and College Division Director serve beyond the Annual Meeting immediately following his or her twenty-fifth (25th) birthday. No later than thirty (30) calendar days after his or her election, the Youth and College Division Director shall provide to the Chairman of the Board of Directors proof of age. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his/her successor is elected and qualifies.

c. *By At-Large, by Convention, and by Board of Directors.* Any vacancy occurring during the year among those directors elected by at-large, by the Annual Convention, or by the Board of Directors itself may be filled by the Board of Directors at any regular meeting of the Board of Directors, provided thirty (30) calendar days' notice is given the Board of Directors membership that such action is to be taken at such meeting. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his/her successor is elected and qualifies.

ARTICLE VI
OFFICERS

1. *(Composition)*

The Officers of the Association shall include a Chair of the Board of Directors; a Vice Chair; a Treasurer; an Assistant Treasurer; a Secretary, who is the General Counsel of the Association; a President, who is the Chief Executive Officer of the Association (hereinafter, "President" or "President and CEO"); an Assistant Secretary; and such other officers as the Board of Directors from time to time may designate and elect.

2. *(Qualification)*

The Chair, Vice Chair, Assistant Secretary, Treasurer, and Assistant Treasurer must be members of the Board of Directors. These Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors after the Annual Meeting.

3. *(Term of Office)*

The Chair, Vice Chair, Treasurer, Assistant Treasurer, and Assistant Secretary shall be elected for a term of two (2) years, unless the Board of Directors shall, by resolution passed at the time of the particular election, order a shorter term. No member shall hold more than one (1) office at a time. All these Officers shall take office immediately after their election, and they shall serve their respective terms of office until their respective successors shall be elected and qualified. The President and CEO and Secretary shall serve, without a vote, during their respective terms of employment with the Association as President and CEO and General Counsel, respectively.

4. *(Vacancies)*

In case of a vacancy in an elected office of the Board of Directors, the Board of Directors shall elect a successor who shall serve for the unexpired portion of the term, or in the case of disability, until the disability ceases.

5. *(Officers Pro Tem)*

If at any meeting of the Association, the Board of Directors, or the Executive Committee, the designated presiding officer is absent, an officer pro tem shall be elected by majority vote of the members present.

ARTICLE VII
DUTIES OF OFFICERS OF ASSOCIATION

1. *(Chair)*

The Chair shall preside at all meetings of the Board of Directors, the Executive Committee, and the Association. The Chair of the Board of Directors shall be an official spokesperson of the Association. Between meetings of the Board of Directors and the Executive Committee, the Chair shall have overall control of the policy and supervision of the Association, with full authority over the Association, subject to such limitations as the Board of Directors may from time to time impose. The Chair shall appoint all committees of the Association not elected directly by the Board of Directors, including the eleven (11) non-officer members of the Executive Committee. All such committee appointments shall be subject to ratification by majority vote of the Board of Directors. The Chair shall be an ex-officio member of all committees other than the Nominating Committee.

2. *(Vice Chair)*

The Vice Chair of the Board of Directors shall assume and perform all the duties and functions of the Chair in the latter's absence, disability, or unavailability as defined by the Board of Directors.

3. *(President and CEO)*

The President and CEO shall be the spokesperson for the Association with responsibility for all management functions. He/she shall manage and direct all activities of the Association as prescribed by the Board of Directors, shall report to the Chair of the Board of Directors, and shall be responsible and accountable to the Board of Directors. He/she shall employ and may terminate the employment of the staff as is necessary to carry out the work of the Association and set their compensation within the rewards strategy adopted by the Board of Directors; provided however, that the General Counsel and the Chief Financial Officer shall be terminated only with the advice and consent of the Board of Directors.

4. *(Treasurer)*

The Treasurer shall be the Chair of the Finance Committee and the Chief Fiscal Officer of the Association. He/she may require regular reports on the finances of the Association and from all divisions, Units, departments, and bureaus thereof and may inspect the books and audit the accounts thereof. He/she shall render an account of the financial affairs of the Association to the Board of Directors at its regular meetings, or whenever it requires, and shall submit a report on the financial condition of the Association at its Annual Meeting. He/she shall discharge such other duties as may be prescribed by resolution of the Board of Directors.

5. *(Assistant Treasurer)*

The Assistant Treasurer shall perform such duties as may be assigned by the Treasurer. In the absence of the Treasurer due to his or her death or inability to act, or in the event for any reason it shall be impracticable for the Treasurer to act personally, the Assistant Treasurer shall perform the duties of the Treasurer, and when so acting, shall have the powers of and be subject to all the restrictions placed upon the Treasurer. The Assistant Treasurer, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned by the Treasurer, the Chair, or the Board of Directors. The Assistant Treasurer shall serve as a member of the Finance Committee.

6. *(Secretary)*

The Secretary shall be the custodian of the seal, the charter and amendments thereof, the bylaws and amendments, standing resolutions, all financial reports, all proceedings of the Board of Directors and its committees, and the membership register. He/she shall affix the corporate seal to all papers requiring a seal. He/she shall discharge such other duties as may be prescribed by resolution of the Board of Directors.

7. *(Assistant Secretary)*

The Assistant Secretary shall perform such duties as may be assigned by the Secretary. In the absence of the Secretary due to his or her death or inability to act, or in the event for any reason it shall be impracticable for the Secretary to act personally, the Assistant Secretary shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the Secretary. The Assistant Secretary shall serve as Secretary to the Executive Committee. The Assistant Secretary, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned by the Chair or the Board of Directors.

ARTICLE VIII
COMMITTEES OF THE BOARD OF DIRECTORS

The work of the Board of Directors shall be carried out through committees, subject to the approval of the Board of Directors.

All committees shall be chaired by Board members. The Chair of the Board of Directors shall recommend, subject to ratification by majority vote of the Board of Directors, all committee chairs and members. Whenever possible, a Youth Member of the National Board of Directors shall be appointed to each committee.

