



Benjamin Banneker Association

BYLAWS

OF

BENJAMIN BANNEKER ASSOCIATION, INC.

A Maryland Nonstock Corporation | Organized under Section 501(c)(3)

Adopted by the Board of Directors

April 9, 2026

These Bylaws govern the internal affairs and operations of the Benjamin Banneker Association, Inc. (“BBA” or “the Association”), a Maryland nonstock corporation organized and operated exclusively for educational and charitable purposes under Section 501(c)(3) of the Internal Revenue Code. These Bylaws are subordinate to, and shall be interpreted consistently with, the Association’s Articles of Incorporation and applicable Maryland law.

ARTICLE I — NAME AND PURPOSE

Section 1.1 Name

The name of the corporation is Benjamin Banneker Association, Inc., also known as “BBA” or “The Association.”

Section 1.2 Mission and Purpose

The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its mission is to advance excellence and equity in mathematics education, with a particular focus on empowering Black children to develop confidence, joy, and achievement in mathematics and to recognize and embrace their mathematical brilliance.

In furtherance of this mission, the Association shall:

- 1) Promote high-quality and culturally responsive mathematics teaching and learning;
- 2) Support the success and achievement of Black children in mathematics education;
- 3) Provide leadership development, professional learning, research, and advocacy to advance effective mathematics education;
- 4) Foster communities of educators, families, and stakeholders committed to ensuring that Black students thrive as confident and capable learners of mathematics;
- 5) Recognize and elevate the historical and contemporary contributions of Black mathematicians and scholars;
- 6) Collaborate with organizations, institutions, and communities that share the goal of improving mathematics education and expanding opportunity; and
- 7) Promote awareness of the legacy of Benjamin Banneker as a symbol of intellectual excellence, perseverance, and achievement in mathematics and science.

Professional learning is a primary vehicle through which the Association advances its mission. BBA is committed to providing high-quality, culturally responsive professional learning experiences that equip educators, families, and communities to support Black students as confident and capable mathematicians. This commitment extends across all of the Association's signature initiatives and programs.

ARTICLE II — MEMBERSHIP

Section 2.1 Categories of Membership

The Association may establish the following categories of membership, with eligibility and benefits defined in Board-adopted Membership Policy:

- 1) Regular Member: Persons who subscribe to the mission of BBA and have a paid, current membership. Regular Members receive all membership benefits and are eligible to vote in BBA elections and at General Membership Meetings.
- 2) Student Member: Persons enrolled full-time in an accredited program of study.
- 3) Institutional Member: Any school or organization holding institutional membership. Up to ten (10) individuals affiliated with the institution shall be considered Regular Members.
- 4) Distinguished Member: Persons who have achieved distinction in the teaching of mathematics to Black students, or who have been designated as Distinguished Members by the Board.
- 5) Life Member: The Life Member category recognizes individuals who have demonstrated sustained commitment to BBA and its mission. Life Membership may be attained through either of the following pathways:

(i) Retirement Pathway: A retired mathematics educator who has maintained paid membership for at least five (5) consecutive years prior to retirement and meets criteria established by Board policy; or

(ii) Sustaining Pathway: Any voting member in good standing who has maintained paid membership for at least ten (10) consecutive years and pays a Life Member sustaining fee established by the Board. The sustaining fee shall be set at a level that reflects the long-term value of permanent membership and shall be reviewed by the Board no less than every three (3) years.

Life Members under either pathway shall have all rights of Regular Members, including voting rights, without obligation to pay annual dues thereafter. The Board shall establish additional eligibility criteria and benefits for Life Members by policy.

Section 2.2 Voting Rights

Only Regular Members, Institutional Members (as individual designees), Distinguished Members, and Life Members with active, non-expired memberships at the time of a vote shall be eligible to vote. Voting eligibility shall be determined based on the Association's membership database. The Board may establish additional voting procedures by policy.

Section 2.3 Membership in Good Standing; Grace Period

A member whose membership has lapsed due to non-payment of dues shall have sixty (60) days from the date of lapse to restore membership in good standing by paying applicable dues. During this sixty (60) day grace period, the member's rights, including any board service, shall not be affected. If membership is not restored within the grace period, the member shall be deemed ineligible and any board seat held shall be treated as vacant pursuant to Section 3.9.

