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January 20, 2021

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Email: rep.drake@legis.wisconsin.gov

Rep. Dora Drake
Interim Chair
The Wisconsin Legislative Black Caucus

Re: Response to Request for Opinions Regarding Bylaws

Dear Interim Chair Drake:

It is my understanding that you were elected Interim Chair of the Wisconsin Legislative Black Caucus (“WLBC”) at a special meeting held on Friday, January 14, 2022. In your capacity as Interim Chair, you have asked for our opinion as to a number of issues relating to interpretation of WLBC’s bylaws. Specifically, you have requested an opinion on the following matters:

1. The number of members required to call a special meeting under Article IV, section 2 of WLBC’s bylaws;
2. The number of members needed to constitute a quorum at a special meeting of WLBC for the purpose of conducting business; and
3. Whether Robert’s Rules of Order, requires an investigation to be undertaken prior to removal of an officer of WLBC from his or her office with the Caucus.

In rendering the opinions contained herein, we have relied upon your representation that the bylaws attached hereto as **Exhibit A** were the operative bylaws governing the Caucus on the date of the meeting when you were elected Interim Chair.

It is our opinion that:

1. The number of Caucus members required to call a special meeting of the organization is four (4);
2. The number of members needed to constitute a quorum at a WLBC special meeting for the purpose of conducting business is four (4); and
3. There is no requirement under Robert’s Rules of Order that an investigation occur as a condition precedent to the removal of an officer of WLBC.

ANALYSIS

A. Interpretation of Article IV, Sections 2 & 3 of WLBC's Bylaws

Article IV, Section 2 of WLBC's bylaws states:

Special meetings of WLBC may be called by the Chair at any time, or shall be called upon request of at least ~~six~~ **(4)** WLBC members (emphasis added).

Article IV, Section 3 of WLBC's bylaws states:

Quorum: One-fourth (1/4) of all the regular members in good standing, present shall constitute a quorum at meetings. All Special meetings of WLBC shall require at least ~~ten~~ **(4)** members for a quorum in order to transact business (emphasis added).

We conclude that the bolded language constitutes obvious scrivener errors (i.e. clerical mistakes). When faced with scrivener errors such as these, courts interpret the document containing the error in a manner consistent with the drafters' intentions. See *Krause v. Hartwig*, 14 Wis.2d 281,284-85, 111 N.W.2d 138,140 (1961); 27 Richard A. Lord, *Williston on Contracts* 70:93 (4th ed). In concluding that the drafters of the bylaws intended that four (4) members have the ability to call a special meeting and that four (4) members constitute a quorum at a special meeting, we rely heavily on Wisconsin's Non-Stock Corporation statute and the Amended Bylaws of the National Black Caucus of State Legislators ("NBCSL"). While WLBC is not incorporated, its structure is similar to that of a non-stock corporation. The Wisconsin Non-Stock Corporation law sets forth express provisions as to how special meetings may be called and the requirements for a quorum at a meeting. Significantly, the Wisconsin Non-Stock Corporation statute provides that a special meeting may be called by members holding as little as 5% of an organization's voting power. Wis. Stat. § 181.0702(1)(b) Further, that law provides that just 10% of the votes entitled to be cast on a matter at a meeting is sufficient to constitute a quorum, unless the organization's bylaws or article of incorporation provide for a higher or lower number. Wis. Stat. § 181.0722(1) Based upon the historical number of black legislators, requiring six or ten members to call a special meeting or to constitute a quorum at a special meeting, respectively, would represent a supermajority – something that Wisconsin non-stock corporation law does not require.¹

Our opinion regarding the requirements for calling a special meeting and quorum at a meeting, is also guided by the provisions of NBCSL's bylaws – a copy of which is attached hereto as **Exhibit B**. In comparing the two organizations' bylaws, it is clear that WLBC's bylaws were modeled after those of NBCSL. Not only is there express reference to NBCSL in WLBC's bylaws (See Article IV, Section 6), the structure of WLBC's bylaws contain the same formatting and heading structure. It is noteworthy that NBCSL's bylaws **do not** contain a requirement that a majority of members or regions vote in support of holding a special meeting or that a majority of members or regions constitute a quorum at a meeting.

