

CODE OF BY-LAWS OF THE INDIANA DEMOCRAT AFRICAN AMERICAN CAUCUS, INC .

Revised and Adopted
May 19, 2018

ARTICLE I Name and Purpose

Section 1.1 Name: The name of this organization shall be known as the Indiana Democrat African American Caucus, Inc. and herein referred to as “IDAAC.”

Section 1.2 Purpose: The purpose of IDAAC shall be to enhance Democrat Party inclusion of African Americans in planning, decision making, for the election and appointment of African Americans to public office and to party positions, and to promote active participation of African Americans in Local, State and National levels of the Democratic process

Section 1.3 Registered Office: The registered office or principal place of business address of IDAAC shall be: P.O. Box, 88313, Indianapolis, IN 46208, or address of record.

ARTICLE II MEMBER

Section 2.1 Member: A member of IDAAC shall include all persons as described in Section 2.2.

Section 2.2 Definitions: As used in the Bylaws of IDAAC, the following words and phrases shall mean:

- a) “**Regular Member**” shall mean a person who is considered a member in good standing, as herein defined and affiliated with a Local Chapter or State IDAAC. Qualified Members shall have full voting rights.
- b) “**Honorary Member**” shall mean any person elected to hold a high elective office, i.e. Governor, Lt. Governor, Secretary of State, Attorney General, etc., who may not otherwise meet the Membership criteria. Said Member must be nominated by a Regular Member and voted upon by the Membership during any quarterly meeting of IDAAC. However, such members shall have no voting rights.
- c) “**Associate Member**” shall mean any person that does not meet the Membership criteria of Section 2.3, and supports the Purpose of IDAAC as stated in Section 1.2., and is recommended for Membership by the Local Chapter. Such members shall have a voice and may participate in IDAAC’s deliberations; however, such members shall have no voting rights.

d) “**Youth Member**” shall mean any person who is considered a member in good standing as herein defined, affiliated with a local Chapter or State IDAAC and is twenty-three years of age or younger. Such Members meeting the Membership criteria in Section 2.3 shall have full voting rights. Such members not meeting the Membership criteria shall have a voice and may participate in IDAAC deliberations; however, such members shall have no voting rights.

e) “**Charter Chapter**” shall mean any persons who has paid an additional assessment of twenty-five dollars (\$25.00) for the purpose of:

- 1) Establishing a State Treasurer.
- 2) Payment of customary “startup” expenses.

Such members shall have full voting rights after being voted in as a chapter..

Section 2.3 Membership Criteria: A person may become a member of IDAAC by fully meeting the following qualifications:

- a) Must be a registered voter and member of the Democratic Party as reflected by the member’s vote in the last Primary Election.
- b) Must be a resident of the State of Indiana.
- c) Must be in good financial standing, including payment of all dues for the current calendar year. A member shall be member in good standing after 30 days of joining. Membership shall be validated upon proof of receipt.
- d) Must be an African American.

Only members meeting the foregoing qualifications shall have voting rights and shall be eligible to hold an elected office in IDAAC as set forth in Articles VI and VIII.

ARTICLE III LOCAL CHAPTERS

Section 3.1 Names of Local Chapters: Local Chapters shall be identified by the name of the City, County, or other geographic identification and shall include the Indiana Democratic African American Caucus. *i.e.:* The Fort Wayne Chapter of the Indiana Democrat African American Caucus or Indiana Democrat African American Caucus Indianapolis Chapter.

Section 3. 2 Charters: A Local Chapter shall be granted a charter following an affirmative vote by a majority of IDAAC’s Membership during any quarterly meeting pursuant to the provisions

of Section 5.2. Each Local Chapter shall acquire their own Federal Tax identification number, as well as a bank account.

Section 3.3 Minimum Chapter Membership Required: A local Chapter shall be comprised of (5) five members

Section 3.4 Meetings: Each Local Chapter shall hold monthly meetings, with notice as required by these By-Laws. Minutes of the meetings of Local Chapters shall be submitted to the State IDAAC within thirty (30) days of the Local's meeting.

