

BYLAWS OF Black In Natural History Museums

The name of the organization is Black In Natural History Museums (BINHMs, BlackInNHMs). *The organization is organized in accordance with the as amended.* The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

BlackInNHMs was developed to serve as a community harnessing the power of a collective and helping individuals find mentors, mentees and wellness while occupying the sometimes harsh isolating world of being Black in NHMs. It is why we have facilitated a community for those who have been historically overlooked and excluded.

Our mission is to inspire Black professionals worldwide to reimagine their relationship with the biodiversity of our planet while showcasing the vast number of career opportunities available in Natural History Museum and related areas. Using the power of education and community, we want to diversify the stories told and research done within our natural history museums and celebrate the often unheard contributions of past Black professionals.

Our vision is to create a future where Black people's voices, opinions, and stories are heard, reflected, and respected in Natural history museums. Where every Black individual is aware of opportunities within museums and does not feel like an imposter applying for a position. We wish to provide community, group support, science education, and networking for Black folk involved or interested in Natural History Museums. We wish to create exposure about our cause and act as a reliable, accessible source of information for our community. We also hope to foster and inspire appreciation for natural history

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the

purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Regular Meetings. Regular meetings for members will be held quarterly time and place determined by the President.

Section 2. Special Meetings. Special meetings may be requested by the President or any 2 members of the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be emailed to all directors of record at the email address shown on the corporate books, at least 5 days prior to the meeting. For a special meeting, notice shall be emailed at least 2 days prior to the meeting.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A quorum shall consist of at least 3 of the members of the board of directors. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

Section 7. Email Voting. In the event that a meeting is not able to be convened, then email voting is approved if all $\frac{2}{3}$ of the Board of Directors votes. In this format, a motion, and

necessary documentation of stated motion will need to be presented to the Board of Directors to make an informed decision.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall have a minimum of 3 directors and collectively they shall be known as the board of directors.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of two (2) years, or until a successor has been elected and qualified. The director serving as president shall serve a term of four (4) years. All board positions can be re-elected, with no term limit.

Section 3. Quorum. A quorum shall consist of 3 directors.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. Regular meetings past the election shall be held at an agreed upon time and place. The Board of Directors may choose, by majority vote, to cancel no more than 1meeting per year.

Section 6. Special Meeting. Special meetings may be requested by the President or any two directors by providing at least two days' written notice by email, effective when sent, telephone or written notice. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records and approve the minutes at the beginning of the following meeting.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by two of all of the directors following notice of the intended action to all members of the Board of Directors.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose by a quorum vote of the members of the Board of Directors if in their judgment the best interest of the organization would be served thereby. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or standing, and designate the duties, powers and authorities of such committees. Board of Director members are expected to chair at least one committee, but may be committee members on any committee of their choosing. Committee chair will be expected to update progress at Board meetings, and be in communication with the Director, Board of Directors, and Staff.

Section 11. Task Force. To the extent permitted by law, the Board of Directors may appoint from its members a task force to address a noted problem, issue, or task that has a defined end date.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, Vice-President, a Treasurer/Chief Financial Officer, and a Secretary. Two or more offices may be held by one person; however, the President may not serve concurrently as a Vice President.

President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the board of directors.

Vice-President. In the absence of the president, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the

president. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/Chief Financial Officer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less than once a year to the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected every two years by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a two year term or until a successor has been elected and qualified. Officers shall be eligible to succeed themselves in their respective office.

Section 3. Removal and Resignation. Any officer may be removed, either with or without cause, by the board of directors with the concurrence of a quorum of the members voting at the meeting, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the board of directors relating to the employment of any officer of the organization.

Section 4. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

ARTICLE IV

COMMITTEES

Section 1. Executive Committee. The officers serve as the members of the Executive Committee (President, Vice Presidents and Co- Secretaries, Co- Treasurers). 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.

Section 2. Committee Formation. The board may create committees as needed. The Board of Directors appoints all committee chairs. Committee meetings may be held at the discretion of the committee chair.

ARTICLE V

CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Black In Natural History Museums (herein referred to as 'the Organization')) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions.

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

c. Compensation

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest

may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement..

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she/they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. **Violations of the Conflicts of Interest Policy**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services. is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the. Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VI BOOKS AND RECORDS

The organization shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

ARTICLE VII CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE VIII AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least 5 days before the meeting.

ARTICLE IX INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE X DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less quorum vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Adania Flemming, President of Black Black In Natural History Museums,
and Hadeel Saad, Secretary Black In Natural History Museums

certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on May 9, 2022.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on May 9, 2022.

By:

Date: May 9, 2022

By: Hadeel Saad

Date: May 9, 2022, Secretary