Finally, our opinion as to the requirements for a special meeting and quorum are consistent with how most organizational bylaws are structured (i.e. allowing less than a majority or members eligible to vote to call a special meeting and to constitute a quorum at a meeting).

¹ Interestingly, in certain years, the WLBC would not even have ten members -- the number set forth in the current bylaws supposedly required for a quorum.

B. No Investigation Requirement

In the absence of bylaw language providing for the removal of an officer, Robert's Rules of Order can be interpreted to require some sort of investigation and trial prior to the removal of an officer from his or her office ([FAQs - Official Robert's Rules of Order Website \(robertsrules.com\)](http://robertsrules.com)). Here, however, Robert's Rules do not require any such investigation or trial, because WLBC's bylaws expressly provide that an officer may be removed from his or her office prior to the term of office. In fact, WLBC's bylaws even specify grounds for such removal. *See* WLBC bylaws Article III, Section 3. And, nothing in the bylaws provide that a certain level of proof is needed as a condition precedent to members removing an officer for one of the reasons listed which justify removal from office.

Please let us know if you have any questions regarding the opinions set forth above.

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EXHIBIT A

Article I

Name: Section 1. The name of this organization shall be:

The Wisconsin Legislative Black Caucus

Article II

Purposes:

Section 1. The purposes and objectives of the Wisconsin Legislative Black Caucus shall be:

1. To use the full Constitutional power, statutory authority, and financial resources of the state of Wisconsin to ensure that Black Wisconsinites and other marginalized communities in the state have the opportunity to achieve the American Dream.
2. 253To seek and foster intra-state cooperation and to advocate the effectiveness, independence and integrity of the respective branches of government within the state of Wisconsin.

Article III

Membership:

Section 1. The membership of the Wisconsin Legislative Black Caucus shall consist of two classes of membership: Regular (voting) and Associate (non-voting).

(1) Regular Members: Any current Black member of the Wisconsin State Legislature shall be eligible for regular membership. Members of this class shall have the right to vote on any matter being considered by the WLBC.

(2) Associate Members: Any former Black members of the Wisconsin State Legislature who is interested in furthering the goals of the WLBC shall be eligible for associate membership. Members of this class shall have the same rights and privileges as the regular members except that associate members shall not have the right to vote or hold office within the WLBC.

Section 2. Dues: The Executive Committee shall levy dues upon all members in such amounts and for such periods as may be determined by resolution of the Executive Committee. The Executive Committee may make regulations necessary to enforce the collection of such dues, including the provisions for the termination of membership, upon reasonable notice, for nonpayment of such dues and for reinstatement of membership.

Section 3.

Termination or Suspension of Membership and/or office

The occurrence of any of the following events shall constitute grounds for termination or suspension of office and or membership in the Wisconsin Legislative Black Caucus

1. Occurrence of any event that renders a Member ineligible for membership, or failure to satisfy membership qualifications;

2. The occurrence of disqualification from the district of which a member was elected to a qualifying office herein.
3. Conduct by a Member which is seriously detrimental to the purposes and goals of the WLBC or in violation of the rules and documented procedures of the WLBC, including but not limited to a violation of these Bylaws.
4. Officers may be subject to this subsection for malfeasance or nonfeasance with respect to the duties for which elected.
5. Conviction of a felony or an offense of moral turpitude.

Section 4. Procedure for Suspension or Revocation of Membership. Upon the occurrence of any of the events described below the Executive Board may initiate proceedings for suspension or termination of membership by adopting a resolution of intention to take such action against the affected Member. The resolution must be adopted by at least a two-thirds vote of the entire membership. A written notice shall thereupon be given to the affected Member stating the action proposed to be taken by the board (i.e. suspension or revocation of membership) and the facts and circumstances relied upon by the Board as the justification for such intended action. The notice shall also specify the date on which the Board proposes to take such action, which shall be not less than thirty (30) days from the date of the notice.

