



TABOR 100 BYLAWS

ARTICLE I

NAME

On November 12, 1998, Washington State's African-American community lost a unique and gifted friend with the passing of Langston Tabor. At the same time, Washington State voters passed Initiative 200, prohibiting race or gender based preferences by state and local governments. The enactment of I-200, followed by Langston's passing, had a profound effect on the State's African-American business community. Langston's legacy of aggressive lobbying for training programs for young African-Americans and other minorities in public contracting and in the construction industry cannot be forgotten. His tireless leadership on and passion for the achievement of the economic, educational and political advancement of African-Americans was known to all, and now continues in Tabor 100 (the "Corporation").

ARTICLE II

MISSION

Tabor 100 is an association of entrepreneurs and business advocates who are committed to achieving economic empowerment, educational excellence and social equity for African-Americans and the community at large.

ARTICLE III

OFFICES

The principal place of business for the Corporation shall be located at 2330 130th Ave. NE, Ste. 101, Bellevue, Washington, 98005.

ARTICLE IV

OFFICERS

Section 1. *Officers.* The Corporation's officers shall be the president, vice-president, secretary, and treasurer, each of whom shall be elected by the general membership, unless filled by the board due to a mid-term vacancy. One officer may hold any two offices, except the offices of president and treasurer. The officers' roles and responsibilities include but are not limited to the following:

- 1.1. President: Serves as the Corporation's Chief Executive Officer, establishes all board and general membership meeting agendas, serves as the official Corporate voice in the community; cultivates relationships with outside organizations, individuals and elected leaders; signs all Corporate communications intended for the public, other corporations, non-members and government entities; serves as a signatory on Corporate bank accounts; appoints, subject to board approval, all committee chairpersons; and oversees the fund development and economic development committees.
- 1.2. Vice President: Assists the president on various tasks as delegated by the president, acts as parliamentarian for board meetings, serves as a signatory on

corporate bank accounts, and oversees the education and government affairs committees.

- 1.4. Secretary: Receives monthly committee reports, records minutes of board and general meetings, organizes all board and membership meetings, supervises and works with the Corporation's paid staff, and oversees the membership and public affairs committees.
- 1.3. Treasurer: Manages and regularly reports to the board and general membership on a monthly basis on the Corporation's financial affairs, leads the Corporation's annual budgeting process, prepares an annual financial report for the board, and oversees the technical assistance committee.

Section 2. *Term of Office*. Each Corporate officer term in office shall be two (2) years.

Section 3. *Officer Removal & Disqualification*. The board may for good cause, determined solely by a quorum of the board, remove at any time an officer from the board; provided, however, that (a) the officer subject to possible removal shall be entitled to resign prior to a vote on removal, and (2) if any motion to remove concerns the president, vice president or treasurer, such officer shall be disqualified from constituting a quorum of the board.

Section 4. *Officer Vacancies*. Should an officer position become vacant mid-term due to death, resignation, removal, or otherwise, the board may fill that vacancy with a member, who has been in good standing for at least six (6) months prior to the time the member takes office, as an "interim" director for the unexpired term of his or her predecessor in office.

ARTICLE V

BOARD OF DIRECTORS

Section 1. *General Powers*. Management of the Corporation's business affairs and day-to-day operation shall be vested in its board of directors, who shall be comprised of both the officers and standing committee chairpersons. The board of directors shall have the full authority enter into contracts; purchase, sell, lease, or manage assets; appoint or employ consultants or agents; and to do any and all lawful acts required to carry out the mission of the Corporation.

Section 2. *Number, Tenure, and Qualifications*. The number of persons serving on the board of directors shall remain at eleven (11) members. The board of directors shall be comprised of the president, vice president, secretary, treasurer, and seven (7) standing committee chairpersons, in order to maintain an odd number of total directors. Directors shall serve in such capacity concurrent with their term of service as an officer or committee chairperson. All directors shall be at the time they take office, and must remain during their term of service, members in good standing.

Section 3. *Standard of Care*. Directors shall perform their duties in good faith, with the best interests of the Corporation in mind, and by utilizing such reasonable care and inquiry as a reasonably prudent person would employ in a like situation.

Section 4. *Removal of Non-Officer Directors*. The board of directors may for good cause, determined solely by a quorum of the board of directors, remove at any time a non-officer

director from the board; provided, however, that the director subject to possible removal shall be entitled to resign from the board prior to a vote by the board to remove that director.

Section 5. *Director Resignations.* A director may resign at any time effective upon giving written, signed and dated, notice to the board of directors. Upon receipt of a written, signed and dated notice of resignation, the board shall take action to fill the vacancy and notify the members at the next regularly scheduled membership meeting.

Section 6. *Non-Officer Director Vacancies.* The board of directors may fill any non-officer director vacancy with a majority vote of the remaining directors at any regular or special meeting of the board. Individuals elected by the board to fill any mid-term vacancy shall be elected as an “interim” director for the unexpired term of his or her predecessor in office.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. *Regular Meetings.* Regular meetings of the board shall be generally held on the second Tuesday of each month, at a time and place specified by the president, for the consideration of and taking action on all Corporate transactions and business affairs. All regular meetings of the board are open to attendance by members in good standing.