The committees of the Board of Directors shall include, but not be limited to, the following:

1. *(Executive Committee)*

a. The Executive Committee shall consist of seventeen (17) members to include the Chair, Vice Chair, Treasurer, Assistant Secretary, Chair of the NAACP Foundation, Treasurer of the NAACP Foundation, one (1) youth board member, one (1) member from each of the seven (7) regions, and three (3) additional members. The eleven (11) additional members, all of whom must be members of the Board of Directors, shall be appointed by the Chair, subject to the approval of the Board.

b. The duties of the Executive Committee shall be to:

(1) decide all matters of policy as may arise between meetings of the Board of Directors, consistent with policy determinations established by the Board of Directors;

(2) hire and evaluate the job performance of the President and CEO;

(3) review and update human resource policies and procedures; and

(4) in consultation with the President and CEO, develop a meeting agenda and ensure the production of necessary materials for Board of Directors meetings.

c. Qualifications of the Executive Committee

All members of the Executive Committee must be members of the Board of Directors, with the exception of the Chair and Treasurer of the NAACP Foundation.

d. Term of Office of the Executive Committee

The Chair, Vice Chair, Treasurer, and Assistant Secretary of the Board of Directors, and the Chair and Treasurer of the NAACP Foundation shall serve on the Executive Committee during their respective terms of office. Additional members appointed by the Chair of the Board of Directors shall serve for a term of one (1) year.

e. Vacancies on the Executive Committee

In case of a vacancy in a position held by one of the additional members appointed by the Chairman of the Board of Directors to the Executive Committee, the Chair of the Board of Directors shall appoint, subject to the ratification of the Board of Directors, a successor from among the members of the Board of Directors, who shall serve the unexpired portion of the term, or in the case of disability, until the disability ceases.

f. Meetings of the Executive Committee

The Executive Committee shall meet between regular meetings of the Board of Directors a minimum of four (4) times per year on days to be determined by the Chair. Any meeting, including a conference telephone call or video conference, in which a quorum of members of the Executive Committee participate, shall constitute a proper meeting of the Executive Committee, provided that written notice of the date and time for such meeting is transmitted to the members of the Executive Committee at least seven (7) calendar days prior to such meeting. In the case of meetings conducted via hybrid or conference telephone call, the telephone number by which the conference call may be accessed must be included in the notice. In the case of meetings accessible via hybrid or video conference, the web link by which the video conference may be accessed must be included in the notice. A written report of its meeting shall be delivered at the next regular or special meeting of the Board of Directors and shall be subject to the ratification of the Board of Directors. The minutes of the Executive Committee meetings shall be kept at each of its meetings. A majority of the members of the Executive Committee shall constitute a quorum.

2. *(ACT-SO Committee)*

a. The Afro Academic Cultural Technological Scientific Olympics (hereinafter "ACT-SO") Committee shall consist of a majority of Board members and may include non-Board member Trustees and members of the Association.

b. The duties of the ACT-SO Committee shall be to:

(1) recommend policies and guidelines for the Association's ACT-SO program;

(2) provide oversight of the implementation of the ACT-SO program;

(3) in consultation with the President and CEO, recommend annual work plans and resources to effectively implement the ACT-SO program; and

(4) perform other duties as assigned by the Board of Directors.

3. ***(Audit Committee)***

a. The Audit Committee shall consist of Board members and the Treasurer of the NAACP Foundation.

b. The duties of the Audit Committee shall be to:

(1) select an auditor;

(2) develop requests for audit proposals, review bids, and recommend selection of an auditor to assess the financial operations of the Association;

(3) meet with the auditor to review audit processes and procedures and to make a final report;

(4) provide oversight of staff development of a bookkeeping and audit program to be used by Units of the Association;

(5) monitor, review, and evaluate the internal controls, compliance with policies, financial accounts and records, funds expended or received, or other fiscal function or activity of any program, unit, or department of the Association as needed; and

(6) perform other duties as assigned by the Board of Directors.

4. ***(Convention Planning Committee)***

a. The Convention Planning Committee shall:

(1) provide oversight of the planning and programming for the National Convention in accordance with procedures established by the Board of Directors;

(2) ensure that all vendors, including hotels and transportation vendors, practice equal opportunity; and

(3) select sites for the NAACP Annual Convention in consultation with the Time and Place Committee.

5. ***(Finance Committee)***

a. The Finance Committee shall:

(1) ensure overall financial health and success of the Association by overseeing financial policies and procedures and budget-related decisions;

(2) provide oversight of the development of an annual budget for the Association to be adopted at the October Board of Directors Meeting;

(3) provide oversight of the development policies and procedures to ensure that the Association is performing within the parameters of the budget and that the Association is not taking any undue financial risk(s);

(4) recommend financial guidelines to the Board of Directors for major expenditures or activities that have budget implications;

(5) ensure the Board receives accurate and timely financial reports and statements;

(6) recommend investment policy;

(7) recommend the fundraising strategies and activities of the Association;

(8) provide oversight of the Compensation and Reimbursement Subcommittee; and

(9) perform other duties as assigned by the Board of Directors.

b. There will be a Compensation/Reimbursement Subcommittee that shall review and approve all reimbursements for expenses incurred on behalf of the Association by the President and CEO and the members of the Board of Directors.

6. ***(Image Awards Committee)***

a. The Image Awards Committee shall provide oversight of planning and programming of the Annual Image Awards Program in accordance with procedures established by the Board of Directors and perform other duties as assigned by the Board of Directors.

7. ***(Legal Committee)***

a. The Legal Committee shall:

(1) monitor and report on operations of the Office of the General Counsel;

(2) monitor and report on the corporate civil litigation of the Association;

(3) monitor and report on the civil rights litigation of the Association;

(4) provide oversight of the development of strategies for civil rights advocacy for the Association;

(5) monitor and report on developments in the area of civil rights law;

(6) review and recommend corporate interest/risk management policies and procedures;

(7) provide oversight of the development by the President and CEO of policy, tactics, and strategies for the maintenance and expansion of civil rights law; and

(8) perform other duties as assigned by the Board of Directors.

