



TRACY AFRICAN AMERICAN ASSOCIATION, LLC.  
BY-LAWS

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**ARTICLE I            NAME**

The name of the organization shall be "Tracy African-American Association" also known as "TAAA", LLC.

**ARTICLE II            MISSION**

The mission of the Tracy African-American Association (TAAA) LLC, is to provide support and educational opportunities for youth, to sponsor and promote educational, cultural and social activities that foster awareness, diversity, and create a cooperative environment that unite the Tracy community. Membership is open to individuals who share and embrace the Tracy African American Association's Mission.

**ARTICLE III            OBJECTIVES**

Section 1. The Tracy African-American Association is organized for non-profit purposes. No part of the net income or assets of this organization shall be used to benefit any officer, chairperson or member thereof, or to the benefit of any private person.

Section 2. The objectives of the organization shall be to:

- A. Foster a sense of community among African-American residents of Tracy, California.
- B. Initiate and maintain involvement in activities that support the general welfare of the African-American community of Tracy, California.
- C. Assist the African-American community in contributing to the general welfare of Tracy, California.
- D. Promote social welfare, education, cultural and informational exchanges and activities.

**ARTICLE IV            GOVERNING REGULATIONS**

Section 1. The Tracy African-American Association ("TAAA") LLC shall be governed by the Governing Regulations and By-laws as approved and amended by eligible members.

- A. Tracy African - American Association's Membership will review the Governing Regulations and By-laws annually.
- B. Changes to these Governing Regulations and By-laws may be submitted at any general meeting. The changes will be approved by a quorum semi-annually.
- C. All revisions will take effect immediately following membership approval.
- D. Copies of the amended By-laws will be presented to the membership at the beginning of the new fiscal year.

Section 2. The Tracy African-American Association's calendar year shall be January 1 to December 31.

Section 3. The Tracy African-American Association may be a member of the National Association of Juneteenth Lineage, Inc., or any other such organization.

Section 4. Membership shall be open to any person without regard to race, religion, color, nationality, sexual preference, or disability.

Section 5. General Membership meetings will be held the first Saturday of the month.

Section 6. Membership shall establish an Executive Board to oversee the business *Of* the Association.

Section 7. All members will be required to pay annual dues to be an eligible member with full voting rights.

## **ARTICLE V            DONATIONS**

Section 1. The acceptance of any and all donations in the form of cash, goods, materials and services shall first be reviewed and approved by the Executive Board.

Section 2. All accepted donations should be brought to the attention of the Association's membership at the next general monthly meeting.

## **ARTICLE VI            AUDIT AND BONDING**

Section 1. Financial records of the Tracy African-American Association (TAAA) LLC, shall be audited annually by the Executive Board appointed Audit Committee, or by an independent public accountant upon approval by a majority of the Executive Board.

Section 2. A copy of the year-end report will be made available to the membership in March.

Section 3. Bonding of the Treasurer should be a required in accordance with proper procedures when money is involved.

## **ARTICLE VII      OFFICERS**

### **Section 1. Officers of the Association**

- A. President
- B. Vice-President
- C. Executive Secretary
- D. Treasurer

### **Section 2. Executive Board**

- A. The Officers of the Association shall serve the Association as its Executive Board.
- B. Any Executive Board member who has three consecutive absences from the general membership meetings without prior notification may be removed from office.

### **Section 3. Powers of the Executive Board**

- A. The Executive Board shall have the decision-making power except in:
  - 1. The expenditure of funds exceeding five hundred dollars (\$500).
  - 2. The levying of assessments which shall be as authorized by the membership during a general meeting.
  - 3. The changing of the dues structure which shall be as authorized by the membership during a general meeting.
  - 4. The approval of the annual budget which shall be as authorized by the membership during a general meeting.
- B. The identification of a fourth signatory on all orders drawn on the treasury which shall be as authorized by the membership during a general meeting.