Section 2.4 Dues

Membership dues for each category shall be established and may be revised by the Board of Directors by majority vote. Dues shall be published and made available to all members.

Section 2.5 Membership Year

The BBA membership year shall be for one (1) year from the date of initial payment or renewal of membership.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1 Authority and Responsibility

The Board of Directors shall have overall authority and responsibility for governing the Association, including the power to:

- Authorize the expenditure or investment of Association funds;
- Set the amount of dues for each membership category;

Approve the agenda for the Annual Business Meeting;
Establish standing and ad hoc committees;
Make recommendations to the general membership;
Fill vacancies in officer and director positions; and
Adopt and maintain policies governing the Association's operations.

Strategic Direction. The Board of Directors shall establish and maintain a strategic plan to guide the long-term direction, sustainability, and impact of the Association. The Board shall review the strategic plan no less than once every three (3) years and shall update it as necessary to ensure continued alignment with the Association's mission and the communities it serves.

Section 3.2 Composition

The Board of Directors shall consist of ten (10) voting members:

- 1) The President;
- 2) The President-Elect or Past President (as applicable);
- 3) The Secretary;
- 4) The Treasurer; and
- 5) Six (6) Regional Directors, one representing each of the following regions: Northeast, Southeast, North Central, South Central, Southwest, and West.

The Executive Director, if appointed, shall serve as a non-voting member of the Board of Directors.

Section 3.3 Eligibility

To be eligible to serve on the Board of Directors, a person must be a voting member of BBA in good standing and must have been a member for at least one (1) year prior to assuming office. No member may hold more than one (1) Board office concurrently. Eligibility shall be subject to the membership grace period provided in Section 2.3.

Section 3.4 Regional Directors

Each Regional Director shall be elected by the members of their respective region for a two (2) year term and may serve no more than two (2) consecutive terms. After two consecutive terms, a Regional Director must wait at least two (2) years before serving again in the same regional seat. Regional Directors shall be elected on the following staggered schedule:

- 1) Odd Election Years: Northeast, South Central, and Southwest regions.
- 2) Even Election Years: West, Southeast, and North Central regions.

A candidate for Regional Director must have been a voting member of BBA for at least one (1) year and must reside within the region they seek to represent at the time of nomination.

Each Regional Director shall:

- 1) Serve as a voting member of the Board of Directors;
- 2) Organize meetings and activities for their represented region;
- 3) Serve as a liaison between their region and the Board of Directors;
- 4) Promote BBA membership within their region;
- 5) In coordination with the respective committee chairs, appoint a regional member to serve on each of the following committees: Membership, Communications and Publications, Professional Learning, Programs and Initiatives, and Affiliates. Committee chairs shall actively assist Regional Directors in identifying qualified candidates from their regions. Regional Directors are encouraged, but not required, to appoint regional members to other standing committees where qualified members are available;
- 6) Submit a budget for their region to the Treasurer at least one (1) month before the Annual Business Meeting;
- 7) Submit copies of all correspondence to the Secretary and President; and
- 8) Submit a summary report in writing to the Secretary and President at least one (1) month before the Annual Business Meeting.

Section 3.5 Terms of Office for Officers

Officer terms of office are defined in Article IV. Directors may be re-elected subject to applicable term limits.

Section 3.6 Meetings

The Board shall meet no fewer than ten (10) times per year. Meetings shall be conducted by electronic means, including telephone or video conference, except that the Board shall hold at least one in-person meeting annually, typically in conjunction with the Board's annual retreat. Participation by electronic means shall constitute presence at the meeting for all purposes, including the establishment of quorum.

Notice of each Board meeting shall be provided to all directors at least seven (7) days prior to the meeting date. Notice shall include the date, time, location or electronic access information, and agenda. Notice may be given by email, written communication, or such other method as the Board may establish by policy. The Secretary is responsible for providing timely notice.

Section 3.7 Quorum and Voting

A majority of the entire voting Board of Directors shall constitute a quorum for the transaction of business. Actions of the Board shall require approval by a majority of those present and voting at a duly convened meeting at which a quorum exists, unless a higher vote is required by law, these Bylaws, or Board policy.