Section 5. Loss of Membership Rights. A Member whose membership is revoked or suspended for any reason shall forfeit any dues or special assessments paid during membership. A suspended Member shall not be considered a Member in good standing during the period of suspension, and shall take no part in any of the activities, funds, property, rights, and interests belonging to the WLBC until such time as such Member complies with the requirements for the removal of the suspension and the return to good standing.

Section 6. Reinstatement of Membership After Revocation. A Member whose membership has been revoked shall be eligible to rejoin the WLBC by submitting a petition to the Board. Such petition must be approved by a two-thirds vote of the entire membership.

Article IV

Meetings of Members:

Section 1. WLBC shall meet regularly, meeting dates/times shall be determined at the beginning of each biennium

Section 2. Special meetings of WLBC may be called by the Chair at any time, or shall be called upon request of at least six (4) WLBC members.

Section 3. Quorum: One-fourth (1/4) of all the regular members in good standing, present shall constitute a quorum at meetings. All Special meetings of WLBC shall require at least ten (4) members for a quorum in order to transact business.

Section 4. Voting: Every regular member of the WLBC shall be entitled to one vote. Except as otherwise specified in the Articles of Incorporation or these by-laws, a majority of affirmative votes cast by those voting members present at a duly called meeting shall represent the actions taken by the WLBC.

Section 5. Resolutions: Any regular member in good standing may bring a resolution to the attention of the membership for consideration.

Section 6. Rules: Rules governing the conduct of meetings shall be recommended by the Executive Committee and adopted by a majority of the members present and voting. Procedures of Annual or Special meetings of NBCSL, except where specified in the adopted rules of these by-laws, will conform to Robert's Rules of Order.

Article V

Officers:

Section 1. The officers of WLBC shall be a Chair, Vice Chair; Secretary;

Section 2. Term of Office: The officers of WLBC, shall be elected every two years by the members, and each such officer shall hold office until his or her successor shall have been elected and qualified or until his or her earlier death, resignation or removal..

Section 3. Resignation: Any officer may resign at any time by giving written notice to the Executive Committee, or to the Chair or the Secretary of the WLBC. Any such resignation shall take effect immediately upon the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. *(Provided however, an officer is deemed to have resigned once the officer is no longer a member of his or her legislative body.)*

Section 4. Vacancies: A vacancy in any office because of death, resignation, disqualification, or any other cause, shall be filled by the Executive Committee. If the office is one for which these by-laws prescribed a term, then the vacancy shall be filled for the unexpired portion of the term.

Article VI

Duties of Officers:

Section 1. The Chair shall serve as chairperson of the Executive Committee and as a member, ex officio, with the right to vote, on all committees except the Nominating Committee. The President shall preside at all meetings of WLBC.

Section 2.

(1) The Vice-chair shall perform the duties of the Chair in the event of the Chair's absence or inability to serve. The Vice-Chair shall perform such other duties as may from time to time be assigned to him or her by the Executive Committee or by the Chair.

Section 3.

(1) The Secretary or the Secretary's designee shall record all the votes of the members and of the Executive Committee and the minutes of the meetings of the members and the Executive Committee and of committees of the WLBC in a book or books to be kept for that purpose; shall see that the notices are given and records and reports are properly kept and filed by WLBC as required by law.

Article VII

Executive Committee

Section 1. The Executive Committee (aka Executive Board) is the governing body of WLBC.

Section 2. The Executive Committee shall be composed of Chair; Vice Chair; and Secretary.

Article VIII

DISSOLUTION

In the event there are no Black members duly elected to serve in the Wisconsin State Assembly or the Wisconsin State Senate, this caucus will cease to exist.

Article IX

AMENDMENTS

WLBC, at any meeting, may amend these by-laws by a three-fifths (3/5) majority vote of all members present and voting.

