

**CONSTITUTION
Of
OREGON ASSEMBLY FOR BLACK AFFAIRS**

ARTICLE I - NAME AND PURPOSE

- SECTION 1:** The name of this organization shall be Oregon Assembly for Black Affairs. (Adopted February 26, 1977)
- SECTION 2:** The purpose and aims of the Oregon Assembly for Black Affairs shall be to improve the political, educational, social, legal, and economic status of Blacks in Oregon. (Adopted February 26, 1977)
- SECTION 3:** The Organization shall be incorporated under the laws of the State of Oregon as a nonprofit corporation. (Adopted February 26, 1977)

ARTICLE II - MEMBERSHIP

- SECTION 1:** Any person who is in accordance with the principles and policies of the Oregon Assembly for Black Affairs may become a member of this corporation with the consent of the Board of Directors by accepting the terms of the Constitution and By-Laws of the Oregon Assembly for Black Affairs and by paying annually in advance the requisite membership fee as prescribed by the Board of Directors with the approval of the Membership. (Adopted February 26, 1977)
- SECTION 2:** Except the organizing and chartering persons, membership shall be by application and approval of Board of Directors. Organizing and chartering persons are those who attended at least two of the first three organizing meetings of the Corporation and who pay the requisite membership fee. A member of the Board of Directors shall discuss the principles and policies of the Oregon Assembly for Black Affairs with each applicant and make recommendation to the full Board. (Adopted February 26, 1977)
- SECTION 3:** The type of memberships in the Oregon Assembly for Black Affairs shall be: (a) Student, (b) Regular, (c) Contributing, (d) Organizational, (e) Sustaining, and (f) Life. The bylaws shall define the type of membership. (Adopted June 17, 1978)

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ARTICLE III - OFFICERS

SECTION 1: The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. Chairpersons of Standing Committees shall be elected. The Officers and elected Chairpersons of the Standing Committees shall constitute the Board of Directors. (Adopted February 26, 1977, April 9, 1977)

SECTION 2: The duties of the President shall be:

- (a) To preside over the meetings of the Corporation and to act as Chairpersons of the Board of Directors.
- (b) To appoint Chairpersons and members of all special committees not directly elected by the Corporation or the Board of Directors.
- (c) To act, between meetings, with the authority of the Board of Directors and to exercise general authority on behalf of the Corporation.
- (d) To countersign all requisitions by the Secretary for disbursements from the Corporation treasury.
- (e) To serve as the spokesperson for the Corporation. This authority may be delegated by the President to other persons. No official publicity shall be released without first being approved by a majority of the Board of Directors.
- (f) To perform such other functions and exercise such further duties as may be voted from time to time by the Corporation or the Board.
- (g) The President shall be ex-officio member of all committees except the Nominating Committee.

(Adopted February 26, 1977)

SECTION 3: The duties of the Vice-President shall be:

- (a) To perform all the duties of the President in his absence or disability.
- (b) To aid, coordinate, and integrate the work of the several committees of the Corporation.
- (c) To submit reports to the Corporation and the Board of Directors at all regular meetings, or whenever required by either body, covering the status of the Corporation and its activities since the date of the last report; to submit to the Corporation at its annual meeting an annual report of the status and activities of the Corporation.
- (d) To perform such other functions and duties as may be voted from time to time by the Corporation or Board of Directors.

(Adopted February 26, 1977) (Amended June 17, 1978)

SECTION 4: The duties of the Secretary shall be:

- (a) To act as Secretary of the Corporation and the Board of Directors; to give due notice of all meetings of the Corporation and the Board of Directors; to keep full and accurate records of the proceedings of the

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Corporation and of the Board of Directors, and record the same in a minute book or minute books.

- (b) To keep a record of all Corporation members and their dues.
- (c) To give receipts for all membership fees received and to transmit such fees to the Corporation Treasurer.
- (d) To aid the work of the several committees of the Corporation.
- (e) In conjunction with the President, to sign requisitions for disbursements from the Corporation Treasury and to maintain a file of receipts and disbursements.
- (f) The Secretary shall be ex-officio member of all committees except the Nominating Committee.