Section 2. *Special Meetings.* The president or any two (2) Corporate officers may call and convene a duly noticed special meetings of the board, to consider and take action on urgent Corporate matters, which shall be held at a time, place and manner specified by the president.

Section 3. *Quorum.* A quorum of the board exists where a simple majority of the directors (six (6) directors), to include the president, and the vice president or treasurer, who are members in good standing, is present at a duly called regular or special meeting of the board. In the event the president, vice president or treasurer is disqualified from constituting a quorum, the secretary shall replace the disqualified officer in order to constitute the quorum. If a quorum of the board of directors is not present, a simple majority of the directors present may adjourn the meeting.

Section 4. *Board Actions.* Only board decisions approved by a quorum of the directors present at a duly noticed board meeting shall be deemed official acts of the board of directors binding on the Corporation.

Section 5. *Presumption of Assent.* It shall be presumed that a director assented to an action of the board where a quorum is present, unless the director votes against the proposed action during the meeting and that dissent is duly recorded in and approved by the board as the official record of the meeting minutes.

Section 6. *Voting.* Each director whose membership is in good standing for at least six (6) months prior to any vote, and whose continued participation on the board is not then subject to a motion for removal, may vote at a meeting of the board.

Section 7. *Meeting Procedure.* The president, or the vice president, shall preside over all meetings of the board of directors, facilitate discussion and maintain parliamentary order consistent with Robert’s Rules of Order.

ARTICLE VII
COMMITTEES

Section 1. *Committee Formation.* The board of directors shall possess the exclusive authority to create, maintain, disband or reconstitute, as necessary, committees, whether ad-hoc or standing, of one or more members to address special projects pertaining to the Corporation's affairs.

Section 2. *Committee Chair Appointment.* The president shall possess the exclusive authority to appoint, re-appoint, or replace committee chairs, at the commencement of each president's term in office, subject to approval of the board of directors. Each committee chair shall serve at the pleasure of the board of directors.

Section 3. *Committee Chair Duties.* The committee chair shall schedule and preside over all committee meetings, maintain a committee membership list, maintain minutes of committee meetings, assign committee work to committee members as necessary, and report to the board on the committee's activities on a monthly basis.

Section 4. *Standing Committees.* The Corporation shall maintain the following standing committees, whose committee chairperson shall simultaneously serve as a corporate director:

- 4.1 Membership Committee: The membership committee coordinates membership recruitment, maintains the membership list, conducts membership orientation meetings, and issues membership voting cards.
- 4.2. Public Affairs Committee: The public affairs committee provides marketing and technology support relating to the Corporation's newsletter and website to promote the Corporation's activities.
- 4.3. Fund Development Committee: The fund development committee serves as the clearinghouse for general philanthropic giving and coordination of the Corporation's annual gala.
- 4.4. Economic Development Committee: The economic development committee promotes both economic and business development in the minority community through mentorship and business opportunities.
- 4.5. Technical Assistance Committee: The small business technical assistance committee develops and sponsors business capacity building educational opportunities for the membership.
- 4.6. Education Committee: The education committee tracks activities relating to and provides the membership with recommendations on ways to meet community educational needs, facilitates youth mentoring activities, and manages the Corporation's scholarship programs.
- 4.7. Government Affairs Committee: The government affairs committee identifies and makes recommendations on local, state and national policy issues of concern to the Corporation, and serves as the liaison between government officials and the Corporation.

ARTICLE VIII

MEMBERS

Section 1. *Membership List.* The Corporation shall maintain at all times a current list of members to include, but not limited to, each members name, address, telephone number, email, and membership start and end date.

Section 2. *Members in Good Standing.* All members whose annual membership dues are fully paid and current, as of the date of any particular motion presented to the membership for a vote, shall be considered in good standing.

Section 3. *Regular Membership Dues.* Any person wishing to become a regular member of the corporation shall pay annual membership dues, in an amount to be decided on an annual basis by the board of directors.

Section 4. *Member Motions.* Any member in good standing may present a motion on any issue, except issues relating to officer elections, for a vote at any general meeting. For a motion initiated by a member during a general meeting to pass, it must receive at least sixty-seven percent (67%) of the members in good standing present at the meeting.

Section 5. *Member Voting.* Each member in good standing shall be entitled to one vote, at the time specified by the president or board of directors for voting, on each matter submitted by the president, board of directors or a member to the general membership for a vote.

Section 6. *Membership Termination & Resignation.* Membership shall be considered automatically terminated without notice to any member, whether an individual or corporation, when that member is no longer in good standing or upon the president's receipt of a member's written resignation of membership in the Corporation. In the event a member resigns their membership in the Corporation, they shall be entitled to receive a pro-rated refund on dues.

Section 7. *Emeritus Members.* In recognition of the value of their service to the Corporation, any member, following his or her term as the Corporation's president, shall be entitled to request Emeritus Member status, affording him or her all the rights and privileges of full membership in the Corporation without the obligation to pay dues. Emeritus members shall be considered members in good standing.