EXHIBIT B



[About Us \(/about-us.html\)](/about-us.html)

- [From Our President \(/about-us/from-our-president.html\)](/about-us/from-our-president.html)
- [Executive Committee \(/about-us/executive-committee.html\)](/about-us/executive-committee.html)
- [NBCSL Staff \(/about-us/nbcsl-staff.html\)](/about-us/nbcsl-staff.html)
- [Partners \(/about-us/partners.html\)](/about-us/partners.html)
- [State Leadership \(/about-us/state-leadership.html\)](/about-us/state-leadership.html)
- [NBCSL Bylaws \(/about-us/nbcsl-bylaws.html\)](/about-us/nbcsl-bylaws.html)
- [Careers @NBCSL \(/about-us/careers.html\)](/about-us/careers.html)

[Membership \(/membership.html\)](/membership.html)

[Public Policy \(/public-policy.html\)](/public-policy.html)

[Events \(/events/upcoming-events.html\)](/events/upcoming-events.html)

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NBCSL Bylaws

NBCSL is the nation's premier organization exclusively representing and serving the interests of African American State legislators and their constituents. Our members hail from 47 states, the District of Columbia, the US Virgin Islands, and Puerto Rico. **The latest amendments to the following bylaws was voted on and adopted by the full membership body present at the 43rd Annual Legislative Conference in Fort Lauderdale, Florida, December 6, 2019.**

NATIONAL BLACK CAUCUS OF STATE LEGISLATORS AMENDED AND RESTATED BYLAWS

Article I

Name:

Section 1. The name of this organization shall be:

The National Black Caucus of State Legislators (NBCSL).

Section 2. Offices of NBCSL shall be in such localities as shall be determined by the National Executive Committee.

Article II

Purposes:

Section 1. The purposes and objectives of NBCSL shall be:

1. To seek the fulfillment of the goals and aspirations of Black and other disadvantaged Americans by having a major forum primarily for Black State Legislators interested in improving the quality of life for Black and other disadvantaged Americans.
2. To conduct research and planning and to take appropriate legislative and administrative action directed toward the improvement of living, working, housing, health and educational conditions of people in our respective communities, with the view of lessening the burdens of government in our respective communities in America.
3. To develop community knowledge and understanding of such conditions and the means to alleviate the same by preparing and publishing and assimilating through all available media of communications, studies, data and information relating to such conditions.
4. To seek and foster interstate cooperation and to advocate the effectiveness, independence and integrity of the respective Legislatures as equal coordinated branches of government in the several states, territories and commonwealths of the United States.
5. To stimulate and develop economic growth within minority communities through research and the development of economic tools to stimulate minority owned and operated businesses. To network with corporations to create jobs, housing and business opportunities.
6. To undertake and accomplish the foregoing on its own initiative or with the cooperation, assistance or support from any one or more governmental agencies, instrumentalities, organizations, associations or individuals including, but not limited to, the National Conference of State Legislatures.

Section 2. NBCSL shall not, at any time, directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article III

Membership:

Section 1. The membership of NBCSL shall consist of three classes of membership: Regular (voting), Associate (non-voting) and Legislative Staff (non-voting).

(1) Regular Members: Any current Black member of a State Legislature, including any elected member of the Legislative branch of any U.S. territory and the District of Columbia, who has tendered the amount of dues required for membership shall be eligible for regular membership. Members of this class shall have the right to vote on any matter being considered by the NBCSL.

(2) Associate Members: Any former legislator who is interested in furthering the goals of the NBCSL and who will have tendered the amount of dues required for membership shall be eligible for associate membership. Members of this class shall have the same rights and privileges as the regular members except that associate members shall not have the right to vote or hold office within the NBCSL.

(3) Legislative Staff Members: Any person employed by a legislative branch of government who will have tendered the amount of dues required for membership shall be eligible for Associate Legislative Staff membership. Members of this class shall have the same rights and privileges as the regular members except that Legislative Staff Members not have the right to vote or hold office within the NBCSL. Nothing herein shall prevent Legislative Staff Members from serving as officers or executive committee members of the African American Legislative Staff Coordinating Committee.

Section 2. Dues: The Executive Committee shall levy dues upon all members in such amounts and for such period be determined by resolution of the Executive Committee. The Executive Committee may make regulations necessary to enforce the collection of such dues, including the provisions for the termination of membership, upon reasonable notice, for

nonpayment of such dues and for reinstatement of membership.