(Adopted February 26, 1977)

SECTION 5: The duties of the Treasurer shall be:

- (a) To receive all monies of the Corporation and promptly deposit the same in the name of the Corporation in a separate account or accounts in a responsible bank or trust company. No money shall be withdrawn from any such account except by check signed by the Treasurer and countersigned by the President or in the President's absence, the Vice-President or other officer as designated by the President. All officers shall be signers of bank cards.
- (b) To act as chief financial officer of the Corporation and serve as Chairperson of the Finance Committee.
- (c) To make authorized disbursements upon requisitions signed by the Secretary and countersigned by the President. Each requisition shall recite the amount and purpose of the payment requested. Any requisition in the amount of one hundred or more dollars must be approved by the Board of Directors before a check therefor is issued.
- (d) To submit reports to the Corporation and the Board of Directors at all regular meetings, or special meetings, covering the financial condition of the Corporation showing receipts and disbursements and outstanding accounts unpaid since the last report; to submit an annual report of the business of the office at the annual meeting of the Corporation, to which shall be appended a statement signed by the President and Secretary that all funds by the Corporation have been listed in the Treasurer's report. (Amended June 22, 1991)
- (e) The Corporation shall require the Treasurer to be bonded at the expense of the Corporation.

(Adopted February 26, 1977, April 9, 1977 (d)) (Amended June 17, 1978)

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ARTICLE IV - COMMITTEES

SECTION 1: The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and Chairpersons of Standing Committees and At-Large members. The President may appoint five At-Large members to the Board with the approval of the Board. (Adopted February 26, 1977) (Amended December 1979)

SECTION 2: (a) The Board shall have general control of the affairs and program of the Corporation, subject to the authority of the Corporation membership and the provisions of this Constitution.

(b) The Board of Directors shall render a report containing the reports of all committees, at the regular meetings of the Corporation and whenever otherwise required.

(c) The Board of Directors shall create special committees as needs arise.

(d) The Board of Directors shall fill all vacancies in Corporation offices, until the next regular meeting.

(e) The Board of Directors shall review all activities and decide matters of Corporation policy subject to endorsement by the membership of the Corporation and in accordance with established policy.

(Adopted April 9, 1977)

SECTION 3: The quorum of the Board of Directors shall be one-third of the members of the Board. (Adopted April 9, 1977) (Amended December 1978)

SECTION 4: The Standing Committees of the Corporation shall be the committees on Economic and Community Development, Education, Employment, Finance, Housing, Media Communication, Membership, and Political Action. All committees shall consist of not less than three members. The members of all Standing and Special Committees, except the Nominating Committee shall be appointed by the President in consultation with the committee Chairpersons. (Adopted April 9, 1977) (Amended December 1978)

SECTION 5: STANDING COMMITTEES

- (a) **Economic And Community Development.** The duties of the committee on Economic and Community Development shall be:
- (1) To support and promote the development of competitive, quality Black businesses whenever and wherever economically feasible.
 - (2) To develop the means to influence and audit the affairs of government at all levels to assure equitable treatment of Black business.
 - (3) To ensure availability and adequate delivery of health and social services in the Black Community.
 - (4) To seek ways to improve the economic status of Blacks by

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working to eliminate discriminatory employment practices in industry and government, securing the enactment of state and federal fair employment practices legislation, and working to end discriminatory practices in labor organizations.

- (5) To work to increase the overall income level of the Black Community, and revise the economic value of the Black Community.
- (6) To inform the Black consumer of the available goods and services of Black businesses.
- (7) To research the economic and community conditions of Blacks in Oregon, and recommend ways to improve such conditions.
- (8) To review zoning, land use patterns and practices, use of community development funds, prison systems, police practices, day care centers, to determine how they affect the Black Community.