Section 3.8 Attendance

Directors are expected to attend and actively participate in all Board meetings. The Board shall adopt and maintain a Board Attendance Policy that defines minimum

attendance requirements, the process for excused and unexcused absences, and the consequences for non-compliance, up to and including removal from the Board pursuant to Section 3.10. The Board Attendance Policy shall establish a clear and consistently enforced standard, and the President shall be responsible for monitoring attendance and initiating the consequences process when a director fails to meet the minimum standard. Attendance records shall be maintained by the Secretary and reported to the Board at least quarterly.

Section 3.9 Vacancies

If a vacancy occurs in any Board seat or officer position for any reason, including removal, resignation, death, or ineligibility, the Board of Directors shall appoint a voting member of the Association in good standing to fill the vacancy. A director so appointed shall serve for the remainder of the unexpired term and shall be eligible for election to a subsequent full term.

Section 3.10 Removal

A director or officer may resign at any time by submitting a written resignation to the President or the Secretary. A resignation is effective upon receipt unless the director or officer specifies a later effective date and does not require acceptance by the Board to take effect. The resulting vacancy shall be filled pursuant to Section 3.9. A director may be removed for cause by a two-thirds (2/3) vote of the entire Board of Directors, provided that the director has received written notice of the grounds for removal at least fourteen (14) days prior to the vote and has had a reasonable opportunity to be heard before the Board. An officer may likewise be removed from their officer position for cause by a two-thirds (2/3) vote of the entire Board under the same notice and hearing requirements, without necessarily removing the officer from the Board itself, unless the Board determines that both removal from office and from the Board is warranted. The director or officer subject to removal shall not vote on their own removal.

Section 3.11 Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if unanimous written consent to the action is signed by all voting directors. Such consent shall be filed with the minutes of the Board proceedings and shall have the same effect as a unanimous vote at a duly convened meeting. Written consent may be transmitted and received electronically.

ARTICLE IV — OFFICERS

Section 4.1 Officer Positions

The officers of the Association shall be the President, the Secretary, and the Treasurer. The leadership succession position shall be filled by either the President-Elect or the Past President, as applicable to the current point in the succession cycle. The Historian

is an appointed position as provided herein. Regional Directors are elected directors of the Board as provided in Article III, Section 3.4.

Section 4.2 President-Elect

Term. The President-Elect shall serve one (1) year as President-Elect, followed by two (2) years as President, and one (1) year as Past President, for a total four-year sequence of service. A person may serve only one such sequence. Following completion of the sequence, a person must wait at least four (4) years before being eligible to serve as President-Elect again.

Qualifications. A candidate for President-Elect must have been a voting member of BBA for at least two (2) years and must have served on the Board of Directors of BBA prior to election.

Duties. The President-Elect shall:

- 1) Assume the duties of the President in the absence or incapacity of the President;
- 2) Serve as a voting member of the Board of Directors;
- 3) Serve on the Executive Committee;
- 4) Submit a budget for the office to the Treasurer at least one (1) month before the Annual Business Meeting;
- 5) Submit a summary report in writing to the Secretary and President at least one (1) month before the Annual Business Meeting; and
- 6) Perform other duties as assigned by the President or the Board.

Vacancy. If the President-Elect resigns or becomes unable to serve at any point during the President-Elect year or prior to assuming the Presidency, the following shall apply:

- 1) The President shall immediately assume acting authority over any duties the President-Elect was performing, until the Board acts.
- 2) Within forty-five (45) days of the vacancy, the Board of Directors shall determine by majority vote whether to (i) appoint a qualified member to serve the remainder of the President-Elect term and then ascend to the Presidency on the normal schedule, or (ii) conduct a special election for the President-Elect position.
- 3) If the Board elects to appoint, the appointed individual shall be a voting member who meets the qualifications of Section 4.2 and shall follow the normal succession path unless the Board specifies otherwise at the time of appointment.
- 4) If neither appointment nor special election is feasible within the 45-day window, the Board shall elect an acting President from among its voting members by majority vote to serve until a President-Elect or President can be properly installed.