Section 3. Suspension and Transfer of Membership: The right of a member of the NBCSL to vote, and his or her right, title and interest in or to NBCSL or its property, shall cease on the termination of membership. The failure of any member to pay annual dues shall result in suspension of membership and voting rights until all dues are paid in full. No member may transfer membership or any right of membership.

Section 4.

Termination or Suspension of Membership and/or office

The occurrence of any of the following events shall constitute grounds for termination or suspension of office and or membership in the National Black Caucus of State Legislators

1. Causes for Suspension or Revocation of Membership and/or Office

1. Failure of a Member to pay dues, fees, or assessments by the date they become payable, that are not subsequently paid with Forty-Five (45) days of notice of delinquency in payment thereof.
2. Occurrence of any event that renders a Member ineligible for membership, or failure to satisfy membership qualifications;
3. The occurrence of disqualification from the district of which a member was elected to a qualifying office herein.
4. Conduct by a Member which is seriously detrimental to the purposes and goals of the NBCSL or in violation of the rules and documented procedures of the NBCSL, including but not limited to a violation of these Bylaws.
5. Officer may be subject to this subsection for malfeasance or nonfeasance with respect to the duties for which elected.
6. Conviction of a felony or an offense of moral turpitude.

Section 5. Procedure for Suspension or Revocation of Membership. Upon the occurrence of any of the events described below the Executive Committee or Board may initiate proceedings for suspension or termination of membership by adopting a resolution of intention to take such action against the affected Member. The resolution must be adopted by at least a two-thirds vote of the entire Board. A written notice shall thereupon be given to the affected Member stating the action proposed to be taken by the Board (i.e. suspension or revocation of membership) and the facts and circumstances relied upon by the Board as the justification for such intended action.

The notice shall also specify the date on which the Board proposes to take such action, which shall be not less than thirty (30) days from the date of the notice. The notice shall further advise the affected Member that the Member is entitled to an opportunity to be heard, either orally or in writing, prior to the date of the intended action. Upon request by the Member, the Board shall schedule a meeting for the purpose of hearing any evidence the Member desires to present to the Board in person or through a representative selected by the Member. The decision by the Board concerning suspension or revocation of membership shall be final and binding.

Section 6. Loss of Membership Rights. A Member whose membership is revoked or suspended for any reason shall forfeit any dues or special assessments paid during membership. A suspended Member shall not be considered a Member in good standing during the period of suspension, and shall take no part in any of the activities, funds, property, rights, and interests belonging to the NBCSL until such time as such Member complies with the requirements for the removal of the suspension and the return to good standing.

Section 7. Reinstatement of Membership After Revocation. A Member whose membership has been revoked shall be eligible to rejoin the NBCSL by submitting a petition to the Board. Such petition must be approved by a two-thirds vote of the entire Board. A former Member shall not be considered for readmission until all arrears in dues and/or other monetary obligations to the NBCSL, including assessment of reasonable costs related to the loss and restoration of membership, shall have been paid.

Article IV

Other Organizations:

Section 1. NBCSL, by vote of the National Executive Committee, may cooperate with or establish relationships with such other groups, public or private, as may seem most likely to advance the purposes of NBCSL.

Section 2. NBCSL shall direct special effort toward cooperative work with those bodies that represent local and state governments.

Article V

Meetings of Members:

Section 1. NBCSL shall meet annually, during the Month of December, at such a time and place as may be determined by the Executive Committee.

Section 2. Special meetings of NBCSL may be called by the Executive Committee at any time, or shall be called by the President upon request of at least six (6) NBCSL regions. The meeting shall be held within forty-five (45) days after filing of the request with the Executive Director, and the business to be transacted at any Special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Time: Written notices of Annual and Special meetings of NBCSL shall be provided by the Executive Director not less than fifteen (15) business days prior to the opening of the meeting.

Section 4. Quorum: One-fourth (1/4) of all the regular members in good standing, present in person, shall constitute a quorum at the Annual Meeting of the membership of the NBCSL for the transaction of business. All Special meetings of NBCSL shall require at least ten (10) members for a quorum in order to transact business.

Section 5. Voting: Every regular member of the NBCSL shall be entitled to one vote. Except as otherwise specified in the Articles of Incorporation or these by-laws, a majority of affirmative votes cast by those voting members present at a duly called meeting shall represent the actions taken by the NBCSL.