(Adopted May 21, 1977)

(b) Education. The duties of the Committee on Education shall be:

- (1) To work for equal education opportunities for Blacks at all levels, and to eliminate all unequal education opportunities and inferior educational programs.
- (2) To promote and encourage multicultural education programs.
- (3) To study statewide educational conditions affecting Blacks.
- (4) To keep informed of school conditions and strive to correct abuses where found.

(Adopted May 21, 1977)

(c) Employment. The duties of the Committee on Employment shall be:

- (1) To investigate employment discrimination complaints brought to the committee, refer employment discrimination complaints to appropriate agencies and provide assistance to the complainants in having their complaints handled expeditiously.
- (2) To research the availability of and disseminate information on employment opportunities at all levels.
- (3) To work actively with other organizations involved in promoting equal employment opportunity, and support the development of affirmative action hiring programs which seek to assist Blacks in gaining access to employment.
- (4) To make recommendations to the Board of Directors on legislation affecting equal employment opportunity.

(Adopted May 21, 1977)

(d) Finance. The Committee on Finance shall consist of the President, Treasurer, Secretary and two other members of the Corporation. Its duties shall be:

- (1) To prepare a budget of the Corporation and develop ways to

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raise the funds to meet the requirements of the budget.

- (2) To evaluate projects referred by the Board of Directors and to recommend approval or rejection of the projects.
- (3) To plan and conduct fund-raising activities, including entertainments and other projects, for purposes within the scope of the Corporation programs.

(Adopted May 21, 1977)

(e) Housing. The duties of the Committee on Housing shall be:

- (1) To research the availability and financing of housing for Blacks.
- (2) To monitor and make recommendations to the Board of Directors on legislation affecting housing.
- (3) To work with other organizations concerning housing issues.
- (4) To investigate housing complaints brought to the committee, refer complainants to appropriate redress agencies, and make recommendations to the Board of Directors for further action on housing complaints.

(Adopted May 21, 1977)

(f) Media Communication. The duties of the Committee on Media Communication shall be:

- (1) To monitor local media to ascertain whether positive activities and events in the Black Community are given coverage and ensure FCC compliance.
- (2) To work to eliminate racial stereotypes.
- (3) To encourage Blacks to use all means of communications to improve the image of Blacks in Oregon.
- (4) To encourage broadcasting and advertising industries to upgrade and improve the quality of children's television, particularly as it relates to the diffusion of racial tension and isolation.
- (5) To work for employment opportunities for Blacks in television, radio, cable television, and other media communication industries, and
- (6) To encourage Blacks to become owners of media franchises.

(Adopted December 1978)

(g) Membership. The duties of the Committee on Membership shall be:

- (1) To review application for membership in the Corporation and make recommendation to the Board of Directors for further action.
- (2) To work throughout the year to maintain and increase the membership of the Corporation.
- (3) To plan and organize annual membership campaign.
- (4) To solicit new members and secure membership renewals on a

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continuous basis.

(Adopted May 21, 1977)

(h) **Political Action.** The duties of the committee on Political Action shall be:

- (1) To encourage Blacks to understand, participate, and affect the political process at all levels of government.
- (2) To develop a plan of action designed to create a political awareness within the Black Community aimed at alleviating the existing apolitical condition.
- (3) To implement programs to educate the Black Community about the most fundamental aspects of local, state, and federal government.
- (4) To mobilize Black participation in the political process, by a statewide voter education program and follow through with a vigorous statewide voter registration drive.
- (5) To encourage Blacks to become a viable force within the existing political system, operating from an independent power base; to promote unity in voting practice.
- (6) To work for the enactment of municipal, state, and federal legislation designed to improve the political, educational, social, legal, and economic status of Blacks in Oregon.
- (7) To recommend the endorsement of candidates for public office who are supportive of affairs of the Black Community.
- (8) To establish a political relationship on a statewide basis with all minority groups to form a viable coalition of mutual concerns.
- (9) To host an Oregon Black Political Convention, during the spring of election years.
- (10) To serve as a community liaison between elected officials and the community.