Section 4.3 President

Term. The President shall serve a two (2) year term, assumed upon completion of the one-year term as President-Elect.

Qualifications. The President must be a voting member of BBA and shall have served as President-Elect immediately prior to assuming the Presidency.

Duties. The President shall:

- 1) Serve as a voting member and presiding officer of the Board of Directors;
 - 2) Serve as Chair of the Executive Committee;
 - 3) Preside at all sessions of BBA and the Board of Directors;
 - 4) Appoint all committee chairs and committee members, except as otherwise specified in these Bylaws or by Board action;
 - 5) Distribute the agenda and relevant reports for each Board meeting at least seven (7) days prior to the meeting date;
 - 6) Distribute the agenda for the Annual Business Meeting at least twenty-one (21) days prior to the meeting date;
 - 7) Prepare and submit an Annual Report to the Secretary at least one (1) month before the Annual Business Meeting;
 - 8) Submit a budget for the office to the Treasurer at least one (1) month before the Annual Business Meeting;
- Encourage cooperation between BBA and other organizations of similar mission;
and
Perform other duties as assigned by the Board.

Section 4.4 Past President

Term. The Past President shall serve a one (1) year term, assumed upon completion of the two-year term as President.

Qualifications. The Past President must be a voting member of BBA.

Duties. The Past President shall:

- 1) Serve as a voting member of the Board of Directors;
- 2) Serve on the Executive Committee;
- 3) Serve in an advisory capacity to the Board on governance and organizational matters;
- 4) Assume the duties of the President in the absence or incapacity of the President;
- 5) Submit a budget for the office to the Treasurer at least one (1) month before the Annual Business Meeting;
- 6) Submit a summary report in writing to the Secretary and President at least one (1) month before the Annual Business Meeting; and
- 7) Perform other duties as assigned by the President or the Board.

Section 4.5 Secretary

Term. The Secretary shall be elected in even election years and shall serve a two (2) year term. A Secretary may serve no more than two (2) consecutive terms.

Qualifications. A candidate for Secretary must have been a voting member of BBA for at least one (1) year.

Duties. The Secretary shall:

- 1) Serve as a voting member of the Board of Directors;
- 2) Serve as a member of the Executive Committee;
- 3) Prepare and distribute minutes of all Board of Directors and Executive Committee meetings;
- 4) Prepare minutes of the Annual Business Meeting;
- 5) Provide notice of upcoming Board meetings at least seven (7) days prior to each meeting, consistent with Section 3.6;
- 6) Assist in preparation of required government filings as needed;
- 7) Maintain copies of all official correspondence and records;
- 8) Submit a budget for the office to the Treasurer at least one (1) month before the Annual Business Meeting;
- 9) Submit a summary report in writing to the President at least one (1) month before the Annual Business Meeting; and
- 10) Perform other duties as assigned by the President or the Board.

Section 4.6 Treasurer

Term. The Treasurer shall be elected in odd election years and shall serve a two (2) year term. A Treasurer may serve no more than three (3) consecutive terms, for a maximum of six (6) consecutive years of service. If no qualified successor has been elected or appointed by the expiration of the Treasurer's term, the incumbent Treasurer shall continue to serve in a holdover capacity until a successor assumes office, provided that the holdover period shall not exceed six (6) months without a new election or Board appointment.

Qualifications. A candidate for Treasurer must have been a voting member of BBA for at least one (1) year and shall demonstrate financial literacy sufficient to oversee the Association's financial operations, review financial reports prepared by engaged accounting professionals, and provide informed financial leadership to the Board. The Treasurer shall be bonded in an amount determined by the Board. Any independent accountant or financial contractor engaged by the Association to handle financial transactions shall also be bonded or insured as required by Board policy.