#### Section 4. **Chairpersons of Standing Committees**

- A. Education Committee Chairperson
- B. Activities Committee Chairperson
- C. Membership Committee Chairperson
- D. By-laws Committee Chairperson
- E. Public Information Chairperson
- F. Juneteenth Committee Chairperson

#### Section 5. **Terms of Officers**

- A. The term of office takes effect on the 1st of January the year following the election.  
Proviso: Effective January 1, 2009.
- B. The installation of Officers shall take place at the Installation Ceremony in the month of January.
- C. An officer shall serve in office for a term of two (2) years.
- D. Terms of office shall be staggered:
  - 1. Terms expiring in even numbered years:
    - a. President
    - b. Treasurer
    - c. Executive Secretary
    - d. By-laws Committee Chairperson
    - e. Public Information Committee Chairperson
    - f. Activities Committee Chairperson
  - 2. Terms expiring in odd numbered years:
    - a. Vice President
    - b. Corresponding Secretary
    - c. Education Committee Chairperson
    - d. Juneteenth Committee Chairperson
    - e. Membership Committee Chairperson

#### **ARTICLE VIII Duties of the Officers**

- A. The **President** shall:
  - 1. Facilitate all General and Executive Meetings.
  - 2. Exercise general supervision over all affairs of the TAAA, LLC.

3. Authorize all orders drawn on the treasury as determined by TAAA, LLC.
4. Create such temporary committees as necessary for the effective operation of TAAA, LLC.
5. Serve as an ex-officio member on all standing committees.
6. Appoint members as temporary officers of vacant positions until a special or general election can be held.
7. Present annual TAAA, LLC, calendar and budget.
8. Perform as signatory on all orders drawn on the treasury.

B. The **Vice-President** shall:

1. Serve as President in the absence of the President.
2. Remain current on all TAAA, LLC, affairs.
3. Authorize all orders drawn on the treasury in the absence of the President.
4. Perform duties as delegated by the President.
5. Assume the duties of Juneteenth Committee Chair if the position is vacant.
6. Perform as signatory on all orders drawn on the treasury.

C. The **Executive Secretary** shall: *revised August 2020*

1. Record accurate documentation of all meetings.
2. Produce, disseminate, and maintain accurate monthly meeting minutes, to be reviewed at the executive board meeting.
3. Retrieve, produce, and distribute all TAAA, LLC, Correspondence.
4. Perform all secretarial duties as determined by TAAA, LLC.

**D. The Treasurer shall:**

1. Receive and deposit all monies of TAAA, LLC, for deposit in the designated financial institution.
2. Record and maintain all financial records of TAAA, LLC, and accounts to reflect exact financial status at all times.
3. Expend funds and pay debts incurred by TAAA, LLC, as directed.
4. Perform as an authorized signatory on all orders drawn on the treasury.
5. Prepare and present financial reports at monthly TAAA, LLC, meetings.
6. Retain all valuable items for sale such as event tickets, t-shirts and memorabilia in a location agreeable to the membership.
7. Complete an asset inventory annually.
8. Perform all Treasurer duties as determined by TAAA, LLC.
9. Furnish an immediate receipt for all monies turned in to the treasury.

**ARTICLE IX           STANDING COMMITTEES**

**A. Education Committee Chairperson shall:**

1. Convene and conduct regular Education Committee meetings.
2. Coordinate and create programs, events and fundraising activities designed to further the social welfare and cultural objectives of the Tracy African-American Association, LLC.
3. Provide regular reports of planned activities.
4. Determine the criteria for all educational scholarship award.
5. Obtain prior approval of budget for activities, events and programs from the Executive Board.
6. Maintain a record of all monies collected and immediately submit the records and all monies to the treasurer.
7. Perform other Education Committee duties as determined by TAAA, LLC.



**B. Activities Committee Chairperson shall:**

1. Convene and conduct regular Activities Committee meetings.
2. Coordinate the creation and production of activities, events and fundraising programs designed to further the social welfare and cultural objectives of the Tracy African-American Association, LLC.
3. Provide regular reports of planned activities.
4. Obtain prior approval of budget for activities, events and programs from the Executive Board.
5. Maintain a record of all monies collected and immediately submit the records and all monies to treasurer.
6. Perform other Activities Committee duties as determined by TAAA, LLC.