Section 3.5 Membership Submission to State IDAAC: Each Local Chapter shall submit to State IDAAC's Secretary and Treasurer a complete membership list, including information, for contacting members regarding State IDAAC business. The membership list shall be updated quarterly and State IDAAC shall receive the membership list within ten (10) days after each update.

Section 3.6 Chapter Bylaws: Each Local Chapter must adopt bylaws consistent with, and in compliance with State bylaws.

Section 3.7 Revocation of Charter: The State President, Vice President, Secretary, and Treasurer may revoke, suspend and reinstate a chapter. A local president may be removed and their local chapter may have its charter revoked by the Executive Board if:

- a) The president, and or chapter fail to comply with State IDAAC bylaws.
- b) The president, and or chapter fail to comply with requests from Executive Board.
- c) The president, and or chapter acts in a fashion that threatens State IDAACs standing as a voting member of the Indiana Democrat Party State Central Committee.
- d) The president, and or chapter cause State IDAAC to be removed as a voting member of the Indiana Democrat Party State Central Committee.

Section 3.8 The State President must notify the president or chapter of the revocation, including the reason for revocation and details regarding reinstatement of the president, and or charter. President or chapter shall be reinstated, once the president or chapter has paid all their late dues in full for the current year. Then they become in compliance with State IDAAC. If the chapter fail to meet reinstatement criteria, the chapter must cease and decess the use of IDAAC's name and must turn over all monies, and applicable IDAAC information to State IDAAC.

Section 3.9 The local Chapter's President and or Secretary is responsible for distribution of the Bylaws of the organization to new members. If no such local Chapter exists, State Secretary shall be responsible for distribution of the Bylaws of the organization to new members.

Section 3.10 Each local Chapter shall have one appointment to each committee and the President shall serve as an ex-officio member for the purpose of breaking a tie vote.

ARTICLE IV DUES AND FISCAL YEAR

Section 4.1 Member Dues: With the exception of Honorary Members and Youth Members, each member shall be required to pay annual dues of twenty-five dollars (\$25.00). Youth Members shall be required to pay annual dues of ten dollars (\$10.00). Membership dues shall not be prorated. Each local Chapter may withhold five dollars (\$5.00) and must remit to the State Treasurer five dollars (\$5.00) for each Youth Member. However, during the first year on inception all dues paid shall remain with that Chapter. Dues shall be payable January of each calendar year. All Memberships expire on the last day of December of each calendar year.

Section 4.2 Chapter Dues: Each local Chapter may withhold fifteen dollars (\$15.00) and must remit to the State Treasurer ten dollars (\$10.00) for each member, with member roster, including name, address, telephone, and email, within 10 days after each update.

Section 4.3 Increases or Decreases: Any and all increases or decreases in dues must be approved by a majority vote representing two-thirds of the members present at a quarterly membership meeting. Before such a vote, a thirty day notice shall be mailed to each member's last known address on record.

Section 4.4 Fiscal Year: The fiscal year of IDAAC shall be a calendar year and shall begin on January 1 and end at the close of the December 31.

Section 4.5 Payment of Dues and Delinquency: Failure to pay dues within thirty days, by February 1, shall result in automatic suspension. A suspended member or chapter shall have no voting or other rights available to members. A suspended member may be reinstated by the payment of delinquent dues for the current year. If the membership of any suspended member is not reinstated within a year of the calendar date, the membership of the suspended member shall be automatically revoked at the end of such year. Thereafter, such individual may become a member only by making a new application and by paying dues for the then current calendar year.

ARTICLE V MEETINGS

Section 5.1 Local Chapter Regular Meetings: Each local Chapter shall hold a regular monthly Membership meeting at such time and place as the Membership shall determine and notify the State Secretary of such meeting. A record of the proceedings shall be kept for at least two (2) years, by the Secretary of each local Chapter.

Section 5.2 State Regular Meetings: IDAAC shall hold regular meetings of its

Membership, at least quarterly, at such time and place as the Membership shall determine. Quarterly meetings shall be held in the months of February; May; August; and November, on the fourth Saturday. At least twenty (20) days before such meeting, the State Secretary shall send out notice of such meeting, time, date and place to each member of record in good standing to their last known address on record.

