

**BYLAWS OF  
BUSINESS SCHOOL DIVERSITY, EQUITY, & INCLUSION COLLABORATIVE**

**ARTICLE I. NAME AND PURPOSE**

SECTION 1. *Name.*

The name of the organization shall be Business School Diversity, Equity, & Inclusion Collaborative (the “Organization”). It shall be a nonprofit organization incorporated under the laws of the State of Mississippi.

SECTION 2. *Purpose.*

Business School Diversity, Equity, & Inclusion Collaborative is operated exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

The purpose of the Organization includes, but is not limited to advancing diversity, equity, inclusion, and belonging in higher education through hosting conferences to discuss best practices and programs, granting awards, and serving as a resource for educators and business people who are interested in increasing the opportunities for historically underrepresented groups.

**ARTICLE II. LIMITATIONS**

SECTION 1. *Compensation Limitations.*

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

SECTION 2. *Lobbying Restrictions.*

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 3. *IRS Compliance.*

Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III. MEMBERSHIP**

## SECTION 1. *Membership.*

Membership shall consist of dues-paying schools/colleges of business, non-profit organizations, for-profit organizations, and individuals. Each member (organization) shall designate an individual who will vote on its behalf for those items requiring a vote. The management of the affairs of the Organization shall be vested in a Board of Directors, as defined by the Organization's bylaws. No director shall have any right, title, or interest in or to any property of the Organization. The eligibility, rights and obligations of the Board of Directors will be determined by the Organization's bylaws.

## SECTION 2. *Annual Meeting.*

The Members shall convene at an annual meeting to be held at a date and location (in-person or virtual) chosen by the Organization.

## SECTION 3. *Dues*

The Board shall establish the annual dues amount at the Board meeting preceding the start of the calendar year.

# ARTICLE IV. BOARD OF DIRECTORS

## SECTION 1. *Board role, size, and compensation.*

The Board is responsible for overall policy and direction of the Organization, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to twelve (12), but not fewer than five (5) members. The Board receives no compensation other than reasonable expenses.

## SECTION 2. *Terms.*

The elected members of the Board of Directors will be appointed for staggered terms of three years. To achieve staggered terms, the initial election of these members will be as follows: three (3) for terms of three years, three (3) for terms of two years and the remainder for terms of one year. A member may be elected for two full terms and may be elected to additional terms after a one-year absence. The inaugural board members who serve two years or one year terms are eligible to be elected to up to two full terms when their short term ends.

## SECTION 3. *Meetings and notice.*

The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least two weeks in advance.

SECTION 4. *Board elections.* During the last quarter of each fiscal year of the Organization, the voting members shall elect Directors to replace those whose terms will expire at the end of the fiscal year.

SECTION 5. *Quorum.* A quorum must be attended by a majority of Board members for business transactions to take place and motions to pass.

SECTION 6. *Officers and Duties.* There shall be six officers of the Board, consisting of a chair, vice-chair, secretary, treasurer, marketing/social media chair, and conference ambassador. Officers are board members and are elected each year once new board members are installed. Their duties are as follows:

- *The chair* shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair,

secretary, treasurer.

- *The vice-chair* shall chair committees on special subjects as designated by the Board and take the place of the chair when s/he is unavailable.
- *The secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- *The treasurer* shall make a report at each Board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- *The marketing/social media chair* shall be responsible for setting the marketing strategy, overseeing and managing the marketing and public relations activities, promoting the organization's image and public standing, raising awareness of the purpose and actions of the BSDEIC through the website, social media platforms, and other materials, as well as evaluating the strategy's effectiveness.
- *The conference ambassador* shall be responsible for collaborating with the other officers and new conference chair to create a purposeful and efficient agenda, setting priorities, and ensure a smooth transition from one hosting site to another.

SECTION 7. *Vacancies.* When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the vacating board member's term.

SECTION 8. *Resignation, termination, and absences.*

Resignation from the Board must be in writing and received by the secretary. A Board member shall be terminated from the Board due to more than two unexcused absences from regularly scheduled Board meetings in a year. A Board member may be removed for other reasons by a two-thirds majority vote of the remaining directors.

SECTION 9. *Special meetings.* Special meetings of the Board shall be called upon the request of the chair, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least one week in advance.

