

**CONSTITUTION OF THE
NATIONAL ASSOCIATION FOR THE
ADVANCEMENT OF COLORED PEOPLE**

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**CONSTITUTION OF THE
NATIONAL ASSOCIATION FOR THE
ADVANCEMENT OF COLORED PEOPLE**

PREAMBLE

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

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

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

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

NAACP VISION STATEMENT

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

NAACP MISSION STATEMENT

The mission of the National Association for the Advancement of Colored People is to ensure the political, educational, social and economic equality of rights of all persons and to eliminate racial hatred and racial discrimination.

**ARTICLE I
NAME**

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

**ARTICLE II
OBJECTIVES**

The principal objectives of the Association shall be to ensure the political, educational, social and economic equality of all citizens; to achieve equality of rights and eliminate race prejudice among the citizens of the United States; to remove all barriers of racial discrimination

through democratic processes; to seek enactment and enforcement of federal, state and local laws securing civil rights; to inform the public of the adverse effects of racial discrimination and to seek its elimination; to educate persons as to their constitutional rights and to take all lawful action to secure the exercise thereof, and to take any other lawful action in furtherance of these objectives, consistent with the NAACP's Articles of Incorporation and this Constitution.

ARTICLE III ORGANIZATIONAL STRUCTURE

1. *(Units)*

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

2. *(NAACP Regions)*

The Association shall be divided into seven geographical Regions as set forth in Article IX(9)(a) of this Constitution for the purpose of electing representatives to the Board of Directors and to various committees of the Annual Convention. These Regions shall be in legislative session at the Annual Convention only.

3. *(Official Publication)*

The Association shall have an official publication known as *The Crisis*, published by Crisis Publishing Company, Inc.

4. *(Official Fundraising Arm)*

The Association shall have an official fundraising arm known as the NAACP Foundation.

ARTICLE IV MEMBERSHIP

1. *(Qualifications)*

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

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Directors and by paying in advance the annual membership fee established by the Board of Directors.

2. (Categories of Membership)

The Board of Directors shall have the power to create or discontinue categories of membership and establish such fees as it may deem desirable from time to time, and to issue appropriate certificates of membership.

3. (Indemnification)

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

A member or Unit that commences any external action, suit or proceeding against the Association or any Unit thereof, or against any director, officer, employee or member of the Association or any Unit thereof with respect to matters concerning the internal operations of the Association, shall indemnify the Association, the Unit, and all directors, officers, employees and members of the Association and Unit, for all costs and attorney fees incurred in connection with defending against such external action, suit or proceeding, irrespective of the outcome of such action, suit or proceeding. In any action brought by the Association to recover such costs and attorney fees, the member or Unit involved consents to the personal jurisdiction of any state or federal court in Baltimore, Maryland, and agrees that any litigation concerning the recovery of such costs and attorney fees shall be brought in a state or federal court in Baltimore, Maryland.

**ARTICLE V
GOVERNANCE**

1. (Board of Directors)

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

- a. Establish all major administrative and other policies governing the affairs of the Association.
- b. Designate and/or elect all officers of the Association.

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- c. Fill all vacancies in the offices of the Association and unexpired terms of the Board of Directors as specified in Section 7 of this Article.
- d. Acquire, own, manage, invest and dispose of property, both real and personal, stock, certificates and securities or otherwise, in the name of the Association.
- e. Create Standing Committees as prescribed in Article VIII of this Constitution.
- f. Create and dissolve such special committees of the Board of Directors as it considers advisable to carry out the purposes of the Association. Such special committees deemed no longer necessary shall be dissolved.
- g. Create from time to time such regions, divisions, departments or bureaus of the Association as it may deem advisable to carry out the objectives of the Association.
- h. Establish such Units of the Association in such places and under such conditions as it sees fit. Each Unit shall be administered under a charter granted to it by the Board of Directors and in accordance with this Constitution.
- i. Establish such personnel rules and policies as may be required for the successful administration of the Association.
- j. Set membership fees and categories of membership.
- k. Cause an Annual Convention to be held at such time and place as it may designate and consider resolutions adopted therefrom.
- l. Cause an annual meeting of the Board of Directors to be held in accordance with this Constitution.
- m. Perform such other acts as may be necessary to carry out the responsibilities and duties imposed on it by this Constitution.

2. (Composition)

The Board of Directors shall not exceed sixty-four (64) members, of whom twenty-one (21) shall be elected from the seven (7) Regions, three (3) from each Region; seven (7) shall be elected from the Youth Councils, Junior Youth Councils, High School Chapters, Young Adult Councils and College Chapters, one (1) from each Region; twenty-one (21) shall be elected at large; twelve (12) shall be elected by the Board of Directors; and three (3) shall be elected by the Annual Convention. The Chair of the National Youth Work Committee shall serve as an ex-officio, non-voting member on the Board of Directors.