Section 5.3 Annual Meeting: The annual meeting of the IDAAC shall be held in the month of August or at other times as determined by the President with the approval of the Membership. Should there be a need to have such an annual meeting in another month, each member of record in good standing shall be notified.

Section 5.4 Special Meetings: The State President, or one third (1/3) of the membership of record and in good standing shall call a special meeting. A fifteen (15) day written notice, stating the purpose, time date and place for the meeting, and must be mailed to each member of record at last known address on record.

Section 5.5 Notice and Mailings: All written notices shall be deemed duly served when the same has been deposited in the United States mail with first class postage fully prepaid, delivered to a courier service, transmitted by facsimile, transmitted by “electronic mail” or such other written communication reasonably designed to provide prompt notice, plainly addressed to the addressee at his/her last address appearing on the appropriate record of IDAAC. Members without electronic mail or facsimile must receive communications via postal service.

Section 5.7 Waiver of Written Notice: Notice of the time, place and purpose of any meeting of the Membership, may be waived by telegram, cablegram, facsimile or other writing, before such meeting is to be held. Waiver of written notice may be granted with the approval of fifty one percent (51%) of the Membership of record with such members names recorded in books and records pursuant to Section 14.2.

Section 5.8 Meeting Locations: Statewide meetings of IDAAC may be held anywhere in the State of Indiana. Each meeting of the local Chapter must be held within that Chapter’s local jurisdiction.

Section 5.9 Quorum: At any meeting of IDAAC or local Chapter, a majority of its Membership present, not less than twenty-five percent (25%) of members in good standing of record in good standing shall, constitute a quorum for the transaction of business or a member may make a motion to accept quorum with the members present any meeting for the purpose of transacting business deemed vital to IDAAC.

Section 5.10 Manner of Acting: Any action by a majority of the Membership at a meeting in which a quorum is present shall be the act of IDAAC unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 5.11 Consent of Action: Any verbal or written action required or permitted to be taken for any reason by the Local President or Local Chapters concerning IDAAC’s mission and or

purpose shall be requested for consent by a majority vote of the membership only. No Local Chapter, President or Executive Board shall govern State IDAAC and its policies, especially relating to the States Political process and issues.

Section 5.12 Rules of Order: All meetings shall be governed by Robert’s Rules of Order Newly Revised from time to time, so long as such rules are not inconsistent with these By-Laws or any special rules of order adopted by the Executive Board.

ARTICLE VI ELECTIONS

Section 6.1 Elections: IDAAC shall conduct elections of officers in the month of November on a biennial, two year basis. Local Chapters shall conduct elections in a like manner.

Section 6.2 Voting: Each member of record in good standing with IDAAC is entitled to vote with the exception of Associate and Honorary members as set forth in Section 2.2. Voting for the election of officers shall be made in person, or by absentee ballot. No member of record shall be allowed to vote by proxy.

Section 6.3 Absentee ballots: Absentee voting shall be allowed in State and Local elections. Upon request absentee ballots shall be provided to each member of record in good standing with IDAAC by the State Secretary. Completed absentee ballots must be received, by a member of the Election/Nominating Committee at least five days prior to any election.

Section 6.4 Candidates: Any member of record in good standing in accordance with Section 2.2 is eligible to run for an elected office as described in Section 9.1. A member must be in good standing for a period of at least two consecutive years in order to be considered as a candidate for any State-wide office.

Section 6.5 Information for Candidates: If requested, at least thirty days before each biennial election IDAAC and local Chapter’s Secretary will make available to each candidate for office a list of members in good standing and eligible to vote in an election.

ARTICLE VII OFFICERS

Section 7.1 Election of Officers: Election of officers to IDAAC shall be held biennially at the November meeting, which shall be effective for the following year commencing January 1.

Section 7.2 Officers: The following individuals shall serve as Executive officers:

- a) President

- b) Vice-President

- c) Secretary

d) Treasurer

A Parliamentarian and other officers who shall assist the President shall be appointed by the President.

Section 7.3 Terms: All officers shall serve for a two-year term.

