

**Exhibit A – Bylaws of the National Association Of
Black Compliance And Risk Management Professionals, Inc.,**



NATIONAL ASSOCIATION OF BLACK COMPLIANCE
& RISK MANAGEMENT PROFESSIONALS, INC.
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BYLAWS OF THE NATIONAL ASSOCIATION OF
BLACK COMPLIANCE AND RISK MANAGEMENT PROFESSIONALS, INC.,

ARTICLE I - GENERAL

Section 1. Name.

The name of the corporation is THE NATIONAL ASSOCIATION OF BLACK COMPLIANCE AND RISK MANAGEMENT PROFESSIONALS, INC., (the “Corporation”).

Section 2. Address.

The post office address of the Corporation’s initial registered office is 840 SW 81ST AVENUE, SUITE 303 R-S, NORTH LAUDERDALE, FL 33068. The initial registered agent in charge of the initial registered office is Louis C. Senat, Esq.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE II – MEMBERSHIP

Section 1. Classes of Members.

There shall be four classes of membership in the Association: Student, Young Professional, General Membership, Corporate, Associate Membership. Additional classes of membership may be established or retired by the Board of Directors.

Section 2. Membership Requirements.

Any person wishing to be a Member of the Association must be genuinely interested in fostering the purposes of the Association. The Board may establish additional criteria, definitions, standards or qualifications for each membership classification which will be detailed on the Association’s membership application (paper or electronic). The Association may refuse membership to persons who fail to meet the standards for the class for which they are applying or whose actions or public positions are in conflict with the purpose or success of the Association.

Section 3. Membership Dues.

Membership dues shall be determined by the Board for each class of membership. Dues are payable in advance and are not refundable. Membership shall be for a term of one year (365 days) starting on the day the application is submitted and the payment of dues. Thereafter, annual renewal dues shall be payable on the anniversary of membership.

Section 4. Termination.

Membership in the Association shall terminate upon the resignation of a member, failure to pay dues, death, or expulsion from membership upon review and recommendation of the Board, for material violation of applicable governing documents, or for commission of any act deemed by the Board as detrimental to the reputation and standing of the profession or the Association. Upon termination, the member shall forfeit any and all rights and privileges of membership and is ineligible to serve in any elected or appointed position in the Association. Reinstatement of a membership terminated for failure to pay dues shall be automatic upon the payment of all delinquent fees, dues, and/or any other applicable charges, assessments or penalties, unless any such amount has been delinquent for one year or more, in which case reinstatement shall be made only upon re-application for membership. No member shall be expelled, except for failure to pay dues, without due process. Expelled members may not reapply for membership for a period of five years from the date of expulsion unless otherwise specified in the termination notification.

Section 5. Resignation.

A member may resign by written notice to the Secretary, Chair or CEO, and shall be effective on the date received. Resignation shall not result in a refund of dues, in full or in part, nor will it relieve a member of unpaid dues, other charges previously accrued, or any pending review by the Board. Resigning members may re-apply for membership without prejudice at any subsequent time unless notified otherwise.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Directors.

The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The initial Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first election of Directors. Thereafter, the Board of Directors (the "Board") shall consist of the number of members, not less than three and not more than fifteen, as designated by resolution of the Board from time to time. When not so designated, the number of directors shall be three. The number of Directors may be increased or decreased from time to time by Board resolution or amendment to these bylaws; however, a change in the number of Directors shall not remove a Director from his or her position

as a Director prior to the expiration of his or her term of office. In addition, the Executive Director/Chief Executive Officer (CEO)/President shall serve as an ex officio, nonvoting member of the Board of Directors. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

All members of the Board of Directors and Advisory Board must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Board, shall be held unless a quorum of the Board of Directors is present. The term of each member of the initial Board shall extend through the specified term, and until his or her successor is appointed (or elected) and qualified.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional one to three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least three (3) of the quarterly meetings of the Board per year.

Each member of the Board of Directors shall contribute at least one thousand cash dollars (\$1000) to the organization annually, all or part of which may come from the tax deductible value paid for or solicited by the Board member (including new memberships) and received by the Corporation, including for in-kind donations. Provided, however, that the \$1000 cash requirement for any member who joins after the beginning of the fiscal year for his or her initial one-year term shall be prorated accordingly.