3. (Qualification)

Any member in good standing with the Association, who has been a bona fide member for at least 180 calendar days prior to the date nominations are made, and who has not been an employee of the Association or any of its Units during the two-year period prior to the date nominations are made shall be eligible to be nominated, elected and serve on the Board of Directors.

4. (Term of Office)

- a. *Regional, At-Large, Board of Directors, Annual Convention.* All directors except those elected exclusively by Youth Units shall serve three-year terms. No member elected by either the Region or the Board of Directors may be elected for more than four (4) consecutive three-year terms; any member who has been elected for four (4) consecutive terms shall not be eligible for nomination and election by the Region or the Board of Directors until one year following the expiration of his or her four (4) consecutive three-year terms (12 years). However, any such member shall be eligible for nomination and election as an at-large or convention candidate.
- b. *Youth Regional.* The seven (7) members elected exclusively by Youth Units shall serve two-year terms. No such member may be elected for more than two (2) consecutive two-year terms. In no event shall such a member serve beyond his/her 25th birthday.

5. (Compensation)

The Directors shall serve without compensation but may be reimbursed for necessary out-of-pocket expenses at the discretion of the Board of Directors.

6. (Meetings)

- a. *Regular Meetings.* There shall be four regular meetings annually of the Board of Directors at a place designated by the Board of Directors to be held on *the third Saturday in February, the third Saturday in May, the third Saturday in October,* or such other times as decided from time to time by the Board of Directors, and on a day during the Annual Convention, as designated by the Board of Directors at a place as may be decided by the Board of Directors.
- b. *Special Meetings.* A special meeting of the Board of Directors *may* be called by the Chair at any time and *shall* be called by the President and CEO and held within ten (10) calendar days after his/her receipt of a written demand from any fifteen (15) members of the Board of Directors. The object of such meeting *must* be stated in the *demand and in the notice* thereof, and the business transacted in the meeting shall be limited to the objective so stated.

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- c. *Notice.* The Chair of the Board of Directors shall give the members of the Board of Directors thirty (30) calendar days written notice of its regular meetings and three (3) business days written notice of any special meeting.
- d. *Quorum.* The presence of one-half (1/2) of the voting membership of the Board of Directors shall constitute a quorum and the act of a majority of the voting members present at a meeting at which there is a quorum shall be the act of the full membership. In absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the voting members present without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.
- e. In the event that the provisions herein do not address a specific procedural question during any Board meeting, the latest edition of *Robert's Rules of Order* shall apply

7. (Vacancies)

- a. *By Region.* In the case of a vacancy among those Directors elected by the Region, an interim replacement shall be elected by the majority vote of a committee comprised of the State/State-Area Conference Presidents in the Region in which the vacancy occurs. The President and CEO of the Association shall convene a meeting of such committee within thirty (30) calendar days after the vacancy has occurred for the purpose of filling such vacancy. The person so elected shall serve for the balance of the unexpired term.
- b. *By Youth Units.* In the case of a vacancy among those Directors elected by Youth Units in a Region, an interim replacement shall be elected by the majority vote of a committee comprised of the Regional National Youth Work Committee representative and the State/State-Area Youth and College Chapter Presidents. The National Youth Work Committee representative will serve as an ex-officio member of the committee. The President and CEO of the Association shall convene a meeting of such committee within thirty (30) calendar days after the vacancy has occurred for the purpose of filling such vacancy. The person so elected shall serve for the balance of the unexpired term.
- c. *By At-Large, by Convention and by Board of Directors.* Any vacancy occurring during the year among those directors elected by at-large, by the Annual Convention or by the Board of Directors itself, may be filled by the Board of Directors at any regular meeting of the Board of Directors, provided thirty (30) calendar days notice is given the Board of Directors membership that such action is to be taken at such meeting. The person so elected shall serve for the balance of the unexpired term.

**ARTICLE VI
OFFICERS**

1. *(Composition)*

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

2. *(Qualification)*

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

3. *(Term of Office)*

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

4. *(Vacancies)*

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

5. *(Officers Pro Tem)*

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

**ARTICLE VII
DUTIES OF OFFICERS OF ASSOCIATION**

1. *(Chair)*

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

2. *(Vice-Chair)*

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

3. *(President and CEO)*

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

4. *(Treasurer)*

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

5. (Assistant Treasurer)

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

6. (Secretary)

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

7. (Assistant Secretary)

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

**ARTICLE VIII
COMMITTEES OF THE BOARD OF DIRECTORS**

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

All committees shall be chaired by Board members. The Chair of the Board of Directors shall recommend, subject to ratification by majority vote of the Board of Directors, all committee chairs and members.