8. ***(Membership and Units Committee)***

a. The Membership and Units Committee shall:

(1) provide oversight of the administration of Units in compliance with the policies and procedures of the Association;

(2) make recommendations to the Board of Directors on the granting of charters for new Units of the Association;

(3) provide oversight of the development of an Association-wide program to increase membership;

(4) make recommendations to the Board of Directors on membership classification and fees;

(5) provide oversight of all election procedures and processes of the Units of the Association;

(6) provide oversight of the development of a unified Constitution and a Policy and Procedure Handbook for the Association;

(7) support the ongoing work of the NAACP and its Units;

(8) provide oversight of training for all NAACP Units and officers on the policies and procedures of the Association; and

(9) perform other duties as assigned by the Board of Directors.

9. *(Advocacy and Policy Committee)*

a. The Advocacy and Policy Committee shall serve the purpose of recommending the civil rights advocacy agenda of the Association. Its duties shall be to recommend policy and advocacy proposals for consideration by the Board of Directors and to provide oversight and coordinate the work of the Association's policy committees.

b. In making appointments to the Advocacy and Policy Committee, the Board Chair shall take into consideration the expertise required in the policy areas addressed by the Association's policy committees.

c. The policy committees of the Association consist of the following:

(1) Committee on Criminal Justice

(2) Committee on Economic Development

(3) Committee on Education

(4) Committee on Health

(5) Committee on Housing

(6) Committee on International Affairs

(7) Committee on Labor

(8) Committee on Political Action

d. All policy committee chairs shall be members of the Policy and Advocacy Committee.

e. The duties of the policy committees shall be to:

(1) recommend to the Policy and Advocacy Committee policy, advocacy, and programmatic activities pertaining to civil rights concerns within their respective areas;

(2) provide oversight of implementation of the programs and policies of the Association within their respective areas;

(3) recommend policies to increase the advocacy capacity of the Association's Units within their respective areas;

(4) in consultation with the President and CEO, recommend annual work plans and resources to effectively implement the policies and programs within their respective areas; and

(5) perform other duties as assigned by the Board of Directors.

10. ***(Religious Affairs Committee)***

a. The Religious Affairs Committee shall:

(1) in consultation with the President and CEO, enlist the support of religious leaders to promote an educational program to give moral and ethical interpretation to the civil rights struggle as an integral part of accomplishing the mission of the Association;

(2) in consultation with the President and CEO, work with religious groups on the membership, fundraising, and political empowerment activities of the Association;

(3) in consultation with the President and CEO, recommend annual work plans and resources to effectively implement the policies and programs related to religious affairs; and

(4) perform other duties as assigned by the Board of Directors.

11. ***(National Youth Work Committee)***

a. The National Youth Work Committee shall:

(1) recommend to the Board of Directors policy, advocacy, and programmatic activities pertaining to the civil rights concerns of African American and other young people;

(2) provide oversight of the implementation of these programs and policies;

(3) recommend policies to increase the advocacy capacity of the Association's youth Units;

(4) in consultation with the President and CEO, recommend annual work plans and resources to effectively implement youth programs; and

(5) perform other duties as assigned by the Board of Directors.

b. At the meeting following the election of new members at the Convention, the National Youth Work Committee shall convene at a time and place to be printed in the Convention Program, for the purpose of electing a Chairman and Vice Chairman and any other officers the Committee deems necessary. The officers shall serve for a period of one (1) year. The National Youth Work Committee Chairmanship, insofar as possible, shall be rotated among the Regions from year to year. Only members that will be present on the National Youth Work Committee

after the end of the Convention shall participate in the election of the National Youth Work Committee officers.

c. Between Conventions, the Committee shall advise and recommend programs and policies pertaining to the Youth and College Program to the Board of Directors. The Committee shall apprise the Board of Directors of the status of the NAACP Youth and College Program and make recommendations for the development of the Youth and College Program.

d. The Regional members of this Committee shall be elected by the Regions at the first Regional meeting at the Convention, and the names of the members shall be reported to the Convention at the next plenary session. No person so elected may be a candidate if they have reached the age of twenty-five (25). Members so elected shall take office immediately at the Convention, and each shall serve a two-year term. Seven (7) adult members are to be elected in even-numbered years, and seven (7) youth members are to be elected in odd-numbered years. Within thirty (30) days of the election, the youth members of the National Youth Work Committee must provide to the Chairman of the Board of Directors proof of age. No National Youth Work Committee Member shall serve beyond the close of the Annual Convention following his or her twenty-fifth (25th) birthday.

e. The Committee shall meet three (3) times a year between Conventions. It may meet at the call of the Chairman during the Convention and thereafter.

f. In the case of a vacancy among those representatives elected by Youth Units in a Region, an interim replacement shall be elected by the majority vote of a committee comprised of the Regional Youth Representative to the Board of Directors and the State/State-Area Conference Youth and College Division Presidents. The President and CEO of the Association shall convene a meeting of such committee within thirty (30) calendar days after the vacancy has occurred for the purpose of filling such vacancy. The person so elected shall serve for the balance of the unexpired term.

g. The Chair of the National Youth Work Committee or his/her designee shall serve as a member of the Membership & Units Committee with no voting privileges.

h. The Chair of the National Youth Work Committee may appoint up to three (3) members to the Committee who are members of the Association and who shall serve during the term of the Chair.

ARTICLE IX
CONVENTION

1. ***(Purpose of the Convention)***

The Annual Convention of the Association shall establish policies and programs of action for the ensuing year. All actions of the Convention on questions of policy and programs, which are not contrary to this Constitution, shall be binding on the Board of Directors, the Executive Committee, the Officers, and all Units, except as hereinafter provided. No resolution for change of policy or program of action shall be in order unless it shall have been favorably voted upon at regular legislative meetings of a Unit in good standing or has been submitted by the President and CEO. The resolutions for policy or program change must be certified by the President and the Secretary of the Unit and received by the President and CEO in the National Office annually by May 1. The Convention shall act on all such proposed program or policy changes during its Legislative Sessions.

2. ***(Board of Directors Ratification of Convention Resolutions)***

All actions of the Convention on matters of policy and programs, including referrals by the Convention to the Board of Directors, shall be considered by the Board of Directors at its next regular meeting, and the Board of Directors may disapprove of any such action by two-thirds (2/3) vote of the members of the Board of Directors present and voting. Any Convention action thus disapproved by the Board of Directors shall then be submitted to a referendum before the Units, which shall vote on said matter and notify the President and CEO of their action within thirty (30) calendar days of receipt of the submission; and these referendum votes of Units shall be counted by the use of the scale of voting strength set forth in Section 3 of this Article.