Duties. The Treasurer shall:

- 1) Serve as a voting member of the Board of Directors;
- 2) Chair the Finance Committee;
- 3) Oversee the receipt, recording, and safeguarding of all funds of the Association, including supervising the work of any independent accountant or financial contractor engaged to perform day-to-day bookkeeping and financial transaction processing;

- 4) Authorize disbursements of funds in accordance with the Financial Controls Policy, including exercising approval authority over disbursements that exceed the threshold established by Board policy, while routine disbursements within approved budget parameters may be processed by the engaged accountant or financial contractor. In the absence or unavailability of the engaged accountant or financial contractor, the Treasurer is authorized to process transactions directly in accordance with the Financial Controls Policy;
- 5) Review and verify financial reports prepared by the engaged accountant or financial contractor, and monitor all incurred expenses and expenditures against the approved budget;
- 6) Review, interpret, and present a Treasurer's Annual Report to the Board, incorporating financial statements and reports prepared by the engaged accountant or financial contractor;
- 7) Assist the Secretary in preparing required government filings;
- 8) Present a proposed budget for the following fiscal year to the Board at least one (1) month before the Annual Business Meeting;
- 9) Submit copies of all correspondence and reports to the Secretary and President; and
- 10) Perform other duties as assigned by the President or the Board.

Section 4.7 Historian

Appointment and Term. The Historian shall be appointed by the President, with approval of the Board of Directors, at or following the Annual Business Meeting for a one (1) year term, which may be renewed.

Qualifications. A candidate for Historian must have been a voting member of BBA for at least one (1) year.

Duties. The Historian shall:

- 1) Serve as a non-voting consultant to the Board of Directors;
- 2) Collect, organize, and preserve historical records of the Association in formats accessible to future leadership, including publications, programs, official documents, and digital content, in accordance with the Records Retention Policy and any Board-approved position description for this role;
- 3) Maintain an updated index of all items in the archives and ensure institutional knowledge is preserved and accessible to future leadership;
- 4) Maintain close contact with the chairs of all BBA committees and coordinate with relevant staff or volunteers to ensure significant organizational content and communications are preserved;
- 5) Submit copies of all correspondence to the Secretary and President;
- 6) Submit a report of any anticipated archival or records preservation expenses to the Treasurer at least one (1) month before the Annual Business Meeting; and
- 7) Submit a summary report in writing to the Secretary and President at least one (1) month before the Annual Business Meeting.

Section 4.8 Succession of Authority

In the event that the President is unable to serve, the President-Elect, if serving, shall assume the duties of the President. If no President-Elect is serving, the Past President shall assume the duties of the President. If no officer in this succession is able to serve, the Board of Directors shall elect an acting President from among its voting members by majority vote, and shall fill the vacancy pursuant to Section 3.9.

ARTICLE V — EXECUTIVE COMMITTEE

Section 5.1 Composition

The Executive Committee shall consist of the President (Chair), the President-Elect or Past President (as applicable), the Secretary, and the Treasurer. The Executive Director, if appointed, shall serve as a non-voting member of the Executive Committee.

Section 5.2 Authority

The Executive Committee may act on behalf of the Board between scheduled Board meetings on matters requiring timely action, except where prohibited by applicable law, these Bylaws, or Board policy. All actions taken by the Executive Committee shall be reported to the full Board at its next meeting.

Section 5.3 Responsibilities

The Executive Committee shall:

- 1) Prepare agendas for Board meetings, based on agenda items submitted in advance by officers, directors, and committee chairs in accordance with procedures established by Board policy. The full Executive Committee shall convene as needed for matters with financial implications or requiring formal action on behalf of the Board between scheduled meetings. The Secretary and Treasurer shall receive notice of all Executive Committee meetings and copies of all minutes and decisions;
- 2) Attend to administrative duties and day-to-day management of the Association;
- 3) Submit a proposed budget for Executive Committee operations to the Treasurer at least one (1) month before the Annual Business Meeting;
- 4) Submit copies of all correspondence to the Secretary and President; and
- 5) Submit a written summary report to the Secretary and President at least one (1) month before the Annual Business Meeting.

ARTICLE VI — STAFF AND EXECUTIVE DIRECTOR

Section 6.1 Authority to Establish Staff Positions

The Board of Directors may establish staff positions as necessary to support the operations and programs of the Association. Staff members are employees of the Association and are not elected officers. The Board shall define the responsibilities, qualifications, and compensation structure for staff positions in accordance with the

Association's employment policies and its tax-exempt status. In addition to named officer positions, the Board may establish appointed operational roles — including but not limited to roles related to technology, communications, and program administration — as needed to support the Association's infrastructure and programs. Such roles shall be defined by the Board in position descriptions adopted by resolution and shall report to the Executive Director, or to the President where no Executive Director is serving.