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

1. (Executive Committee)

- a. The Executive Committee shall consist of seventeen (17) members to include the Chair, Vice Chair, Treasurer, Assistant Secretary, Chair of the NAACP

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

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

- (1) decide all matters of policy as may arise between meetings of the Board of Directors, consistent with policy determinations established by the Board of Directors;
- (2) hire and evaluate the job performance of the President and CEO;
- (3) review, develop and update human resource policies and procedures; and
- (4) in consultation with the President and CEO, develop a meeting agenda and ensure the production of necessary materials for Board of Directors meetings.

c. Qualifications of the Executive Committee

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

d. Term of Office of Executive Committee

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

e. Vacancies on Executive Committee

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

f. Meetings of Executive Committee

The Executive Committee shall meet between regular meetings of the Board of Directors a minimum of four (4) times per year on days to be determined by the

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Chair. Any meeting, including a conference telephone call, in which a quorum of members of the Executive Committee participate, shall constitute a proper meeting of the Executive Committee, provided that written notice of date and time for such meeting is transmitted to the members of the Executive Committee at least seven (7) calendar days prior to such meeting. A written report of its meeting shall be delivered at the next regular or special meeting of the Board of Directors and shall be subject to the ratification of the Board of Directors. The minutes of the Executive Committee meetings shall be kept at each of its meetings. A majority of the members of the Executive Committee shall constitute a quorum.

2. (ACT-SO Committee)

- a. The Afro Academic Cultural Technological Scientific Olympics (hereinafter “ACT-SO”) Committee shall consist of a majority of Board members and may include non-Board member Trustees and members of the Association.
- b. The duties of the ACT-SO Committee shall be to:
 - (1) recommend policies and guidelines for the Association’s ACT-SO program;
 - (2) provide oversight of the implementation of the ACT-SO program; and
 - (3) in consultation with the President and CEO, recommend annual work plans and resources to effectively implement the ACT-SO program.

3. (Audit Committee)

- a. The Audit Committee shall consist of Board members and the Treasurer of the NAACP Foundation.
- b. The duties of the Audit Committee shall be to:
 - (1) select an auditor;
 - (2) develop requests for audit proposals, review bids and recommend selection of an auditor to assess the financial operations of the Association;
 - (3) meet with the auditor to review audit processes and procedures and to make a final report;
 - (4) provide oversight of staff development of a bookkeeping and audit program to be used by Units of the Association; and

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

4. (Convention Planning Committee)

a. The Convention Planning Committee shall:

- (1) provide oversight of the planning and programming for the National Convention in accordance with procedures established by the Board of Directors;
- (2) ensure that all vendors, including hotels and transportation vendors practice equal opportunity; and
- (3) select sites for the NAACP Annual Convention in consultation with the Time and Place Committee.

5. (Finance Committee)

a. The Finance Committee shall:

- (1) ensure overall financial health and success of the Association by overseeing financial policies and procedures and budget-related decisions;
- (2) provide oversight of the development of an annual budget for the Association to be adopted at the October Board of Directors Meeting;
- (3) provide oversight of the development policies and procedures to ensure that the Association is performing within the parameters of the budget and that Association is not taking any undue financial risk(s);
- (4) recommend financial guidelines to the Board of Directors for major expenditures or activities that have budget implications;
- (5) ensure the Board receives accurate and timely financial reports and statements;
- (6) recommend investment policy;
- (7) recommend the fundraising strategies and activities of the Association; and
- (8) provide oversight of the Compensation and Reimbursement Subcommittee.

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

6. (*Image Awards Committee*)

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

7. (*Legal Committee*)

- a. The Legal Committee shall:
 - (1) monitor and report on operations of the Office of the General Counsel;
 - (2) monitor and report on the corporate civil litigation of the Association;
 - (3) monitor and report on the civil rights litigation of the Association;
 - (4) provide oversight of the development of strategies for civil rights advocacy for the Association;
 - (5) monitor and report on developments in the area of civil rights law;
 - (6) review and recommend corporate interest/risk management policies and procedures; and
 - (7) provide oversight of the development by the President and CEO of policy, tactics and strategies for the maintenance and expansion of civil rights law.

8. (*Membership and Units Committee*)

- a. The Membership and Units Committee shall:
 - (1) provide oversight of the administration of units, in compliance with the policies and procedures of the Association;
 - (2) make recommendations to the Board of Directors on the granting of charters for new Units of the Association;
 - (3) provide oversight of the development of an Association-wide program to increase membership;
 - (4) make recommendations to the Board of Directors on membership classification and fees;

- (5) provide oversight of all election procedures and processes of the units of the Association;
- (6) provide oversight of the development of a unified Constitution and a Policy and Procedure Handbook for the Association;
- (7) support the on-going work of the NAACP and its units; and
- (8) provide oversight of training for all NAACP units and officers on the policies and procedures of the Association.