3. ***(Representation)***

a. Representation of Units in good standing at the Annual Convention shall be on the following basis:

Unit Members			Voting Delegates
Youth Units from 25	to	49	2
Branches and Youth Units from 50	to	100	4
101	to	500	6
501	to	1,000	8
1,001	to	2,500	10
2,501	to	5,000	12

5,001	to	10,000	14	
10,001	to	20,000	16	
20,001	to	25,000	18	
Over		25,000	1	Additional vote for every 2,500 members
State/State-Area Conference			1	
State/State-Area Conference Youth and College Division			1	

b. Representation shall be based on the Unit membership as recorded in the National Office as of March 31 of the current year, and notice of same will be sent ninety (90) calendar days prior to the opening date of each Annual Convention. A Branch may not have more than twenty-four (24) youth members for purposes of representation at the Annual Convention.

c. All voting at Annual Conventions must be by delegates present who have been duly elected as voting delegates by their Units. Voting may not be exercised by proxy.

d. Each Unit in good standing is entitled to elect a number of alternate delegates equal to the number of its voting delegates. Alternate delegates shall be permitted to vote in place of absent delegates.

e. Members of the Board of Directors have voting privileges at National Annual Conventions.

4. ***(Election of Delegates)***

a. Delegates to the Annual Conventions are elected by the Units at their regular monthly meetings prior to the Annual Convention.

b. Delegates representing State/State-Area Conferences shall be elected at the meeting of the State/State-Area Conference preceding the Annual Convention, or by special meetings called in accordance with bylaws of the State/State-Area Conference.

c. Each delegate must present to the National Convention a credential form certifying election as delegate, signed by the President and Secretary of the Unit. Blank credential forms for certificates and duplicate certificates are furnished by the National Office. A duplicate of all such certificates must be returned to the National Office and the original thereof presented to the Annual Convention.

d. Each State/State-Area Conference delegate must present to the Convention a certificate of election as delegate signed by the President and Secretary of the State/State-Area Conference.

e. Delegates to the Annual State/State-Area Conference Conventions are elected by the Branches, Prison Branches, Youth Councils, and College Chapters in accordance with the approved bylaws of the particular State/State-Area Conference.

f. State/State-Area Conferences, Branches, Prison Branches, Youth Councils, and College Chapters may elect Nominating Committees to facilitate the selection of Delegates to the Annual National Convention or the State/State-Area Conference Convention. If this approach is used, nominations by petition will also have to be allowed. Approved bylaws for the entities should govern such procedure.

g. Members of the Board of Directors shall have voting privileges in State/State-Area Conferences of which they are residents as well as in the Annual Convention.

5. ***(Participation by Delegates)***

a. Each delegate must present to the Convention a certificate of election as delegate, signed by the President and Secretary of the Branch. Blank forms for certificates and duplicate certificates must be furnished by the National Office. A duplicate of all such certificates must be returned to the National Office and the original thereof presented to the Convention.

b. Each State/State-Area Conference delegate must present to the Convention a certificate of election as delegate, signed by the President and Secretary of the State/State-Area Conference.

6. ***(Convention Registration)***

All Board of Directors, members, voting delegates, alternates, and observers shall pay the convention registration fee as set by the Board of Directors.

7. ***(Chairman of Plenary and Legislative Sessions)***

Presiding officers for the Plenary and Legislative Sessions shall be appointed by the Chairman of the Board of Directors. The duties of the presiding officer of each Convention session shall be to declare the opening and closing of that session, preside over deliberations, rule on all points of order, and subject to these rules, have parliamentary control over the proceedings of the session. A parliamentarian, a timekeeper, a sergeant-at-arms, and an assistant sergeant-at-arms shall be appointed by the Chairman for each session.

8. *(Convention Agenda)*

A Plenary Legislative Session for the consideration of resolutions, reports, and elections is required. The Legislative Session shall convene no later than 10:00 a.m. on the second day with a report from the Chairman of the Resolutions Committee.

9. *(Structure of Convention)*

a. *Regions*

To secure equitable participation of delegates in the Convention Committee and to nominate regional candidates to the Board of Directors, the delegates shall constitute themselves into seven (7) Regional groups as follows:

Region I: Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington, Korea, and Japan.

Region II: Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Europe.

Region III: Illinois, Indiana, Kentucky, Michigan, Ohio, West Virginia, and Wisconsin.

Region IV: Colorado, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, South Dakota, and Wyoming.

Region V: Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, and Tennessee.

Region VI: Arkansas, Louisiana, Oklahoma, New Mexico, and Texas.

Region VII: District of Columbia, Maryland, and Virginia.

b. *Committees*

The Convention shall have the following standing committees: Resolutions, Time and Place, Credentials, and Rules.

(1) ***Resolutions Committee***

A. The Committee on Resolutions. The Committee on Resolutions shall be composed of thirty-five (35) members, twenty-one (21) of whom shall be elected annually at the Convention from the seven (7) Regions established by the Board of Directors; seven (7) members shall be appointed by the Chairman of the Board of Directors, one of whom shall serve as Chairman; and seven (7) members appointed by the Chairman of the Resolutions Committee,

three (3) of whom shall be youth. It shall take charge of all resolutions referred to it and report thereon to the Convention no sooner than 10:00 a.m. on the second day and no later than 10:00 a.m. on the third day of the Convention. It shall consider resolutions on the following basis:

(i) The Committee shall take charge of all resolutions referred to it. A report of its deliberation shall be made by the Chairman of the Committee during the Legislative Session(s) at the Annual Convention.

(ii) No new resolution not previously submitted to the Resolutions Committee by May 1 may be presented to the full Convention as an emergency resolution submitted to the Resolutions Committee unless it shall be an emergency matter submitted to the Chairman of the Board of Directors in writing and so declared by the Chairman of the Board of Directors following consultation with the Chairman of the Resolutions Committee and the President and CEO.

Emergency matters are those which have occurred since the May 1 deadline for submission of resolutions.