Section 3. Quorum and Approval of Actions.

A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the approval of two-thirds of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Annual and Regular Meetings.

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board will hold quarterly regular meetings, as fixed by these Bylaws or by resolution of the Board, for the purpose of transacting such

business as properly may come before the Board. Such regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

Section 5. Special Meeting.

Notwithstanding the provision for regular meetings of the Board, the Board of Directors may hold special meetings for any lawful purpose upon not less than two days' notice, as described in these Bylaws, upon call by the Executive Director or the Chair of the Corporation or by not less than twenty percent (but not fewer than two) of the members of the Board of Directors then in office. A special meeting shall be held at such date, time, and place as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 6. Notice.

Where required, oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board so that such notice is effective at least five days before the date of the meeting. The notice need not describe the purpose of the meeting. Oral notice shall be effective when communicated. A written notice transmitted by facsimile or electronic mail shall be effective when received. Any other written notice shall be effective at the earliest of the following: (a) When received; (b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation; (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 7. Waiver of Notice.

Notice of a meeting may be waived in writing, signed by the director entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting (a) waives objection to lack of notice or defective notice unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the director objects to considering the matter when the matter is presented.

Section 8. Means of Communication.

The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the

meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9. Action by Written Consent.

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of approval at a meeting and may be described as such in any document.

Section 10. Resignation, Removal, and Vacancies.

An At-Large Director may voluntarily resign at any time by delivering to the Chair or Secretary his or her written notice of resignation. The resignation shall be considered accepted, and will become effective, when the notice is effective under Section 6 of this Article II, unless the notice specifies a later effective date. An At-Large Director may be removed from office or replaced at any time, with cause, by two-thirds of the directors present at a meeting at which a quorum is present. An At-Large Director so removed shall have thirty (30) days after receipt of notice of such removal to file a petition with the Secretary appealing the decision of the Board of Directors. A vacancy on the Board of Directors, whether created by removal or resignation of an At-Large Director, shall be filled by the Board, and the person elected to fill such vacancy shall serve until the expiration of the term vacated. An Appointed Director may voluntarily resign at any time by delivering to the Supported Organization his or her written notice of resignation. An Appointed Director may be removed from office or replaced at any time, with cause, by the appointing Supported Organization. A vacancy on the Board of Directors, whether created by removal or resignation of an Appointed Director, shall be filled by the Supported Organization that made the appointment, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 11. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 1 of this Article by December 31st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 1 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 10 of this Article in these by-laws.

Section 12. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 13. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 14. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Section 15. Advisory Board

An Advisory Board may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Board members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Board shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Board shall comply with the confidentiality policy set forth herein.

ARTICLE IV- OFFICERS

Section 1. In General.

The officers of this Corporation shall be a Chair, a Vice Chair, an Executive Director/CEO, a Secretary, a Treasurer, and such other officers as the Corporation's Board of Directors may otherwise elect. The Chief Executive Officer may appoint a Chief Operating Officer of the Organization. The Chief Operating Officer of the Corporation, if there shall be one, shall be subject to the supervision, direction and control of the Board of Directors, the Chief Executive Officer and the Chair, manage the day-to-day operations of the Corporation and, in general, assist the Chief Executive Officer, and have such other powers and perform such other duties as from time to time may be assigned to him or her by the Board of Directors, the Chief Executive Officer or the Chair or as may be provided in these Bylaws. The Board of Directors may also elect such other officers and assistant officers as it determines. An officer simultaneously may hold more than one office, with

the exception of Chair and Vice Chair. Each officer shall be elected by the Board of Directors and shall serve for two years, or such other period as prescribed by the Board at the time of such election, and until the officer's successor is elected and qualified. An individual may serve as an officer for three consecutive terms but may serve any number of nonconsecutive terms. Except for the offices of Chair and Vice Chair, all officers may, but need not, be members of the Board. Any officer may be removed by the Board of Directors, with or without cause, by a two-thirds vote of the directors present at a meeting at which a quorum is present.

Any vacancy occurring in any office shall be filled by the Board, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. Chair.

The Chair shall be a member of the Board of Directors and preside at all meetings of the Board. The Chair shall provide overall leadership and direction to the Board and shall perform such other duties as the Board of Directors may prescribe.