9. (*Advocacy and Policy Committee*)

- a. The Advocacy and Policy Committee shall serve the purpose of recommending the civil rights advocacy agenda of the Association. Its duties shall be to recommend policy and advocacy proposals for consideration by the Board of Directors, and to provide oversight and coordinate the work of the Association's policy committees.
- b. In making appointments to the Advocacy and Policy Committee, the Board Chair shall take into consideration the expertise required in the policy areas addressed by the Association's policy committees.
- c. The policy committees of the Association consist of the following:
 - (1) Committee on Criminal Justice
 - (2) Committee on Economic Development
 - (3) Committee on Education
 - (4) Committee on Health
 - (5) Committee on Housing
 - (6) Committee on International Affairs
 - (7) Committee on Labor
 - (8) Committee on Political Action
- d. All policy committee chairs shall be members of the Policy and Advocacy Committee.
- e. The duties of the policy committees shall be to:

- (1) recommend to the Policy and Advocacy Committee policy, advocacy, and programmatic activities pertaining to civil rights concerns within their respective areas;
- (2) provide oversight of implementation of the programs and policies of the Association within their respective areas;
- (3) recommend policies to increase the advocacy capacity of the Association's units within their respective areas;
- (4) in consultation with the President and CEO, recommend annual work plans and resources to effectively implement the policies and programs within their respective areas.

10. (*Religious Affairs Committee*)

a. The Religious Affairs Committee shall:

- (1) in consultation with the President and CEO, enlist the support of religious leaders to promote an educational program to give moral and ethical interpretation to the civil rights struggle as an integral part of accomplishing the mission of the Association;
- (2) in consultation with the President and CEO, work with religious groups on the membership, fundraising and political empowerment activities of the Association; and
- (3) in consultation with the President and CEO, recommend annual work plans and resources to effectively implement the policies and programs related to religious affairs.

11. (*National Youth Work Committee*)

a. The National Youth Work Committee shall:

- (1) recommend to the Board of Directors policy, advocacy, and programmatic activities pertaining to the civil rights concerns of African American and other young people;
- (2) provide oversight of the implementation of these programs and policies;
- (3) recommend policies to increase the advocacy capacity of the Association's youth units; and

- (4) in consultation with the President and CEO, recommend annual work plans and resources to effectively implement youth programs.
- b. At the meeting following the election of new members at the Convention, the National Youth Work Committee shall convene, at a time and place to be printed in the Convention Program, for the purpose of electing a Chairman and Vice Chairman. The officers shall serve for a period of one year. The National Youth Work Committee Chairmanship, insofar as possible, shall be rotated among the Regions from year to year.
- c. Between Conventions, the Committee shall advise and recommend to the programs and policies pertaining to the Youth Program to the Board of Directors. The Committee shall apprise the Board of Directors of the status of the NAACP Youth and make recommendations for the development of the Youth Program.
- d. The Regional members of this Committee shall be elected by the Regions at the first Regional meeting at the Convention, and the names of the members shall be reported to the Convention at the next plenary session. Members so elected shall take office immediately following the close of the Convention and each shall serve a two-year term. Seven (7) adult members are to be elected in even-numbered years, and seven (7) youth members are to be elected in odd-numbered years. Within thirty (30) days of the election, the youth members of the National Youth Work Committee must provide to the Chairman of the Board of Directors proof of age. In no event shall a person seated as a youth member serve beyond his or her twenty-fifth (25) birthday.
- e. The Committee shall meet three (3) times a year between Conventions. It may meet at the call of the Chairman during the Convention and thereafter.
- f. In the case of a vacancy among those representatives elected by Youth Units in a Region, an interim replacement shall be elected by the majority vote of a committee comprised of the Regional Youth Representative to the Board of Directors and the State/State-Area Conference Youth and College Division Presidents. The President and CEO of the Association shall convene a meeting of such committee within thirty (30) calendar days after the vacancy has occurred for the purpose of filling such vacancy. The person so elected shall serve for the balance of the unexpired term.

**ARTICLE IX
CONVENTION**

1. *(Purpose of the Convention)*

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

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

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

3. (Representation)

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

<u>Unit Members</u>	<u>Voting Delegates</u>
Youth Units from 25 to 49	2
Branches and Youth Units from 50 to 100	4
101 to 500	6
501 to 1,000	8
1,001 to 2,500	10
2,501 to 5,000	12
5,001 to 10,000	14
10,001 to 20,000	16
20,001 to 25,000	18
Over 25,000	1 Additional vote for every 2,500 members
State/State-Area Conference	1
State/State-Area Conference Youth and College Division	1

- b. Representation shall be based on the Unit membership which includes no more than 24 youth members as recorded in the National Office, ninety (90) calendar days prior to the opening date of each Annual Convention.
- c. All voting at Annual Conventions must be by delegates present who have been duly elected as voting delegates by their Units. Voting may not be exercised by proxy.
- d. Each Unit in good standing is entitled to elect a number of alternate delegates equal to the number of its voting delegates. Alternate delegates shall be permitted to vote in place of absent delegates.