(Adopted May 21, 1977)

SECTION 6: All standing committees shall report each month to the Board of Directors at its regular meeting. (Adopted April 9, 1977)

SECTION 7: (a) Non-functioning committee chairpersons or members shall be discharged promptly by the President with the concurrence of the Board of Directors.

- (b) No member of any standing or special committee should be absent from three consecutive meetings of the committee without notice or explanation, or no member should fail to perform the required duties of the committee for three consecutive months. A member of any standing or special committee may be directly removed by the Chairperson of that committee for dereliction of duty.

(Adopted May 21, 1977)

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ARTICLE V - ELECTION OF OFFICERS AND CHAIRPERSONS OF STANDING COMMITTEES

- SECTION 1:** The elective positions of the Corporation are the officers and the chairpersons of standing committees. The officers and Chairpersons of Standing Committees elected at the organizational meeting of the Corporation shall hold office until their successors are elected and qualify, unless removed for dereliction of duty. The officers shall be elected for one year and the Chairpersons of Standing Committees shall be elected for two years. (Adopted April 9, 1977)
- SECTION 2:** All organizing and chartering persons who endorse the aims and purposes of the Oregon Assembly for Black Affairs, and who have paid the prescribed membership fees shall be entitled to vote at the organizational meeting and to be elected to office. (Adopted April 9, 1977)
- SECTION 3:** Thereafter all officers shall be elected by ballot at the annual meeting held in even numbered years as hereinafter provided, shall hold office for two (2) years and until their successors are elected and qualify. The chairpersons of Standing Committees shall be elected in odd numbered years in the same manner. (Adopted April 9, 1977)
- SECTION 4:**
- (a) At the meeting, in the third quarter of each year, of the Corporation, there shall be elected a Nominating Committee composed of not less than five nor more than fifteen members in good standing, of the Corporation, provided that no more than two shall be members of the Board of Directors. If the membership of the Corporation failed to elect a Nominating Committee at Third Quarterly Membership Meeting, the Board of Directors shall appoint the Nominating Committee who shall carry out the functions of this Article. Notice of these Board appointments shall be provided to the Membership. (Adopted April 9, 1977; Amended December 3, 1994; amended September 9, 1995)
 - (b) The Nominating Committee shall meet promptly to elect a Chairperson and interview persons qualified as candidates for offices. (Adopted April 9, 1977)
 - (c) The Nominating Committee shall submit a report in writing at the annual membership meeting of the Corporation. This report shall consist of the names of those persons qualified to fill existing offices and to be officers and Chairpersons of Standing Committees which the Nominating Committee shall designate as its slate of nominees. (Adopted April 9, 1977)
 - (d) No one shall be nominated by the Nominating Committee without having first obtained the nominees written consent. The Corporation Officers and Chairpersons of Standing Committees shall be elected

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from the slate of nominees presented by the Nominating Committee.
(Adopted April 9, 1977)

SECTION 5: An Election Supervisory Committee shall be appointed by the Board of Directors to supervise the election of officers and Chairpersons of Standing Committees. (Adopted April 9, 1977)

SECTION 6: (a) All officers and Chairpersons of Standing Committees shall be elected by secret ballot and shall hold office for terms prescribed by this Constitution. (Adopted April 9, 1977)

(b) Only members in good standing shall be eligible to run for office or vote in the election. For purpose of running for office, a member in good standing is one who has been a bona fide member of the Corporation at least four (4) months prior to the date nominations are made. For purpose of voting in elections, a member in good standing is one who is a bona fide member of the Corporation. (Adopted April 9, 1977)

ARTICLE VI - MEETINGS

SECTION 1: Regular meetings of the Corporation shall be held at least once a quarter, and there may be such special meetings as may be required. Regular meetings shall be held on a fixed day. (Adopted April 9, 1977)

SECTION 2: The Annual meeting shall be held in December of each year. (Adopted April 9, 1977)