(iii) The Convention shall consider only resolutions which propose material changes in Association policies or programs of action. This means resolutions which genuinely modify or amend existing policies or programs, propose matters not heretofore part of Association policies or programs, or eliminate existing Association policies or programs. Where no material change is made in existing resolutions, they continue to be in force.

(iv) The Resolutions Committee shall be responsible for determining, for each proposed resolution, whether it meets the criteria of newness or of material modification of existing resolutions. Its decisions shall be final, unless made the subject of a minority report. The determinations of the Resolutions Committee as to procedural acceptability under this and the preceding paragraph shall be in addition to their determinations on the substantive merits of proposed resolutions.

(v) No resolution which has been presented to the Resolutions Committee and has failed to receive even a minority report shall be considered by the full Convention. A minority report of the Resolutions Committee must be signed by at least

fourteen (14) members of the Resolutions Committee who voted against the report when the final vote was taken in the Committee and who there announced that they were going to present a minority report to the Convention.

B. Vacancies. Vacancies on the Resolutions Committee shall be filled by the respective original appointing/electing authorities.

C. Meetings. The Committee shall meet in Baltimore for no more than three (3) days in May of each year and prepare resolutions for consideration by the Annual National Convention and at such other time as the Chair of the Resolutions Committee may deem appropriate.

D. Distribution of Resolutions. The President and CEO shall be responsible for the mailing of the Resolutions Committee's report by June 1 to all NAACP Branches, State/State-Area Conferences, High School and College Chapters, Youth Councils and Young Adult Councils, and any other subordinate Units of the Association. The Committee's report shall be placed in the Convention kit distributed to each delegate at the Annual Convention.

(2) ***Time and Place Committee***

A. The Committee on Time and Place shall be composed of seventeen (17) members: one (1) adult from each of the seven (7) Regions, five (5) members of the Board of Directors, three (3) members of the staff designated by the President and CEO, and two (2) youth members. The Committee shall evaluate all invitations from Branches desiring to host subsequent conventions and shall report its recommendations to the Convention at the designated Business Session.

B. A minority report of the Time and Place Committee must be signed by at least five (5) members of the Time and Place Committee who voted against the report.

C. The Committee's meeting shall be held at the Annual Convention.

(3) ***Credentials Committee***

A. The Committee on Credentials shall be composed of forty-two (42) members, four (4) adult, and two (2) youth from each Region. The Committee on Credentials shall examine and report upon the credentials of all delegates to the Convention as the first order of business after reading of minutes of each Business Session. All

disputes that arise regarding credentials shall be reported to the Committee, and its rules for settlement of such disputes shall be announced. The Committee may hold hearings and consider such evidence as is pertinent to determine the validity of challenged credentials.

(4) ***Rules Committee***

A. The Rules Committee shall consist of eighteen (18) members: seven (7) adult and seven (7) youth delegates [one (1) adult and one (1) youth from each Region], the General Counsel, the Chief Operating Officer, and two members of Field Operations appointed by the President and CEO.

B. The Rules Committee shall, in accordance with the Constitution, Bylaws and *Robert's Rules of Order*, interpret the rules and procedures of the Convention, consider referrals from the Convention, and perform such other duties not in conflict with the Constitution. The Committee shall meet as needed to deal with such matters as may expedite the business of the Convention.

C. The Rules Committee shall accept recommendations regarding election controversies presented to it by the Elections Supervisory Committee, including any appeal of the said recommendations by any candidate(s). The Rules Committee shall be the arbiter of all election of Directors at the Convention by the Convention. After Deliberating, the Rules Committee shall announce its decision to the Delegates at the closing plenary session of the Convention. The Convention must ratify (vote up or down) the decision of the Rules Committee. The vote of the Convention is final.

10. ***(Annual Elections Supervisory Committee)***

a. *Composition*

There shall be an Annual Elections Supervisory Committee consisting of fifteen (15) members of the Association in good standing: seven (7) shall be Board of Directors members appointed by the Chair of the Board of Directors, one of whom shall be designated by the Chair to serve both as Chair of the Annual Elections Supervisory Committee and Chief Teller; seven (7) shall be from the Regions, with the delegates from each Region electing one (1) member; and one (1) shall be a youth member appointed by the Chair of the National Youth Work Committee. Candidates for election or reelection to the Board of Directors shall not be eligible to serve as members of the Annual Elections Supervisory Committee.

b. *Term of Office*

Members of the Annual Elections Supervisory Committee shall serve for a term of one (1) year from the date of their appointment or election at the Annual Convention until the following Annual Convention Board of Directors meeting.

c. *Duties*

The Annual Elections Supervisory Committee shall supervise Annual Convention, Regional, and at-large nominations and elections to the Board of Directors and certify the results thereof to the Board of Directors. In addition, it shall investigate election controversies arising at the Annual Convention and refer any election controversies to the Rules Committee for resolution.

11. *(Nomination of Candidates for Board of Directors)*

a. *Regional Adult Nominations for Board of Directors*

(1) Each of the seven (7) Regions during the Annual Convention shall nominate no more than three (3) adult candidates for the Board of Directors. Nominations shall be made at the Regional meeting designated for that purpose known as the Candidate Selection Meeting, to be held no later than the third business day of the Convention. The names and qualifications of all candidates shall be presented to the adult delegates. A candidate need not be a delegate or be present, provided the candidate's written consent to his/her nomination is presented at the time of the nomination.

(2) A simple majority of the adult delegates present and voting shall be required to elect a nominee. The adult delegates present and voting may decide by two-thirds (2/3) vote to limit the number of nominees to less than three (3). All voting shall be by secret ballot, and a simple majority of adult delegates present and voting shall be required to elect a nominee. All nominees shall thereafter be reported to the Convention and certified to the Annual Elections Supervisory Committee by the Chairman of the Legislative Session.

b. *Youth Regional Nominations to Board of Directors*

(1) The Selection of Regional youth nominees to the Board of Directors shall take place during the Candidate Selection Meeting of each Region. The Youth delegates in each of the seven (7) Regions shall nominate no more than three (3) candidates for the Board of Directors. The names and qualifications of all candidates shall be presented to the youth delegates. A candidate need not be a delegate or be present, provided the candidate's written consent to place his/her name in nomination is presented at the time of nominations.