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

4. (*Election of Delegates*)

- a. Delegates to the Annual Conventions are elected by the Branches and Prison Branches at their regular monthly meetings prior to the Annual Convention.
- b. Delegates representing State/State-Area Conferences shall be elected at the meeting of the State/State-Area Conference preceding the Annual Convention, or by special meeting called in accordance with bylaws of the State/State-Area Conference.
- c. Each delegate must present to the National Convention a credential blank certifying election as delegate, signed by the President and Secretary of the Unit. Blank credential forms for certificates and duplicate certificates are furnished by the National Office. A duplicate of all such certificates must be returned to the National Office and the original thereof presented to the Annual Convention.
- d. Each State/State-Area Conference delegate must present to the Convention a certificate of election as delegate signed by the President and Secretary of the State/State-Area Conference.
- e. Delegates to the Annual State/State-Area Conference Conventions are elected by the Branches, Prison Branches, Young Adult Councils, Youth Councils, and College Chapters in accordance with the approved bylaws of the particular State/State-Area Conference.
- f. State/State-Area Conference Conventions are elected by the Branches, Prison Branches, Young Adult Councils, Youth Councils, and College Chapters may elect Nominating Committees to facilitate the selection of Delegates to the Annual National Convention or the State/State-Area Conference Convention. If this approach is used, nominations by petition will also have to be allowed. Approved bylaws for the entities should govern such procedure.
- g. Members of the Board of Directors shall have voting privileges in State/State-Area Conferences of which they are residents as well as in the Annual Convention.

5. (*Participation by Delegates*)

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

of all such certificates must be returned to the National Office and the original thereof presented to the Convention.

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

6. (Convention Registration)

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

7. (Chairman of Plenary and Legislative Sessions)

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

8. (Convention Agenda)

A Plenary Legislative Session for the consideration of resolutions, reports and elections is required. The Legislative Session shall convene not later than 10:00 a.m. on the second day with a report from the Chairman of the Resolutions Committee.

9. (Structure of Convention)

a. *Regions*

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

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

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

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

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

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

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

Region VII – District of Columbia, Maryland and Virginia.

b. *Committees*

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

(1) ***Resolutions Committee***

A. The Committee on Resolutions: The Committee on Resolutions shall be composed of thirty-five (35) members; twenty-one (21) of whom shall be elected annually at the Convention from the seven (7) Regions established by the Board of Directors; seven (7) members shall be appointed by the Chairman of the Board of Directors, one of whom shall serve as Chairman; and seven (7) members appointed by the Chairman of the Resolutions Committee, three (3) of whom shall be youth. It shall take charge of all resolutions referred to it and report thereon to the Convention not sooner than 10:00 A.M. on the second day and not later than 10:00 A.M. on the third day of the Convention. It shall consider resolutions on the following basis:

- (i) The Committee shall take charge of all resolutions referred to it. A report of its deliberation shall be made by the Chairman of the Committee during the Legislative Session(s) at the Annual Convention.
- (ii) No new resolution not previously submitted to the Resolutions Committee by May 1st may be presented to the full Convention as an emergency resolution submitted to the Resolutions Committee unless it shall be an emergency matter submitted to the Chairman of the Board of Directors in writing and so declared by the Chairman of the Board of Directors following consultation with the Chairman of the Resolutions Committee and the President and CEO.

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

- (iii) The Convention shall consider only resolutions which propose material changes in Association policies or programs of action. This means resolutions which genuinely modify or amend existing policies or programs; propose matters not heretofore part of Association policies or programs; or eliminate existing Association policies or programs. Where no material change is made in existing resolutions, they continue to be in force.
 - (iv) The Resolutions Committee shall be responsible for determining, for each proposed resolution, whether it meets the criteria of newness or of material modification of existing resolutions. Its decisions shall be final, unless made the subject of a minority report. The determinations of the Resolutions Committee as to procedural acceptability under this and the preceding paragraph shall be in addition to their determinations on the substantive merits of proposed resolutions.
 - (v) No resolution which has been presented to the Resolutions Committee and has failed to receive even a minority report shall be considered by the full Convention. A minority report of the Resolutions Committee must be signed by at least 14 members of the Resolutions Committee who voted against the report when the final vote was taken in the Committee and who there announced that they were going to present a minority report to the Convention.
- B. Vacancies. Vacancies on the Resolutions Committee shall be filled by the respective original appointing/electing authorities.
 - C. Meetings. The Committee shall meet in Baltimore for not more than three (3) days in May of each year, and prepare resolutions for consideration by the Annual National Convention and at such other time as the Chair of the Resolutions Committee may deem appropriate.
 - D. Distribution of Resolutions. The President and CEO shall be responsible for the mailing of the Resolutions Committee's report by June 1st to all NAACP Branches, State/State-Area Conferences, High School and College Chapters, Youth Councils and Young

Adult Councils, and any other subordinate Units of the Association. The Committee's report shall be placed in the Convention kit distributed to each delegate at the Annual Convention.

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

- A. The Committee on Time and Place shall be composed of seventeen (17) members; one (1) adult from each of the seven (7) Regions, five (5) members of the Board of Directors, three (3) members of the staff designated by the President and CEO, and two (2) youth members. The Committee shall evaluate all invitations from Branches desiring to host subsequent conventions and shall report its recommendations to the Convention at the designated Business Session.
- B. A minority report of the Time and Place Committee must be signed by at least five (5) members of the Time and Place Committee who voted against the report.
- C. The Committee's meeting shall be held at the Annual Convention.