Section 7.4 Executive Board: The **Executive** Board is entrusted to oversee the business of State IDAAC between meetings. The Executive Board is comprised of the President, Vice-President, Secretary, Treasurer, and each local Chapter's President.

Section 7.5 Removal of Officers: Any officer may be removed for: not fulfilling his/her duties, not complying with State bylaws, and by a vote of no less than two-thirds of the Membership, whenever in the best interest of IDAAC will be served thereby. Any officer shall be removed immediately upon conviction and imprisonment.

ARTICLE VIII DUTIES OF OFFICERS

Section 8.1 Duties of Officers: All duties and other responsibilities contained in Article VIII shall apply to the elected Officers' of State IDAAC and local Chapters.

Section 8.2 President: The President shall preside over all meetings of the Membership, also shall have all the general powers and duties which are usually vested in the office of the President, including the chairing of all regular and special meetings of the Membership, scheduling of meetings, determining the agenda for meeting, appointing and removing task forces or committees members, naming the committee chairs, developing the charges to the committees, and represents the IDAAC and local Chapters when deemed necessary and serves to implement the objectives of the IDAAC. The President also certifies the existence of financial obligations and is signatory on accounts

Section 8.3 Vice-President: In the absence of, or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall also perform other duties as determined by the President, and Executive Board. If the President can no longer fulfill the duties of the office, the Vice President shall serve as the interim President, until a new President is elected.

Section 8.4 Residency of President and Vice-President: The President and the Vice-President of the IDAAC must reside in different cities of the State.

Section 8.5 Secretary: The Secretary, also known as the Archivist, shall ensure that minutes are kept of all meetings of the Membership and those copies of the agenda, minutes, resolutions and other meeting actions are maintained in a permanent record. Such documents and records are to

be provided to the Membership in a timely manner. The Secretary will also maintain a current list of IDAAC's members and send written notices of each IDAAC meeting to the Membership.

Section 8.6 Treasurer: The Treasurer shall assist in preparing and monitoring the annual budget and keep an account of all monies of IDAAC received and disbursed and is signatory on accounts. Receive all local chapter dues, roster of paying members, and contact information, including name, address, telephone number, and email, within 10 days of each update. The Treasurer shall reconcile all accounts of IDAAC reporting any discrepancies to the Executive Board. The Treasurer shall also furnish financial reports quarterly or as requested to the Membership and shall perform such other duties the President may prescribe.

Section 8.7 Parliamentarian: The Parliamentarian shall interpret to the presiding officers and the membership rules governing the transaction of business of IDAAC and local Chapters as stated in the Bylaws and Robert's Rules of Order Newly Revised. The Parliamentarian shall make a determination regarding procedural conduct of the meeting in accordance with Robert's Rules of Order Newly Revised.

Section 8.8 General Counsel: The President shall appoint a General Counsel to IDAAC to advise the officers and Executive Board on legal matters affecting IDAAC and its business activities. Any such General Counsel appointed by the President shall serve at the pleasure of the President, for a term not longer than the appointing President's term of office.

Section 8.9 Filling Vacancies: During the two-year term the Vice-President shall serve as interim President as outlined in Section 8.3. Should any office, excluding the President, become vacant or remain vacant after a biennial election, vacancies in office shall be filled for the remainder of the expired term by vote of the Executive Board.

ARTICLE IX COMMITTEES

Section 9.1 Standing or Special Committees: IDAAC may establish such other standing committees or special *ad hoc* committees or task forces as it determines is warranted in the exercise of its discretion. The President shall be a voting *ex-officio* member of all committees. The standing committees of IDAAC are:

- a) The **Executive Board** shall consist of each statewide office holder, president from each local chapter, and shall have the authority to ensure that State IDAAC is in compliance with the Secretary of State's office and laws governing the organization, including, but not limited to, filing organizational paperwork with the State and federal government.
- b) The **Legislative Committee** shall work with federal and state elected officials for the purpose of advocating positions that will advance the organization and its membership

- c) The **Membership Committee** shall be responsible for the development of local Chapters throughout the state
- d) The **Election/Nominating Committee** shall be responsible for the recruitment of eligible members, as defined in Article II, to fill offices positions during the election process of the organization. 2. The committee shall ensure that each candidate fully complies with the fulfillment of the memberships criteria of the organization. 3. This committee shall consist of no more than five members representing different cities of the state.
- e) The **Bylaws Committee** shall review and recommend changes to the Bylaws of the organization as needed, also recommend changes or corrections to the bylaws at least once every four (4) years.
- f) The **Strategic Planning Committee** shall manage the development, review and update of the organization's strategic plans. Review the annual comprehensive Strategic plan and submit the plan to the Membership for final approval.