(2) The youth delegates may decide by two-thirds (2/3) majority vote of those present and voting to limit the number of youth nominees to less than three

(3). All voting shall be by secret ballot and limited to the accredited youth delegates. A simple majority of the youth delegates present and voting shall be required to elect a nominee. All Regional youth nominees shall be reported to the Convention at the earliest Legislative Session following the Candidate Selection Meeting and certified to the Annual Elections Supervisory Committee by the Chairman of that Session.

c. *Nomination of Members-at-Large by the Nominating Committee*

(1) The Association shall have a Nominating Committee consisting of seven (7) members in good standing with the Association, of which three (3) adults and one (1) youth shall be elected annually by the delegates to the Annual Convention and three (3) shall be elected annually by the Board of Directors from its own members. Each of the four (4) members elected at the Convention shall come from a different Region. Members of the Nominating Committee during their term of service are ineligible for nomination to the Board of Directors.

(2) The National Nominating Committee shall nominate seven (7) Members-at-Large to the Board of Directors at its Annual Nominating Committee Meeting. It shall convene its first meeting no later than August 1 annually. The Annual Nominating Committee shall submit its nominations to the Annual Election Supervisory Committee no later than September 15 annually.

d. *Independent Nominations*

(1) A member in good standing may become a candidate for election to the Board of Directors by means of an Independent Nomination petition. The format and sample forms for Independent At-Large, Regional, and Youth petitions shall be provided by the Annual Elections Supervisory Committee to each Regional Office by July 15 of each year.

(2) Independent Nominations may be made as follows:

A. Regional Nominations may be made by petition signed by no fewer than one hundred and fifty (150) members of the Association in good standing from active Branches in the particular Region from which the nominations are being made.

B. Youth Nominations may be made by petition signed by no fewer than twenty-five (25) members in good standing from chartered and active Youth Council, High School, and College Chapters in the respective Region.

C. Nominations-at-Large may be made by petition signed by no fewer than three hundred (300) members of the Association in good standing.

(3) Petitions for all Independent Nominations shall be forwarded by certified mail to the Annual Elections Supervisory Committee at the National Office postmarked no later than September 15 annually. After receipt of all Independent Nominating Petitions, but no later than October 15, the Annual Elections Supervisory Committee shall begin the process of validating independent candidacies, the process of which shall be completed on or before October 25 annually.

12. ***(Election of Board of Directors Member by Convention)***

a. A member in good standing may become a candidate for selection to the Board of Directors by the Annual Convention provided said member is present at the Convention and presents to the Chairman of the Annual Election Supervisory Committee a signed candidate consent form signifying his/her willingness to run and, if elected, to serve. The candidate consent form must be endorsed by at least seven (7) members in good standing with the Association.

b. The nominations shall be received and the election conducted by the Annual Elections Supervisory Committee in accordance with procedures set forth in the Annual National Elections Procedure Manual.

c. A candidate wishing to contest an election shall submit a written complaint to the Chair of the Election Supervisory Committee at a place designated, no later than 7:00 p.m. on the date of the election. The Chair of the Election Supervisory Committee shall acknowledge receipt of said complaint by affixing his/her name, the date, and time of receipt on the complaint. The complaint must be signed by at least seven (7) delegates. The Election Supervisory Committee shall investigate the matter and shall make its recommendation and announce the election results prior to the end of the final Convention plenary session. The Convention must ratify (vote up or down) the decision of the Rules Committee. The vote of the Convention is final.

13. ***(Concerning Election by the Board of Directors)***

a. The Board of Directors shall elect a member of the Board of Directors by a simple majority of the board members present and voting.

b. The Board of Directors shall not nominate or elect any person to the Board of Directors who has been an unsuccessful candidate for election to the Board of Directors on either a Regional or an At-Large basis until the expiration of one (1) year from the date on which the unsuccessful election was held.

c. Consideration of clarification regarding ties and runoffs. If there are only two candidates, the candidate with a simple majority of the delegates voting [50% + one (1) vote] will be determined as the winner. If there are more than two candidates and no candidate gets a simple majority of the delegates voting [50% + one (1) vote], a runoff election of the top two candidates will be held and the winner determined by a simple majority as defined above.

ARTICLE X
EXPULSION, SUSPENSION, OR REMOVAL OF OFFICERS AND MEMBERS

1. ***(Removal of Elected Officers and Members of Board of Directors)***

The Board of Directors, upon satisfactory evidence that an elected officer or a member of the Board of Directors is guilty of conduct not in accord with the principles, aims, and purposes of the Association as set out in this Constitution and as further defined by the Board of Directors, or is guilty of conduct inimical to the best interests of the Association, may at its discretion, by affirmative vote of two-thirds (2/3) of those present and voting, remove any elected officer or director for cause after a full hearing pursuant to the rules and regulations adopted by the Board of Directors. The vacancy created by such action shall be filled as set forth in Article V, Section 7 of this Constitution. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his/her successor is elected and qualifies.

2. ***(Removal of Officers of Units)***

a. If a Unit and its appropriate officers shall fail to inform the National Office in writing of its activities for period of four (4) consecutive months or shall fail to maintain the minimum number of fifty (50) members in the case of Branches, and twenty-five (25) in the case of Youth Units, as defined in the Bylaws for Units for a period of four (4) consecutive months, the Board of Directors may declare any or all of the offices of the Unit vacant and order a new election. Notice of removal shall be sent to the President, Secretary, and Treasurer of the Unit and the State Conference by registered mail at their last addresses on file in the National Office and shall be published in the official communication organ of the Association and published in a newspaper of general circulation in the jurisdiction of the Unit. Immediately upon the service of notice by the National Office, the officers of such Unit shall perform no further official acts and shall hold all records and monies of the Unit, subject to the disposition of the National Office. An officer of a Unit may be removed from office for failing to participate in activities directly related to the mission of the Association.

b. Any member of the executive committee, except officers or of any standing or special committee of a Unit, who shall (i) be absent from three (3) consecutive meetings (including general and executive committee meetings) without notice to the Secretary or President of the Unit or (ii) fail to perform the required duties for

three (3) consecutive months, or (iii) be absent from any six (6) meetings or 50% of the regularly scheduled meetings for that Unit with or without notice during a twelve-month period, shall be removed by the executive committee of the Unit and replaced in accordance with Article VIII, Section 1e of this Constitution. A member of any standing committee may be directly removed by the Chair of the Committee for dereliction of duty.