(3) ***Credentials Committee***

- A. The Committee on Credentials shall be composed of forty-two (42) members, four adult and two youth from each Region. The Committee on Credentials shall examine and report upon the credentials of all delegates to the Convention as the first order of business after reading of minutes of each Business Session. All disputes that arise regarding credentials shall be reported to the Committee and its rules for settlement of such disputes shall be announced. The Committee may hold hearings and consider such evidence as is pertinent to determine the validity of challenged credentials.

(4) ***Rules Committee***

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

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

10. (Annual Elections Supervisory Committee)

a. *Composition.*

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

b. *Term of Office.*

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

c. *Duties.*

The Annual Elections Supervisory Committee shall supervise Annual Convention, Regional, and at large nominations and elections to the Board of Directors and certify the results thereof to the Board of Directors.

11. (Nomination of Candidates for Board of Directors)

a. *Regional Adult Nominations for Board of Directors*

- (1) Each of the seven (7) Regions during the Annual Convention shall nominate not more than three (3) adult candidates for the Board of Directors. Nominations shall be made at the Regional meeting designated for that purpose known as the Candidate Selection Meeting, to be held not later than the third business day of the Convention. The names and qualifications of all candidates shall be presented to the adult delegates. A candidate need not be a delegate or be present, provided the candidate's written consent to his/her nomination is presented at the time of nomination.

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

b. *Youth Regional Nominations to Board of Directors*

- (1) The Selection of Regional youth nominees to the Board of Directors shall take place during the Candidate Selection Meeting of each Region. The Youth delegates in each of the seven (7) Regions shall nominate not more than three (3) candidates for the Board of Directors. The names and qualifications of all candidates shall be presented to the youth delegates. A candidate need not be a delegate or be present, provided the candidate's written consent to place his/her name in nomination is presented at the time of nominations.
- (2) The youth delegates may decide by two-thirds majority vote of those present and voting to limit the number of youth nominees to less than three (3). All voting shall be by secret ballot and limited to the accredited youth delegates. A simple majority of the youth delegates present and voting shall be required to elect a nominee. All Regional youth nominees shall be reported to the Convention at the earliest Legislative Session following the Candidate Selection Meeting and certified to the Annual Elections Supervisory Committee by the Chairman of that Session.

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

- (1) The Association shall have a Nominating Committee consisting of seven (7) members in good standing of the Association; of which three (3) adults and one (1) youth shall be elected annually by the delegates to the Annual Convention and three (3) shall be elected annually by the Board of Directors from its own members. Each of the four (4) members elected at the Convention shall come from a different Region. Members of the Nominating Committee during their term of service are ineligible for nomination to the Board of Directors.
- (2) The National Nominating Committee shall nominate seven (7) Members-At-Large to the Board of Directors at its Annual Nominating Committee Meeting which shall be held no later than September 1st annually. The

Annual Nominating Committee shall submit its nominations to the Annual Elections Supervisory Committee no later than September 15th annually.

d. *Independent Nominations*

- (1) A member in good standing may become a candidate for election to the Board of Directors by means of an Independent Nomination petition. The format and sample forms for Independent At-Large, Regional and Youth petitions shall be provided by the Annual Elections Supervisory Committee to each Regional Office by July 15th of each year.
- (2) Independent Nominations may be made as follows:
 - A. Regional Nominations may be made by petition signed by not less than one hundred and fifty (150) members of the Association in good standing from active Branches in the particular Region from which the nominations are being made.
 - B. Youth Nominations may be made by petition signed by not less than twenty-five (25) members in good standing from chartered and active Youth and Young Adult Councils, High School and College Chapters in the respective Region.
 - C. Nominations-At-Large may be made by petition signed by not less than three hundred (300) members of the Association in good standing.
- (3) Petitions for all Independent Nominations shall be forwarded by certified mail to the Annual Elections Supervisory Committee at the National Office postmarked no later than **September 15th annually**. After receipt of all Independent Nominating Petitions, but no later than **October 15th**, the Annual Elections Supervisory Committee shall begin the process of validating independent candidacies, which process shall be completed on or before **October 25th annually**.

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

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

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

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

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

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

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

The Board of Directors, upon satisfactory evidence that an elected officer or a member of the Board of Directors is guilty of conduct not in accord with the principles, aims and purposes of the Association, as set out in this Constitution, and as further defined by the Board of Directors, or is guilty of conduct inimical to the best interests of the Association, may at its discretion, by affirmative vote of two-thirds (2/3) of those present and voting, remove any elected officer or director for cause, after a full hearing pursuant to the rules and regulations adopted by the Board of Directors. The vacancy created by such action shall be filled for the balance of the term thereof as set forth in Article V, Section 7 of this Constitution.