SECTION 3: Written notice of the time and place of the Annual Meeting and of the regular quarterly meeting shall be sent to each member, within fourteen (14) days of the meeting. (Adopted April 9, 1977)

SECTION 4: Special meetings may be called by direction of the President, or of one-third of the members of the Board of Directors; or on failure of these to act, by one-third of the members of the Corporation. A written notice must state the purpose for which the meeting is called. (Adopted April 9, 1977)

SECTION 5: The Board of Directors shall meet at least once a month at such times and places as it may determine. Special meetings of the Board may be called by the President or by one-third of the members of the Board on two days' written notice, where feasible. (Adopted April 9, 1977)

SECTION 6: The Standing Committees shall meet regularly once a month at places they may determine. They shall inform the President of the time and place of the meeting. Special meetings may be called by the Chairperson or by two-thirds of the committee membership. (Adopted April 9, 1977)

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ARTICLE VII - DUES

SECTION 1: The annual dues for the Corporation membership types described in Section 3 of Article II of this Constitution shall be prescribed by the Board of Directors with the approval of the membership. (Adopted April 9, 1977) (Amended June 17, 1978 and June 22, 1991)

SECTION 2: Except for life membership, all memberships are annual and the annual dues shall be paid one year from the date of the membership. (Adopted June 22, 1991)

ARTICLE VIII - QUORUM

SECTION 1: The number of members necessary to constitute a quorum at all meeting shall be one-third (1/3) of the membership. (Adopted April 9, 1977)

ARTICLE IX -- ORDER OF BUSINESS

SECTION 1: The following shall be the order of business at meetings of the Corporation:

- (a) Ascertainment of members present
- (b) Reading of minutes of previous meeting
- (c) Report of Officers
- (d) Report of Committees
- (e) Elections
- (f) Unfinished business
- (g) New business
- (h) Adjournment

(Adopted April 9, 1977)

SECTION 2: Rules of procedures as laid down in Robert's Rules of Order shall govern the Corporation except as otherwise herein provided. (Adopted April 9, 1977)

ARTICLE X -- BYLAWS

SECTION 1: By-laws will be presented to the Corporation membership by the Board of Directors, within ninety (90) days after adoption of constitution. These By-laws will become a part of this Constitution. (Adopted April 9, 1977)

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SECTION 2: Thereafter, the Corporation may adopt or amend By-laws that are consistent with this Constitution, provided that (1) notice in writing of the proposed by-law or amendment shall be given to all members at least fourteen (14) days prior to the meeting at which the same is to be acted upon; and (2) the proposed amendment shall be acted upon at the next regular meeting of the Corporation. (Adopted April 9, 1977)

ARTICLE XI -- AMENDMENTS TO THIS CONSTITUTION

SECTION 1: This constitution may be amended by a two-thirds vote of the total membership of the Corporation, provided the proposed amendment be submitted to the Board of Directors at least sixty (60) days prior to the meeting at which the same is to be acted upon. (Adopted April 9, 1977)

SECTION 2: The President shall publish such proposals in the official bulletin of the Corporation. (Adopted April 9, 1977)

ARTICLE XII -- OFFICIAL BULLETIN

SECTION 1: There shall be an official publication of the Corporation. (Adopted April 9, 1977)

ARTICLE XIII -- FISCAL BUSINESS YEAR

SECTION 1: The fiscal and business year of the Corporation shall begin January 1 and end December 31. (Adopted April 9, 1977)

SECTION 2: Officers and Chairpersons of Standing Committees shall be installed at the next regular meeting of the Corporation following the election. (Adopted April 9, 1977)

It was moved by Barbara Friday and seconded by James Hill that the CALL-TO-ACTION LEADERSHIP CONFERENCE adopted the proposed Constitution for the OREGON ASSEMBLY FOR BLACK AFFAIRS. The motion passed unanimously. (This Constitution was adopted April 9, 1977, and it was amended: June 17, 1978; June 22, 1991; December 3, 1994; and September 9, 1995.)