The chairperson of the Election/Nominating Committee shall be appointed by the President no less Than three months prior to the biennial election of Executive officers

ARTICLE X EXECUTION OF INSTRUMENTS

Section 10.1 Checks, Drafts and Money Orders: All checks, drafts and orders for payment of money shall be signed in the name of IDAAC by the President and Treasurer.

The Treasurer shall be delegated authority to issue checks, drafts and orders for payment of money in the name of IDAAC in the capacity of Treasurer.

Section 10.2 Contracts, Conveyances and Other Legal Documents: Any Contracts, Conveyances, and other legal documents shall require discussion, input and shall be approved by a majority vote representing two-thirds of the members in good standing present during a regular, annual or special meeting, only then the President can sign into execution any contract, conveyance or other legal instrument on behalf of IDAAC.

ARTICLE XI PUBLIC COMMUNICATION

Section 11.1 Any such public policy, decisions, positions and statements shall require, before the IDAAC State president, can make public policy, decisions, positions and statements, and whatever the outcome, shall be brought back to the membership at the next regular quarterly meeting.

Section 11.2: IDAAC can endorse candidates in the primary. If two African Americans are running in the primary we cannot endorse one over the other. After the primary and the additional filing period has past, then we can endorse an African American candidate for the general election, after the vetting process by our Caucus, and the candidate must be a DEMOCRAT.

ARTICLE XII PRIVACY

Section 12.1 Member Privacy of Information: State IDAAC and Local Chapters shall under no circumstances make available the Memberships' contact information to any other organization, individual or entity without the written consent of the member, including: name, address, any phone number(s), or email address(es). State IDAAC shall receive all membership information from each local Chapter's member roster quarterly or upon request.

ARTICLE XIII DISSOLUTION

Section 13.1 Dissolution: In the event IDAAC is dissolved, all records and other property including real property and monies in all financial institutions shall be forwarded to a like entity who believes and will carry out the mission on which the Indiana Democrat African American Caucus (IDAAC) was founded.

Section 13.2 Dissolution of a recognized IDAAC Chapter: In the event an IDAAC Chapter is dissolved, all records and property including real property and monies in all financial institutions shall be forwarded to the State IDAAC.

ARTICLE XIII MISCELLANEOUS

Section 14.1 Books and Records: The State IDAAC and local Chapters shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Membership, Officers and committees having authority from the Membership. All books and records of State IDAAC and local chapters may be inspected with written consent and approval of the membership, by any member in good standing for the purpose of clarification on any given matter concerning the business of IDAAC.

Section 14.2 Financial Records: The financial records of State IDAAC and local Chapters shall be kept correct and complete as stated in Section 2 and maintained at its registered office or principle place of business as listed in Section 1.3 respectively for a period of no less than two (2) calendar years

ARTICLE XV AMENDMENTS OF THE BYLAWS

Section 15.1 Amendments: These By-Laws shall be amended at any quarterly meeting, providing sufficient notice of the proposed amendments is mailed to each member of record in good standing at their last known address on record at least twenty days before the quarterly meeting. In advance a copy shall be mailed to the Local Chapter's President of IDAAC. These Bylaws shall be amended by an affirmative vote of two thirds of the membership in good standing and present at a regular quarterly meeting.

Section 15.2 Effective Date: Through the action taken by the Members present at the quarterly meeting, held in Indianapolis, Indiana on May 19, 2018 and these Bylaws will become effective on January 1, 2019, which is recorded in the minutes.

Tonda A. Pauley, State IDAAC President