2. *(Removal of Officers of Units)*

- a. If a Unit and its appropriate officers shall fail to inform the National Office in writing of its activities for period of four (4) consecutive months or shall fail to maintain the minimum number of fifty (50) members in the case of Branches, and twenty-five (25) in the case of Youth Units, as defined in the Bylaws for Units for a period of four (4) consecutive months, the Board of Directors may declare any or all of the offices of the Unit vacant and order a new election. Notice of removal shall be sent to the President, Secretary and Treasurer of the Unit and the State Conference by registered mail at their last addresses on file in the National Office and shall be published in the official communication organ of

the Association and published in a newspaper of general circulation in the jurisdiction of the Unit. Immediately upon the service of notice by the National Office, the officers of such Unit shall perform no further official acts and shall hold all records and monies of the Unit, subject to the disposition of the National Office. An officer of a Unit may be removed from office for failing to participate in activities directly related to the mission of the Association.

- b. Any member of the executive committee, except officers, or of any standing or special committee of a Unit, who shall (i) be absent from three (3) consecutive meetings (including general and executive committee meetings) without notice to the Secretary or President of the Unit or (ii) fail to perform the required duties for three (3) consecutive months or (iii) be absent from any six (6) meetings or 50% of the regularly scheduled meetings for that Unit with or without notice during a twelve month period, shall be removed by the executive committee of the Unit and replaced in accordance with Article VIII, Section 1e of this Constitution. A member of any standing committee may be directly removed by the Chair of the Committee for dereliction of duty.
- c. In the case of any officers who shall be (i) absent from three (3) consecutive meetings without notice or explanation to the Secretary or President of the Unit, or (ii) fail to perform the required duties for three (3) consecutive months or (iii) be absent from any six (6) meetings (including general and executive committee meetings) with or without notice in a twelve month period, the National Office is to be notified by the Secretary by way of a petition signed by the Secretary, the President and one (1) other member of the executive committee of the Unit. If the President or Secretary is in violation, then any three members of the executive committee shall sign the petition. The National Office shall recommend the removal of said officer by the Board of Directors at the next meeting of the Board of Directors following receipt of the petition.
- d. Any Unit officer, executive committee member elected at-large or any standing committee chairperson who shall fail to complete mandatory training as prescribed by the Board of Directors shall be removed. The National Office shall recommend the removal of said individual to the Board of Directors.

3. *(Removal of Members)*

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

4. (Automatic Revocation of Membership)

- a. The procedures contained in this Article shall constitute the sole means for resolving any dispute, claim, or complaint of the Board of Directors or of any member against the Association or any Unit, or any member or officer thereof. By accepting his or her membership in the Association, each member agrees to waive any right to injunctive relief with respect to the procedures contained in this Article and also agrees to exhaust all of the internal remedies provided in this Constitution. A member who commences any external action, suit or proceeding, whether civil, criminal, administrative or investigative, against any of the foregoing, shall have his or her membership automatically revoked. Such automatic revocation shall be effective after notification by the General Counsel to the Board of Directors upon terms and conditions as determined by the Board of Directors.

5. (Filing of Complaint)

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

- a. A complaint against an officer or executive committee member of a State/State-Area Conference may be initiated by any fifty (50) members from at least five (5) Units of the affected State/State-Area Conference and must be signed by such members and forwarded to the National Office, by regular mail, through the President & CEO, Executive Office; 4805 Mt. Hope Drive, Baltimore, Maryland 21215. The Complaint must include the officer's or executive committee member's mailing address.
- b. A complaint against an officer or member of a Prison Branch may be initiated by any twenty (20) members of the affected Branch and must be signed by such members and forwarded to the National Office, by regular mail, through the President & CEO, Executive Office, 4805 Mt. Hope Drive, Baltimore, MD 21215. The complaint must include the officer or member's mailing address.
- c. A complaint against an officer or member of a Branch may be initiated by any twenty (20) members of the affected Prison Branch and must be signed by such members and forwarded to the National Office, by regular mail, through the President & CEO, Executive Office, 4805 Mt. Hope Drive, Baltimore, MD 21215. The complaint must include the officer or member's mailing address.

- d. A complaint against an officer or executive committee member of a State/State-Area Conference Youth and College Division may be initiated by any twenty-five (25) members from at least five (5) Units of the affected State/State-Area Conference and must be signed by such members and forwarded to the National Office, by regular mail, through the director of the Youth and College Division, 4805 Mt. Hope Drive, Baltimore, MD 21215.
- e. A complaint against an officer or member of a Youth Council, Junior Youth Council, Young Adult Council, College Chapter or High School Chapter of the NAACP may be initiated by any five (5) members from at least five (5) affected Units of the affected Youth Unit and must be signed by such members and forwarded to the National Office, by regular mail, through the Director of Youth and College Division, 4805 Mt. Hope Drive, Baltimore, MD 21215.
- f. A complaint against any at-large member of the Association may be initiated by any 50 members of the Association and must be signed by such members and forwarded to the National Office, by regular mail, through the President and CEO or his/her designee, 4805 Mt. Hope Drive, Baltimore, MD 21215. In the case of an unaffiliated member, the complaint must include the member's mailing address.
- g. A complaint against an officer or a member of the Board of Directors may be initiated by any 20 members of the Association and must be signed by such members and forwarded to the Board of Directors through the Chairman and President and CEO, by regular mail, through the Corporate Secretary, 4805 Mt. Hope Drive, Baltimore, MD 21215.
- h. The President and CEO may file a complaint against any member of the Association or any officer of a Unit by submitting a signed complaint to the Board of Directors through its Membership and Units Committee.
- i. Where a complaint has been filed and the President and CEO is satisfied that there is danger of harm to the Association or Unit involved and that action is necessary, he may order any officer of a Unit or member of an NAACP Unit suspended pending a full hearing.