ARTICLE IX

GENERAL MEMBERSHIP MEETINGS

Section 1. *Annual Meeting.* The general membership annual meeting shall be held each year on the third Saturday of June and at a time specified by a majority of the board of directors, or otherwise at a duly called special meeting of the members, for the purpose of electing directors of the corporation.

Section 2. *Monthly Meetings.* The general membership monthly meeting shall generally be held on the last Saturday of each month at a time and place to be specified by the president.

Section 3. *Special Meetings.* Special meetings of the general membership may be called by a quorum of the board of directors for any purpose.

Section 4. *Place of Meetings.* The board of directors may designate any place within King County, as the place for any annual meeting, monthly meeting, or special meeting.

Section 5. *Quorum.* A majority of the general membership in good standing present at a meeting, shall constitute a quorum at that meeting.

Section 6. *Meeting Procedure.* The president, or their designee, shall preside over all general membership meetings, recognize speakers, facilitate discussion and maintain parliamentary order consistent with Robert's Rules of Order.

ARTICLE X

ELECTIONS

Section 1. *Elections Committee.* A quorum of the board shall by affirmative vote, appoint an elections committee chairperson during the month of March of the election year. The elections committee chairperson shall be a member in good standing and not a current officer or director of the Corporation. The elections committee chairperson and the president may each appoint one (1) member in good standing to serve on the elections committee. The elections committee shall serve in such capacity until the installation of the newly elected officers.

- 1.1. Duties: The election committee shall establish and issue the nomination and election timetable in the month of April, receive the election slate and any individual nominations, confirm candidate eligibility, confirm acceptance of nominations, issue an election ballot (to include Candidate Statements), establish and enforce election rules and procedures, confidentially receive and verify election results, maintain voting confidentiality, and regularly report to the board on the status of the elections.
- 1.2. Disqualification: The elections committee chairperson and committee members may not run for elected office or serve as a director in the Corporation concurrent with their service on the elections committee.

Section 2. *Candidate Requirements.* Only members in good standing, who have maintained their good standing status for least six (6) months prior to the date set for the election, may seek election to a Corporate officer position. Candidates for the position of president must be a part owner or owner in a business.

Section 3. *Nominations.* Any member in good standing may nominate themselves or another member in good standing for election to an officer position. The nominee's name, and the position for which they are being nominated, must be submitted on the date and in the manner prescribed by the elections committee.

- 3.1. Candidate Slate: Each candidate for the position of president may nominate a slate of candidates, to include some or all of the remaining officer positions, on the date and in the manner prescribed by the elections committee.

- 3.2. Nomination Confirmation: The elections committee shall confirm directly and in writing with each person nominated for office, whether individually or as part of a candidate slate, that he or she accepts the nomination. In the event a person nominated accepts such nomination, they shall submit a candidate statement to the elections committee for inclusion in the ballot.

Section 4. *Candidate Statements*. The elections committee shall prescribe the length of candidate statements, and collect and present the same, as part of the election ballot, to the membership.

Section 5. *Ballots*. The elections committee shall issue the official election ballot to eligible voters, and provide for an election process that allows for voting via email, the Corporation's website, and in-person on Election Day.

Section 6. *Voting*. Only members in good standing are eligible to vote on the election of the Corporation's officers.

Section 7. *Election*. Election Day shall be the date established by the board as the regular general membership meeting in the month of May of the election year.

Section 8. *Installation*. The newly elected officers shall take office at the June general membership meeting of the election year.

ARTICLE XI

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. *Contracts*. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. No member may financially commit the corporation unless such action is approved by at least sixty-seven percent (67%) of the board of directors.

Section 2. *Loans*. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. *Checks, Drafts, or Orders*. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. The President, Vice President, Secretary, and Treasurer shall be signatories on the corporate checking account. Two signatories shall be required for any check drafted on order.

Section 4. *Deposits*. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE XII

CORPORATE LOGO

The board of directors shall maintain and protect the use and integrity of the Corporation's logo, which shall be solely used in connection with official Corporate activity as determined by a quorum of the board.

ARTICLE XIII

NOTICES

Section 1. *Notices*. Meeting notices shall be issued for all regular and special meetings of either the board of directors or general membership, and may be delivered by or at the direction of the president, or the president's designee to each board member or member, as the case may be, in good standing by telephone, email, mail or posted to the Corporation's website; provided, however, that a member entitled to such notice may waive the requirement.

- 1.1. Content of Notices Generally. All notices shall include the date, time and location of a proposed meeting, along with identity of the convening authority, and shall be delivered not less than five (5) days before the date of the meeting.
- 1.2. Content Special Meeting Notices. Special meeting notices, whether to the general membership or board of directors, shall be delivered not less than forty-eight (48) hours before the time fixed for the meeting, identify with specificity the convening authority, and clearly state each purpose for which the special meeting is being called.

ARTICLE XIV

AMENDMENTS

These bylaws may be amended in writing in whole or part by the board of directors at any regular or special meeting of the board; provided, however, that the number of directors shall not be increased or decreased, and changes to the bylaws shall be reported to the membership at the next regular general membership meeting.