Section 6. Resolutions: Any regular member in good standing may bring a resolution to the attention of the membership for consideration. If any resolution is adopted by an appropriate committee of the NBCSL and a majority of those present at a duly called meeting of the membership, it shall represent an adopted resolution of the NBCSL.

If a resolution is offered from the floor of the duly called meeting without being referred to or adopted by a committee, a two-thirds (2/3) majority vote by those voting members present must be obtained in order for a resolution to be (**considered**) and adopted (**as a**) resolution of NBCSL.

Section 7. Rules: Rules governing the conduct of meetings shall be recommended by the Executive Committee and adopted by a majority of the members present and voting. Procedures of Annual or Special meetings of NBCSL, except where specified in the adopted rules of these by-laws, will conform to Robert's Rules of Order.

Article VI

Officers:

Section 1. The officers of NBCSL shall be a President, President-Elect (who shall be of opposite sex), Vice President; Immediate Past President; Secretary; Financial Secretary; Treasurer; Parliamentarian; Chaplain (Ex officio); and such other offices as may be appointed in accordance with the provisions of Section 2 of this Article.

Section 2. Subordinate Officers: The Executive Committee may, from time to time, select other officers, including but not limited to, one or more assistant secretaries and one or more assistant treasurers each of whom shall hold office for such period, having such authority and perform such duties as provided in these by-laws, or as the Executive Committee may, from time to time, determine.

Section 3. Term of Office: The officers of NBCSL, except those appointed pursuant to Section 2 of this Article, shall be elected every two years by the members, and each such officer shall hold office until his or her successor shall have been elected and qualified or until his or her earlier death, resignation or removal. The President, President-Elect and Vice President shall be eligible to serve for only one, two-year term. Once elected and sworn in at the Annual Conference, officers shall take office on January 1.

Section 4. Floor Nominations: Additional nominations may be made from the floor for the offices of a President-Elect; Vice-President; Secretary; Financial Secretary; Treasurer and Parliamentarian.

Section 5. Resignation: Any officer may resign at any time by giving written notice to the Executive Committee, or to the President or the Secretary of the NBCSL. Any such resignation shall take effect immediately upon the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. ***(Provided however, an officer is deemed to have resigned once the officer is no longer a member of his or her legislative body.)***

Section 6. Vacancies: A vacancy in any office because of death, resignation, disqualification, or any other cause, shall be filled by the Executive Committee. If the office is one for which these by-laws prescribed a term, then the vacancy shall be filled for the unexpired portion of the term.

Article VII

Duties of Officers:

Section 1. The President shall serve as chairperson of the Executive Committee and as a member, ex officio, with the right to vote, on all committees except the Nominating Committee. The President shall preside at all meetings of NBCSL. The President shall perform such other duties as are incidental to the office of the President or as may be prescribed by the Executive Committee.

Section 2.

(1) The President Elect shall perform the duties of the President in the event of the President's absence or inability to serve. The President Elect shall perform such other duties as may from time to time be assigned to him or her by the Executive Committee or by the President.

(2) The Vice President shall perform the duties of the President Elect in the event of the President-Elect's absence or inability to serve. The Vice President shall perform such other duties as may from time to time be assigned to him or her by the Executive Committee or by the President.

(3) The Immediate Past President (***who is also a regular member of NBCSL***) shall serve as the President of the National Black Caucus of State Legislators' Foundation and such other duties as may from time to time be assigned to him or her by the Executive Committee or by the President.

Section 3.

(1) The Secretary or the Secretary's designee shall record all the votes of the members and of the Executive Committee and the minutes of the meetings of the members and the Executive Committee and of committees of the NBCSL in a book or books to be kept for that purpose; shall see that the notices are given and records and reports are properly kept and filed by NBCSL as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him or her by the Executive Committee.

(2) The Financial Secretary shall serve as Chair of the Budget Committee. He or she shall prepare annual internal audits and such other audits as may be deemed necessary for the efficient operation of the NBCSL.