**C. Membership Committee Chairperson shall:**

1. Convene and conduct regular Membership Committee meetings.
2. Direct and coordinate the recruitment of prospective Tracy African-American Association, LLC, members.
3. Direct and coordinate the review of applications for membership, and make recommendations to the Executive Board and the Tracy African- American Association, LLC, for membership approval.
4. Collect membership dues.
5. Maintain an accurate roster of the total Tracy African-American Association's, LLC, membership based on dues payment.
6. Provide notice to members when dues are due.
7. Provide quarterly membership rosters to the membership.
8. Provide membership packets to all new members, i.e. membership roster, By-laws, membership cards, etc.
9. Obtain prior approval of budget for activities, events and materials from the Executive Board.

10. Maintain a record of all monies collected and immediately submit the records and all monies to the treasurer.
11. Perform other Membership Committee duties determined by TAAA, LLC.

**D. By-Laws Committee Chairperson shall:**

1. Convene and conduct regular By-Laws committee meetings.
2. Coordinate all the activities necessary for keeping the By-laws current.
3. Act as a parliamentarian during general meetings.
4. Coordinate the election process for election of new officers.
5. Present election results to the membership.
6. Present new By-laws to the membership body for approval.
7. Install newly elected officers.
8. Obtain prior approval of budget from Executive Board for duties required.
9. Perform all other By-laws Committee duties as determined by TAAA.

**E. The Public Information Chairperson shall: *revised May 2020***

1. Convene and conduct regular Public Information committee meetings.
2. Disseminate information under the guidance of the Executive Board.
3. Provide publicity and support to all TAAA, LLC, events.
4. Serve as historian by accumulating and retaining documentation of all TAAA, LLC, activities and achievements.
5. Obtain prior approval of budget for activities, events and programs from the Executive Board.
6. Maintain a record of all monies collected and immediately submit the records and all monies to the treasurer.
7. Perform all Public Information Committee duties as determined by TAAA, LLC.

8. Publish the TAAA, LLC, Newsletter to provide Tracy and the broader Central Valley with a forum for the dissemination of information relevant to the African-American Association.
9. Convene at least twice prior to the publication of each newsletter.
10. Determine content of newsletter.
11. Provide final draft copy of the newsletter to the President and Public Information Officer prior to publication for approval.
12. Receive payment for advertisement at least 21 days prior to publication of each issue.
13. Obtain prior approval of budget from Executive Board for duties required.
14. Maintain a record of all monies collected and immediately submit the records and all monies to the treasurer.
15. Perform all Newsletter Committee duties as determined by TAAA, LLC.

**G. Juneteenth Committee Chairperson shall:**

1. Convene and conduct regular Juneteenth Committee meetings.
2. Coordinate all activities associated with and needed for Juneteenth.
3. Identify members of the Juneteenth committee.
4. Propose budget for Juneteenth celebration.
5. Obtain approval of Juneteenth budget.
6. Collaborate with Executive Board on Juneteenth plans.
7. Provide regular updates to the Executive Board and the General Membership on Juneteenth plans.
8. Maintain a record of all monies collected and immediately submit the records and all monies to the treasurer.
9. Provide a final financial report to the executive board.
10. Perform all Juneteenth Committee duties as determined by TAAA, LLC.

## **ARTICLE X                    MEETINGS**

Section 1. General meetings shall be held once a month as scheduled unless measures are taken to notify all eligible members of new time and place of meeting.

Section 2. All meetings will begin on time, with a two-hour time limit. If a quorum is not reached after the first thirty minutes, no meeting shall be held.

Section 3. Eligible members shall be given seventy-two (72) hours advance notice of Special Meetings in person, in writing, e-mail or by documented telephone calls.

Section 4. Meetings shall be held at sites selected by the Executive Board.