c. In the case of any officers who shall be (i) absent from three (3) consecutive meetings without notice or explanation to the Secretary or President of the Unit, or (ii) fail to perform the required duties for three (3) consecutive months, or (iii) be absent from any six (6) meetings (including general and executive committee meetings) with or without notice in a twelve-month period, the National Office is to be notified by the Secretary by way of a petition signed by the Secretary, the President, and one (1) other member of the executive committee of the Unit. If the President or Secretary is in violation, then any three (3) members of the executive committee shall sign the petition. The National Office shall recommend the removal of said officer by the Board of Directors at the next meeting of the Board of Directors following receipt of the petition.

d. Any Unit officer, executive committee member elected at-large, or any standing committee chairperson who shall fail to complete mandatory training as prescribed by the Board of Directors shall be removed. The National Office shall recommend the removal of said individual to the Board of Directors.

e. Any Unit officer, executive committee member elected at-large, or standing and special committee chairperson who fails to maintain current membership status throughout his/her tenure in office shall be removed. The National Office shall recommend the removal of said individual to the Board of Directors through the Membership and Units Committee.

3. *(Removal of Members)*

The Board of Directors, upon satisfactory evidence that a member of the Association is guilty of conduct not in accord with the principles, aims, and purposes of the Association as set forth in this Constitution and as defined by the Board of Directors and the Convention, or is guilty of conduct inimical to the best interests of the Association, may order suspension, expulsion, or other disciplinary action against such member after a hearing in accordance with the provisions of this Article.

4. *(Automatic Revocation of Membership)*

a. The procedures contained in this Article shall constitute the sole means for resolving any dispute, claim, or complaint of the Board of Directors or of any member against the Association or any Unit, or any member or officer thereof. By accepting his or her membership in the Association, each member agrees to waive any right to injunctive relief with respect to the procedures contained in this Article

and also agrees to exhaust all the internal remedies provided in this Constitution. A member who commences any external action, suit, or proceeding, whether civil, criminal, administrative, or investigative, against any of the foregoing shall have his or her membership automatically revoked. Such automatic revocation shall be effective after notification by the General Counsel to the Board of Directors upon terms and conditions as determined by the Board of Directors.

5. ***(Filing of Complaint)***

Members of the Association are encouraged to make every attempt to amicably resolve disputes without the Association's formal intervention. Members should resort to the complaint process under this Article only with respect to matters of significant importance which could not be resolved otherwise. Careful consideration should be given as to whether application of the complaint process would require a disproportionate allocation of scarce Association resources.

a. A complaint against an officer or executive committee member of a State/State-Area Conference may be initiated by any fifty (50) members from at least five (5) Units of the affected State/State-Area Conference and must be signed by such members and forwarded to the National Office by regular mail through the President and CEO, Executive Office, 4805 Mt. Hope Drive, Baltimore, MD 21215. The Complaint must include the officer's or executive committee member's mailing address.

b. A complaint against an officer or member of a Branch may be initiated by any twenty (20) members of the affected Branch and must be signed by such members and forwarded to the National Office by regular mail through the President and CEO, Executive Office, 4805 Mt. Hope Drive, Baltimore, MD 21215. The complaint must include the officer or member's mailing address.

c. A complaint against an officer or member of a Prison Branch may be initiated by any ten (10) members of the affected Prison Branch and must be signed by such members and forwarded to the National Office by regular mail through the President and CEO, Executive Office, 4805 Mt. Hope Drive, Baltimore, MD 21215. The complaint must include the officer or member's mailing address.

d. A complaint against an officer or executive committee member of a State/State-Area Conference Youth and College Division may be initiated by any twenty-five (25) members from at least three (3) Units of the affected State/State-Area Conference and must be signed by such members and forwarded to the National Office by regular mail through the Director of the Youth and College Division, 4805 Mt. Hope Drive, Baltimore, MD 21215.

e. A complaint against an officer or member of a Youth Council, Junior Youth Council, College Chapter or High School Chapter of the NAACP may be initiated by any five (5) members from at least five (5) affected Units of the affected Youth Unit and must be signed by such members and forwarded to the National Office by

regular mail through the Director of Youth and College Division, 4805 Mt. Hope Drive, Baltimore, MD 21215.

f. A complaint against any at-large member of the Association may be initiated by any fifty (50) members of the Association and must be signed by such members and forwarded to the National Office by regular mail through the President and CEO or his/her designee, 4805 Mt. Hope Drive, Baltimore, MD 21215. In the case of an unaffiliated member, the complaint must include the member's mailing address.

g. A complaint against an officer or a member of the Board of Directors may be initiated by any twenty (20) members of the Association and must be signed by such members and forwarded to the Board of Directors through the Chairman and President and CEO by regular mail through the Corporate Secretary, 4805 Mt. Hope Drive, Baltimore, MD 21215.

h. The President and CEO may file a complaint against any member of the Association or any officer of a Unit by submitting a signed complaint to the Board of Directors through its Membership and Units Committee.

i. When a complaint has been filed and the President and CEO is satisfied that there is danger or harm to the Association or Unit involved and that action is necessary, he or she may order any officer of a Unit or member of an NAACP Unit suspended pending a full hearing.

6. ***(Notice of Complaint and Answer)***

Except as otherwise directed by the Board of Directors, the hearing procedures with respect to complaints filed under this Article shall be as follows: within fifteen (15) calendar days of receipt of the complaint or as soon thereafter as practicable, the President and CEO or his/her designee shall forward a copy of the complaint by regular mail to the officer or member against whom it has been filed at his or her last address of record. The respondent officer or member shall have fifteen (15) calendar days to file a written response by mail to the President and CEO or his/her designee. The fifteen-day period shall commence from the time service of the complaint is complete. Service of the complaint upon the officer or member shall be deemed complete five (5) days after the complaint was mailed by the President and CEO or his/her designee.