(3) The Chaplain shall serve as the religious advisor to the National Black Caucus of State Legislators and shall perform duties as may from time to time be assigned to him or her by the Executive Committee or by the President. The Chaplain shall be appointed by and serve at the pleasure of the President.

(4) The Treasurer shall have the power to sign checks, notes, bills of exchange; shall have or provide for the custody of the funds or other property of the corporation and shall keep a separate book account of the same to his or her credit as Treasurer; shall collect and receive or provide for the collection of funds by the corporation; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Executive Committee may from time to time determine.

designate; shall prepare detailed, written financial reports for all NBCSL accounts and present such reports to the officers monthly; shall discharge such other duties as may from time to time be assigned to him or her by the Executive Committee.

(5) The Parliamentarian shall rule on all questions of procedure which come before NBCSL and the Executive Committee. The Parliamentarian shall make sure order and decorum is preserved at all meetings of NBCSL.

(6) The President in consultation with duly elected NBCSL officers will have full responsibility for governing the affairs of the National office and its staff.

Section 4. Salaries: Elected officers shall receive no salaries. The salaries or other compensation of the staff, other employees and agents shall be fixed from time to time by the Executive Committee. Elected officers may, however, be reimbursed for such expenses as are necessary for the conduct of their responsibilities or in the performance of their duties.

Article VIII

Executive Committee

Section 1. The Executive Committee is the governing body of NBCSL. The Executive Committee and NBCSL officers shall have supervision, control and direction of the affairs of NBCSL, its committees and publications; shall implement the policies of NBCSL; shall actively prosecute its objectives and supervise the disbursement of its funds. The Executive Committee may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibilities to committees, divisions, sections, officers, and the Executive Director. The Executive Committee shall have powers of NBCSL except those specifically reserved or granted to the members of the Articles of Incorporation or by these by-laws.

Section 2. The Executive Committee shall be composed of fifty-four (54) Legislators: President; President-Elect; Vice President; Secretary; Financial Secretary; Treasurer; Parliamentarian; Chaplain; twenty-four (24) Legislators, two (2) from each of the twelve (12) NBCSL regions of the United States; twenty-one (21) Legislators elected at large at the National Convention; and the Immediate Past President of NBCSL.

Section 3. Twenty-one (21) Legislative members of the Executive Committee shall be elected at the Annual Meeting by a vote of the members. The Nominating Committee, acting under Article IX, Section 1, shall present to the Annual Meeting a complete list of nominees to NBCSL. Additional nominations may be made from the floor at the Annual Meeting. Vacancies within the Executive Committee between Annual Meetings may be filled by the President. To qualify for a second or subsequent term under this section, a member must have attended at least 50% of the Executive Committee meetings during his or her previous term.

Section 4. Twenty-four (24) Legislative members of the Executive Committee shall be selected by the twelve (12) NBCSL regions of the United States by the following method: the twelve (12) NBCSL regions of the United States shall each have a caucus during the Annual Meeting in which elections to the Executive Committee shall be held. Each Region shall select a Regional Chair and a Regional Vice Chair who shall serve as the two (2) Legislators to represent that region. The Regional Chair and Vice-Chair shall be from different states whenever possible. The names of the Legislators representing the region shall be submitted to the Secretary of NBCSL.

Section 5. Term of Office: Each Executive Committee member shall hold office for a two- year term and until his or her successor shall have been elected or qualified or until his or her death, resignation or removal. (1) Executive Committee: Past Presidents of NBCSL, who are Regular NBCSL members, shall be non-voting members of the Executive Committee

Section 6. Ex officio and non-voting member

(1) Executive Committee: **Past Presidents of NBCSL, who are Regular NBCSL members, shall be non-voting members of the Executive Committee**

(2) Corporate and Labor Round Tables: The Executive Committee shall select, for a one-year term, one (1) member of the Corporate Round Table and the Labor Round Table to be non-voting members of the Executive Committee. The Corporate Round Table members shall be non-voting members of the Executive Committee and shall serve a two-year term. The Executive Committee may exclude the non-voting members from any closed caucus meetings of the Committee, whenever the Committee deems it necessary.