Section 3. Vice Chair.

The Vice Chair shall be a member of the Board of Directors and shall perform the duties and exercise the powers of the Chair during the absence or disability of the Chair and such other duties as the Board may prescribe.

Section 4. CEO/Executive Director.

The Executive Director/CEO shall perform the duties usual to such position, including conducting all operational aspects of the Corporation. The Executive Director/CEO shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 5. Secretary.

The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or Executive Director may prescribe.

Section 6. Treasurer.

The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All fees, notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or

the Executive Director, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or Executive Director may prescribe.

Section 7. Other Officers.

Each other officer of the Corporation may perform such duties as the Board of Directors, Chair, or Executive Director/CEO may prescribe.

ARTICLE V- COMMITTEES

Section 1. Committees.

Executive Committee. The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

Finance Committee. The Association shall have a Finance Committee consisting of at least three (3) Directors, including the Treasurer, who shall serve as the Committee Chair. The Finance Committee shall review the annual budget for approval by the Board. The Finance Committee shall also oversee the adoption, implementation of, and compliance with the Board Conflict of Interest and Whistleblower Policies of the Association.

Governance Committee. The Association shall have a Governance committee consisting of at least five (5) members, including the Secretary, who shall serve as the Committee Chair. The Governance Committee shall advise the Board on the smooth and effective functioning of Board policies and practices. The committee is additionally responsible for: Reviewing and making recommendations to the Board on matters of affiliate governance, bylaw changes and governing policies. Conducting the Board self-assessment instrument on a regular basis. Reviewing the Board committee structure every two years and making recommendations for Board approval. Evaluating Board gaps and development needs for the purpose of recommending suggestions for Board orientation enhancements and retreat topics.

Nominations and Elections Committee. The Nominations and Elections Committee shall have at least five (5) members, including a Committee Chair. The Committee Chair role, which shall be appointed by the Board, shall be filled by a past Board Chair (including the IPC). All nominations and elections will be in accordance with procedures set forth by the Nominations and Elections Committee and approved by the Board of Directors

Section 2. Other Committees.

Ad-hoc Committees. The Association shall also have ad-hoc committees which are appointed by the Chair to address occasional or infrequent needs of the association. Ad-

hoc Committees only assemble, take action, or provide reports on an as-needed basis as determined by the needs of the Association and may be formed, amended or dissolved at the discretion of the Chair and may have charges such as the following:

Audit Committee. The Audit Committee shall of at least three (3) or more Directors, at least one of whom has substantial financial expertise. Officers may NOT serve as members of this committee. The Audit Committee shall regularly review the adequacy of the Association's internal financial controls, review organizational risk to include material litigation and other legal matters as appropriate, review with the Association's independent public accountants the annual audit program and the Association's financial statements, and recommend to the Board the selection of the Association's independent public accountants.

Ethics Committee. The Ethics Committee shall consist of a Committee Chair and an equal number of Professional Members from each region. Members shall be nominated by Chair and approved by a majority of the Board. The Ethics Committee shall be responsible for addressing issues related to organizational ethics that are referred to the Committee by the Board.

Membership Committee. The Membership Committee shall of at least three (3) Directors. The Membership Committee shall be responsible for the review and recommendation of items to enhance the development and growth of the Association's members.

The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board. A committee member appointed by the Board of Directors may be removed by the Board with or without cause.

ARTICLE VI - INDEMNIFICATION

Section 1. Indemnification by the Corporation.

To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE VII- CONFLICT OF INTEREST

Section 1. General Statement and Procedures.

It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation.

This policy shall be further subject to the following principles:

(a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.

(b) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.

(c) If a director, or a director's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half-blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to

transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

(d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws.

The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a, director, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. Validity of Actions.

The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE VIII - CONTRACTS, CHECKS, LOANS, DEPOSITS, AND GIFTS

Section 1. Contracts.

The Board of Directors may authorize two (2) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks.

All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans.

Unless authorized by the Board, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits.

All funds of the Corporation shall be deposited to its credit in such banks or other depositories as the Board may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts.

The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board shall determine.

ARTICLE - IX AMENDMENTS

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors and any such amendments shall require approval of two-thirds of the directors present at a meeting at which a quorum is present.