Section 5. Executive Board meeting shall be convened and conducted on a regular schedule as established by the Executive Board. Additional meetings will be scheduled by a simple majority of the eligible members present at a regular meeting.

Section 6. Authority for actions shall be derived:

- A. From the consensus of those eligible members in attendance as confirmed by verbal vote, unless otherwise provided in TAAA, LLC By-laws.
- B. By majority vote of those eligible members in attendance as confirmed by verbal vote, unless otherwise provided in TAAA, LLC By-laws.
- C. By the rules contained in Robert's Rules of Order in all cases in which said rules are not inconsistent with the Tracy African-American Association's, LLC, Bylaws, Policies and Procedures.

## **ARTICLE XI                    QUORUM**

Section 1. The quorum necessary to conduct a general meeting shall be at least seven (7) eligible members including one Executive Board Member.

Section 2. The quorum necessary to vote on a motion in a regular meeting shall be at least twenty-five percent (25%) of eligible members.

Section 3. The quorum necessary to transact business in an Executive Board meeting shall be at least five (5) Executive Board members.

## **ARTICLE XII**

## **MEMBERSHIP**

Section 1. Membership is open to any person without regard to race, religion, color, nationality, sexual preference, or disability who:

- A. Exhibits interest in fostering a sense of community among African-American residents of Tracy, California.
- B. Desires to work for the advancement of the African-American community, enrichment of the African-American culture, and education of African-American youth in Tracy, California.
- C. Expresses interest in participating in activities designed to promote the social welfare, education, cultural and informational exchange of African-Americans in Tracy, California.
- D. Wishes to assist the African-American community in contributing to the general welfare of the Tracy African-American community.

Section 2. New members are eligible to vote seven days after their application and dues payment has been processed

Section 3. All members may receive a 25% or more discount on vendor booth and spaces for TAAA sponsored events.

Section 4. Memberships eligible to vote on issues before the TAAA, LLC, are those members whose dues are current.

Section 5. Honorary membership is open to any person with the approval of the membership upon recommendation from the Executive Board for significant contribution to TAAA, LLC. A discount of twenty- five percent (25%) on all paid TAAA events will be an entitlement.

Section 6. Honorary members will have the privilege of taking part in all discussions at general meetings, but will not have voting rights.

Section 7. Duties of the Membership

- A. Encouraged to join at least one standing committee.
- B. Encouraged to attend meetings regularly.
- C. Abide by the Governing Regulations and By-laws of the Tracy African-American Association, TAAA, LLC.

**ARTICLE XIII MEMBERSHIP DUES**

Section 1. Annual Dues shall be due and payable by January 1st of each year.

Section 2. Dues fees shall be recommended by the Executive Board and approved by the membership annually.

Section 3. Dues Structure

- A. Family Membership - for families consisting of a maximum of two adults and any children under eighteen (18) years of age.
- B. Adult Couples Membership - for persons eighteen (18) years of age and over.
- C. Adult Single Membership- for persons eighteen (18) years of age and over.
- D. Student Membership - for persons thirteen (13) through seventeen (17) years of age with written permission from their parent or guardian or persons currently attending or admitted to an accredited college or university.
- E. Corporate Membership- Entitles a corporation to one corporate membership and one vote. Corporations may, however, have up to five people representing their company but they may only cast one vote.
- F. Associate Membership - one who pays dues, but is not active in a TAAA, LLC, standing committee and is a non-voting member.

Section 4. Initial Membership Dues are due upon submission of membership application.

Section 5. Annual Dues may be initially paid at any time during the annual year and shall be due upon the anniversary date.

**ARTICLE XIV ELECTIONS**

Section 1: Elections will be held annually, and the terms of office shall be staggered as follows:

- A. Terms expiring at the end of even numbered years:
  - 1. President
  - 2. Treasurer

3. Executive Secretary
4. By-Laws Committee Chairperson
5. Public Information Committee Chairperson
6. Activities Committee Chairperson

B. Terms expiring at the end of odd numbered years:

1. Vice President
2. Corresponding Secretary
3. Education Committee Chairperson
4. Juneteenth Committee Chairperson
5. Membership Committee Chairperson

Section 2. The annual election of officers shall be conducted in the following manner:

A. The Nominating Process

1. Nominations shall be made and seconded at the general meeting (October) by any eligible member, or a nominating Committee.
2. Nominees shall be contacted by the By-laws Committee Chair, to either accept or decline the nomination.
3. Nominees will be unable to run for more than one office during an election.
4. All eligible members shall be provided a meeting notice indicating the date, time and place of the elections and the names of the nominees.