(3) Executive Director as ex officio Member: The Executive Director shall serve on the Executive Committee as a non-voting ex officio member.

(4) Chair African American Legislative Staff Coordinating Committee Chair: The Chair of the African American Legislative Staff Coordinating Committee shall serve as a non voting ex officio member of the Executive Committee.

Section 7. Twenty percent (20%) of the Executive Committee's membership shall comprise a quorum. On any vote not otherwise specified, a simple majority of the members present is required for passage. Each Executive Committee Member shall be entitled to vote on any matter coming before the Executive Committee. Voting rights shall not be delegated to any other person or exercised by proxy.

Section 8. Regular meetings of the Executive Committee shall be held no less than two (2) times a year at such time and place as the Committee shall decide. No more than one (1) meeting during the Annual Meeting of NBCSL may be used to satisfy this requirement. Absence from two (2) Committee meetings within a year, without cause, shall be grounds for removal.

Article IX

COMMITTEES

Section 1. Nominating Committee:

(1) A Nominating Committee of fifteen (15) members shall be selected by the President at least ninety (90) days prior to the next Annual Meeting in a year in which elections are to be held. The President shall name the chairperson of the Nominating Committee. The Nominating Committee shall present, at the Annual Meeting, a slate of candidates for the election to the Executive Committee including the offices of President, President-Elect; Vice President, Secretary, Financial Secretary, Treasurer, and Parliamentarian.

(2) The Chairperson of the Nominating Committee shall preside over the elections of all officers and the elections of all at-large Executive Committee members.

Section 2. There shall be a Rules Committee, a Budget Committee, a Finance Committee and such other committees as the Executive Committee may authorize.

Section 3. There shall be a Site Selection Committee of (10) members selected by the President to review bids to host the NBCSL annual meeting and make a recommendation to the entire membership on the convention site. The Executive Director of NBCSL shall be an ex officio member and Chair the committee.

Section 4. NBCSL does officially recognize a section within NBCSL to be known as the African American Legislative Staff Coordinating Committee, which shall be comprised of Legislative Staff Members.

Section 5. The President shall refer any resolutions offered at the Annual Meeting to Committees of NBCSL that have been authorized by the Executive Committee. Any Resolution which results from the interim work of a Committee authorized by the Executive Committee may be discussed and acted upon at any appropriate session during the Annual Meeting, provided the resolution relates to the Committee's purpose and the Executive Committee approves of the scheduling of such discussion and action.

Article X

FINANCIAL MATTERS

Section 1. The fiscal year of NBCSL shall be from January 1 to December 31, inclusive.

Section 2. The Budget Committee shall make budget recommendations to the Executive Committee. The Executive Committee shall submit to NBCSL, at its Annual Meeting, a proposed budget for the coming fiscal year for consideration and adoption by NBCSL. The Executive Committee may approve transfer of funds within the budget adopted by NBCSL or amend the budget during the course of the fiscal year by a two-thirds (2/3) majority vote of the members of the Executive Committee present and voting.

Section 3. The accounts of NBCSL shall be audited annually by an independent certified public accountant retained by the Executive Director with the approval of the Executive Committee. Such audit shall be reported to the Executive Committee by the end of September and to NBCSL at its Annual meeting.

Article XI

DISSOLUTION

Upon the winding up, dissolution or change in the non-profit status of this corporation, no part of the corporate net earnings or assets shall inure to the benefits of its officers, directors or private individuals. In fact, these earnings or assets shall be distributed to and among other tax-exempt organizations as defined in the Internal Revenue Code Section 501 (c) (3) as amended.

Article XII

AMENDMENTS

NBCSL, at any Annual Meeting, may amend these by-laws by a three-fifths (3/5) majority vote of all members present and voting, provided that a notice of such amendments be filed with the Executive Director at least thirty (30) days prior to the meeting. Upon receipt of a copy of the proposed amendments, the Executive Director shall forward copies thereof to the entire membership not less than ten (10) days prior to such meeting.

NBCSL Bylaws Amended and Adopted Dec.2019 (</public-policy/docs/file/233-nbcsl-bylaws-amended-and-adopted-dec-2019.html>)

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