7. ***(National Office Review and Investigation)***

The National Office, upon receipt of the complaint and the respondent's written response, if any, shall conduct an investigation, determine whether the respondent(s) desires a hearing, render determinations, and within sixty (60) calendar days of the receipt of the complaint or as soon thereafter as possible, make findings and recommendations regarding the complaint and report the same to the Board of Directors. Upon receipt of the report of the National Office, the Board of Directors shall within five (5) days decide what, if any, disciplinary actions are warranted. If the Board of Directors believes disciplinary action may be warranted and the respondent has requested

a hearing, it shall order a hearing panel in the matter. The panel shall be appointed by the Chairperson of the Membership and Units Committee. The hearing panel shall convene within sixty (60) calendar days, or as soon thereafter as possible, after the Board of Director's decision to order a panel. The panel will conduct a hearing according to the hearing procedure. If the respondent has not requested a hearing and the Board of Directors in its discretion decides no hearing is necessary, the Board of Directors shall proceed to reach a final decision after consideration of the staff's and/or Committee on Branches recommendation(s). In either event, the Board of Directors shall render its final decision within one hundred and eighty (180) days of the receipt of the complaint by the President and CEO or his/her designee, or as soon thereafter as practicable.

8. ***(Hearing Procedure)***

Where a hearing has been convened, the hearing panel shall review the written record of the National Office's investigation and also allow oral arguments by the parties or their representatives. The panel, in its discretion, may allow the submission of other testimony and/or evidence. Based upon its review of the record and oral arguments, if any, the panel shall render findings and recommendations to the Membership and Units Committee. The Membership and Units Committee shall affirm, reverse, or modify the panel's recommendation and report its recommended action to the Board of Directors. The Board of Directors shall adopt, reverse, or modify the committee's recommendation.

9. ***(Notice of Findings and Action of the Board of Directors)***

Within fifteen (15) days of the Board of Director's action on the recommendation of the Membership and Units Committee, notice of the findings and action of the Board of Directors shall be sent by the President and CEO or his/her designee to the officer or member by mail at his/her last address on file in the National Office, and shall be published in the official organ of the National Association and published in a newspaper of general circulation in the jurisdiction where the member is located.

10. ***(Action by the Board of Directors)***

Notwithstanding the foregoing procedures, the Board of Directors may, at its discretion, direct that a different notice and hearing procedure be put in place for resolving and hearing complaints.

ARTICLE XI
SUSPENSION AND REVOCATION OF CHARTER

The Charter of Authority received by a Unit upon its admission to the Association may be suspended or revoked by the Board of Directors of the Association whenever the Board of Directors shall deem it in the best interest of the Association; provided, however, that a full hearing on such changes, consistent with Article X, Sections 7 and 8, be held. Such charter suspension or revocation shall not invalidate the membership of any member of the Unit in the Association. Notice of the findings and action of the Board of Directors shall be sent by the President and CEO by registered mail to the President and Secretary of the Unit, and shall be published in the official

organ of the National Association and in a newspaper of general circulation in the jurisdiction where the Unit is located. Upon receipt of the notice by the President or Secretary by mail, publication, or otherwise of charter suspension or revocation, the Unit shall cease to function and the officers shall forthwith forward all records, property, and monies of the Unit to the National Office where the same may be applied in its discretion for the benefit of the community wherein the Unit was located.

Notice of intent to revoke or suspend a charter shall be mailed to officers of the Unit on such terms and conditions as determined by the Board of Directors.

ARTICLE XII
INDEMNIFICATION

1. ***(Persons Covered)***

The Association shall furnish all duly elected directors or appointed officers or staff of the Association or its subsidiaries and duly elected or Executive Committee members, trustees, officers, and members of Units a legal defense and indemnification against judgments incurred as a result of specifically authorized actions on behalf of the NAACP and its programs.

2. ***(Limitation; Notice)***

This Article shall have no force or effect unless the person(s) affected forwards legal process to the General Counsel or his/her designee within a reasonable time to allow a defense to be made.

ARTICLE XIII
ANNUAL MEETING

There shall be an Annual Meeting of the Association to receive annual reports from officers of the Association held at a place designated by the Board of Directors on the third Saturday in February or at such other time as designated by the Board of Directors.

ARTICLE XIV
NOTICE TO MEMBERSHIP

Whenever the provisions of the statutes of New York require notice to be given to the membership, such notice shall be given in accordance with the Not-For-Profit Corporation Law of New York. Whenever the provisions of this Constitution require notice, such notice shall be given by notifying the President of each Unit of the Association by mail.

ARTICLE XV
SEVERABILITY OF PROVISIONS

If any provision or term of this Constitution is held by a court of competent jurisdiction or other authority to be invalid, void, or unenforceable, the remainder of the provisions or terms of this

Constitution shall remain in full force and effect and shall in no way be affected, impaired, or invalidated.

ARTICLE XVI
AMENDMENTS

1. ***(Board of Directors)***

This Constitution may be amended by a two-thirds (2/3) vote of the members of the Board of Directors where there is a quorum present, whether in person, hybrid, or via video conference, at a regular meeting. Notice of the proposed amendments(s) must have been sent out thirty (30) calendar days prior to such regular meeting.

2. ***(General Membership)***

This Constitution may be amended through an amendment proposal approved by a majority vote of the members of a Unit in good standing and subsequently approved by a two-thirds (2/3) vote of the members of the Board of Directors present, whether in person, hybrid, or via video conference, at a regular meeting where there is a quorum present. Notice of the proposed amendment(s) must have been sent out thirty (30) calendar days prior to such regular meeting.

3. ***(Review and Amendment)***

This Constitution shall be reviewed and/or amended every three (3) years. One (1) year prior to the Annual Meeting, Units and members of the Board of Directors shall submit proposed revisions during the Resolution process specified in Article IX of the Constitution.

ARTICLE XVII
RATIFICATION

This Constitution becomes effective at noon on January 1, 2025, Eastern Standard Time, with the exception for recommended changes that will impact the election or election process. Election process changes will be effective as of June 1, 2024, and will be provided in a separate document as well as herein. It supersedes any previous document duly ratified by the Board of Directors and is the controlling document outlining the policy and procedures of the Association. Its subordinate Units and the Bylaws, manuals, and other documents duly adopted by the Board of Directors are subordinate to this Constitution.

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