B. Ballots

1. The By-laws Committee will prepare the official ballots, which will list all candidates for each respective office, and will distribute said ballots at the November meeting.
2. Absentee ballots from eligible members unable to be present for elections shall be submitted to the By-laws Committee prior to the voting process. Those ballots will be tabulated at the end of the meeting together with the other ballots.

C. The Election Process

1. The election will be conducted at the general meeting in November by the casting of all official ballots.

2. Ballots will be tallied, and the results announced at the end of that General Meeting, via special email announcement, and November General Meeting minutes.
3. In the event of a tie, there will be a run-off within a seven (7) day period.
4. In the event of a vacancy, that vacancy shall be filled by appointment by the president until a special election can be held, if a general election is not scheduled within the 90-day period. The special election shall be held and the procedures for that special election shall be determined by the Bylaws Committee, and the appointment shall be for a period of 60 days.

## **ARTICLE XV            AMENDMENTS**

Section 1. Proposed amendments to these By-laws may be submitted in writing at any general Tracy African-American Association meeting. All such amendments shall be voted upon-semi-annually.

Section 2. Prior to voting on amendments or changes to these By-laws, all eligible members must be provided notice via General meeting minutes.

Section 3. Absentee votes from eligible members unable to be present to vote on revisions to the By-laws shall be submitted to the By-laws Committee a least one day prior to the voting process. Those votes will be tabulated at the end of the meeting together with the other votes.

Section 4. Amendments and changes to the By-laws shall be incorporated only if approved by fifty (50%) of the voting members.

Section 5. Approved amendments to the By-laws become effective immediately after membership approval.

## **ARTICLE XVI            REMOVAL AND RESIGNATION**

Section 1. Any member that knowingly misrepresents and/or maliciously discredits the Tracy African-American Association shall be subject to removal from membership.

Section 2. Removal from membership shall take place following the written recommendation of any eligible member and approval of the Executive Board.

Section 3. Prior to removal, the Executive Board shall conduct a hearing during which the member subject to removal may present evidence in support of continued membership. Eligible members may submit written argument in support or non-support of rejection to the Executive Board prior to the hearing.



- Section 4. Any Officer may be removed from office for just cause as determined by the Executive Board and approved by twenty-five (25%) of the eligible members voting by absentee ballot or in attendance at a General or Special Meeting.
- Section 5. "Cause" shall be defined as any act of incompetence, disloyalty, or negligence in performance of duties and detrimental to the welfare of the Tracy African-American Association.
- Section 6. An officer who can no longer perform the duties of the office should submit a letter of resignation immediately.

## **ARTICLE XVII LIQUIDATION AND DISSOLUTION**

- Section 1. In the event of dissolution of the Tracy African-American Association by majority vote of eligible members following a Special Meeting notification, the Executive Board shall establish a dissolution committee.
- Section 2. The Dissolution Committee shall insure that:
- A. All member-affiliated organizations are notified.
  - B. All Tracy African-American Association insignia assets such as stationary, brochures, and other such items are inventoried and placed in secure storage.
  - C. All debts and obligations of the Tracy African-American Association, TAAA, LLC, are paid, as Funds are available.
  - D. Any and all assets in excess of outstanding debts and obligations, together with all consumable assets, such as office materials and supplies, shall be disbursed to a non-profit fund, foundation or program.

***A Non-profit fund, foundation or program shall be defined as an entity which possesses tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code, as amended, and which is operating within the city limits of Tracy.***

*"Approved by majority vote at the September 8, 2018 general meeting"*