## ARTICLE V. COMMITTEES

SECTION 1. *Committee formation.*

The Board may create committees as needed, such as fundraising, public relations, data collection, etc. The Board chair appoints all committee chairs.

SECTION 2. *Executive Committee.*

The six 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.

SECTION 3. *Finance Committee.*

The treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance

Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1 to June 30. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the Organization are public information and shall be made available to Board members and the public.

#### SECTION 4. *Nominating Committee*

This committee will be made up of Board members who are appointed by the chair. Responsible for vetting, inviting, and onboarding new Board Members, as well as identifying candidates to fill officer positions.

#### SECTION 5. *Audit Committee*

Participate in and review findings of the BSDEIC annual audit. Committee will present final audit findings to the full Board for approval.

#### SECTION 6. *Conference Planning Committee*

Responsible for defining the strategic direction of the conference, determining content for sessions, and recruiting speakers. The committee will advise the chair about venue, budget, entertainment and all other aspects of hosting a successful conference. Previous conference hosts, as well as the host for the following year are strongly encouraged and expected to participate on this committee.

#### SECTION 7. *Awards Committee*

Committee is responsible for suggesting new awards and for recommending award nominees to the board.

### **ARTICLE VI. EXECUTIVE DIRECTOR AND STAFF**

#### SECTION 1. *Executive Director.*

Initially, the Board of Directors will supervise the day-to-day operations of the Organization.

The Board of Directors may appoint an executive director whose duties shall be outlined by such Board and, upon hiring, such duties shall be revised and edited as necessary. The executive director shall have day-to-day responsibilities for the Organization, including carrying out the Organization's goals and policies. The executive director shall not also serve as the chair, vice-chair, secretary, or treasurer. The executive director will attend all Board meetings, report on the progress of the Organization, answer questions of the Board members and carry out the duties described in the job description. As necessary, the Board of Directors may appoint a staff member to assume the duties of the executive director. If a staff member serves on the Board, he/she shall not vote on issues regarding his/her compensation, benefits or other decisions pertaining to his/her own personal gain.

#### SECTION 2. *Staff.*

The Board of Directors has the authority to create and fill staff positions at its discretion. Hiring decisions shall be approved by a two-thirds majority vote of the Board of Directors.

### **ARTICLE VII. WHISTLEBLOWER POLICY**

SECTION 1. *Good-faith complaint procedure and policy.*

If any employee reasonably believes that some policy, practice, or activity of the Organization is in violation of law, a written complaint must be filed by that employee with the Board chair. It is the intent of the Organization to adhere to all laws and regulations that apply to the Organization and the underlying purpose of this policy is to support the Organization's goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and unlawful activity, policy, or practice to the attention of the Organization and provides the Organization with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement. The Organization will not retaliate against an employee who in good faith, has made a protest or raised a complaint against some practice of the Organization, or of another individual or entity with whom the Organization has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. The Organization will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy or practice of the Organization that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy.

**ARTICLE VIII: DOCUMENT RETENTION POLICY**

SECTION 1. *Document Retention Schedule.*

It is the intention of the Organization to be accountable to the public and transparent through enforcing operational policies. The Organization strives to eliminate accidental or innocent document destruction by following a document destruction/retention schedule. The Executive Director, or designee of the board, will review the document destruction schedule on a set date or by December 31 of each year and implement the recommendations by destroying documents based on the schedule below. In the event that documents must be kept permanently, the Director will ensure that those documents have been identified, recorded and stored in a safe place.

<b>Type of Document</b>	<b>Minimum Requirement</b>
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related papers	Permanently
Payroll records and summaries	7 years

Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

**ARTICLE IX. DISSOLUTION**

SECTION 1. *Asset disposition.*

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purposes of the Organization in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code. Any such assets not so disposed of shall be disposed of by the chancery court of the county in which the domicile of the Organization is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX. AMENDMENTS**

These bylaws may be amended when necessary by a vote of the members.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two-third majority vote on this the 12th day of May, 2022.

ADOPTED this the 23rd day of May, 2022.

BY: \_\_\_\_\_

Danielle Beu Ammeter, Chair

BY: \_\_\_\_\_

Scott Kelley, Secretary