6. (*Notice of Complaint and Answer*)

Except as otherwise directed by the Board of Directors, the hearing procedures with respect to complaints filed under this Article shall be as follows: within fifteen (15) calendar days of receipt of the complaint or as soon thereafter as practicable, the President and CEO or his/her designee shall forward a copy of the complaint by regular mail to the officer or member against whom it has been filed at his or her last address of record. The respondent officer or member shall have fifteen (15) calendar days to file a written response by mail to the President

and CEO or his/her designee. The 15-day period shall commence from the time service of the complaint is complete. Service of the complaint upon the officer or member shall be deemed complete five (5) days after the complaint was mailed by the President and CEO or his/her designee.

7. *(National Office Review and Investigation)*

The National Office, upon receipt of the complaint, and the respondent's written response, if any, shall conduct an investigation, determine whether respondent(s) desires a hearing, render determinations and, within sixty (60) calendar days of the receipt of the complaint or as soon thereafter as possible, make findings and recommendations regarding the complaint and report the same to the Board of Directors. Upon receipt of the report of the National Office, the Board of Directors shall within five (5) days decide what, if any, disciplinary actions are warranted. If the Board of Directors believes disciplinary action may be warranted and respondent has requested a hearing, it shall order a hearing panel in the matter. The panel shall be appointed by the Chairperson of the Membership and Units Committee. The hearing panel shall convene within sixty (60) calendar days, or as soon thereafter as possible, after the Board of Director's decision to order a panel. The panel will conduct a hearing according to the hearing procedure. If respondent has not requested a hearing and the Board of Directors in its discretion decides no hearing is necessary, the Board of Directors shall proceed to reach a final decision after consideration of the staff's and/or Committee on Branches recommendation(s). In either event, the Board of Directors shall render its final decision within one hundred and eighty (180) days of the receipt of the complaint by the President and CEO or his/her designee, or as soon thereafter as practicable.

8. *(Hearing Procedure)*

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

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

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

10. (Action by the Board of Directors)

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

**ARTICLE XI
SUSPENSION AND REVOCATION OF CHARTER**

The Charter of Authority received by a Unit upon its admission to the Association may be suspended or revoked by the Board of Directors of the Association, whenever the Board of Directors shall deem it in the best interest of the Association; provided, however, that a full hearing on such changes, consistent with Article X, Sections 7 and 8, be held. Such charter suspension or revocation shall not invalidate the membership of any member of the Unit in the Association. Notice of the findings and action of the Board of Directors shall be sent by the President and CEO, by registered mail, to the President and Secretary of the Unit, and shall be published in the official organ of the National Association and in a newspaper of general circulation in the jurisdiction where the Unit is located. Upon receipt of the notice by the President or Secretary by mail, publication or otherwise of charter suspension or revocation, the Unit shall cease to function and the officers shall forthwith forward all records, property and monies of the Unit to the National Office where the same may be applied in its discretion for the benefit of the community wherein the Unit was located.

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

**ARTICLE XII
INDEMNIFICATION**

1. (Persons Covered)

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

2. (Limitation; Notice)

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

**ARTICLE XIII
ANNUAL MEETING**

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

**ARTICLE XIV
NOTICE TO MEMBERSHIP**

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

**ARTICLE XV
SEVERABILITY OF PROVISIONS**

If any provision or term of this Constitution is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the provisions or terms of this Constitution shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

**ARTICLE XVI
AMENDMENTS**

1. *(Board of Directors)*

This Constitution may be amended by a two-thirds (2/3) vote of the members of the Board of Directors present at a regular meeting. Notice of the proposed changes must have been sent out thirty (30) calendar days prior to such regular meeting.

2. *(General Membership)*

This Constitution may be amended through an amendment proposal approved by a majority vote of the members of a Unit in good standing and subsequently approved by a majority vote of the Board of Directors.

**ARTICLE XVII
RATIFICATION**

This Constitution becomes effective at Noon, on January 1, 2005, Eastern Standard Time. It supersedes any previous document duly ratified by the Board of Directors and is the controlling document outlining the policy and procedures of the Association and its subordinate Units and the Bylaws, manuals and other documents duly adopted by the Board of Directors are subordinate to this Constitution.