The Association may also engage independent contractors to provide services in support of its operations and programs. Independent contractors are not employees of the Association and shall be engaged pursuant to written agreements that define the scope of services, compensation, and terms of engagement consistent with applicable IRS guidelines on worker classification and the Association's tax-exempt status. The Executive Director, or the President where no Executive Director is serving, is authorized to engage independent contractors for services within the scope of the Board-approved budget without prior Board approval, provided that any individual contractor engagement exceeding a threshold amount established by Board policy shall require advance Board or Executive Committee approval. All contractor engagements shall be reported to the Board at its next regular meeting.

Section 6.2 Executive Director

The Board of Directors may appoint an Executive Director or equivalent role to oversee the day-to-day operations of the Association under the direction of the Board. The Executive Director shall be appointed by majority vote of the Board, upon the recommendation of the President.

Section 6.3 Qualifications and Term

The Board of Directors shall determine the qualifications and term of office of the Executive Director in a Board-adopted position description. The Executive Director serves at the pleasure of the Board and may be removed by majority vote of the entire Board.

Section 6.4 Authority and Duties

Under the direction of the Board of Directors, the Executive Director shall:

- 1) Manage the day-to-day operations of the Association;
- 2) Work closely with the President to coordinate and facilitate the activities of the Association;
- 3) Facilitate the development of projects and programs;
- 4) Coordinate the work of committees;
- 5) Attend and report at Board meetings as a non-voting member;
- 6) Maintain official Association records and correspondence and distribute materials to appropriate persons;
- 7) Assist the Programs and Initiatives Committee Chair on tasks related to the Annual Business Meeting;
- 8) Maintain and submit an office budget to the Board at least one (1) month before the Annual Business Meeting;

- 9) File an annual report to the Board at least one (1) month before the Annual Business Meeting; and
- 10) Perform other duties as requested by the President or the Board.

Section 6.5 Compensation

The compensation of the Executive Director or equivalent senior staff role shall be established by a vote of disinterested members of the Board of Directors and shall reflect the nature and scope of services rendered, the Association's current financial capacity, and the requirements of its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Where the Executive Director serves in a part-time or stipend-based capacity, the Board shall document the basis for the stipend amount, including the estimated hours of service, the scope of duties, and the Association's current operating budget. As the Association grows and the role expands toward full-time employment, the Board shall obtain and consider comparability data for similarly situated organizations prior to establishing compensation at that level. In all cases, the basis for the compensation determination, including any supporting data reviewed, shall be documented in the minutes of the Board meeting at which it is approved.

ARTICLE VII — COMMITTEES

Section 7.1 Standing Committees

The Board may establish standing committees to assist in carrying out the work of the Association. Standing committees shall include, but are not limited to:

- 1) Finance Committee — Chaired by the Treasurer. The Finance Committee shall assist in budget preparation, monitor financial performance, support fundraising strategy, and exercise audit oversight on behalf of the Board, including the selection and oversight of the independent auditor, review of audit or financial review findings, and reporting of those findings to the full Board of Directors.
- 2) Nominations and Elections Committee — Responsible for gathering nominations, presenting candidate slates, administering BBA elections, and ensuring the integrity and transparency of the election process in accordance with the Elections Policy.
- 3) Programs and Initiatives Committee — Responsible for the planning, implementation, and quality oversight of BBA's signature initiatives, student-facing programs, and signature events. The Committee shall administer awards recognizing exemplary mathematics educators of Black students, including the William Greer Scholarship Award and awards associated with BBA's signature initiatives. The Committee shall coordinate with the Professional Learning Committee to ensure alignment between initiative programming and BBA's broader professional learning strategy. Specific initiatives, programs, and events within the Committee's portfolio shall be defined in its Board-approved charter.

- 4) Communications and Publications Committee — Responsible for coordinating BBA's publications and communications portfolio, including any journals, newsletters, or other member publications, and for promoting awareness of the Association's activities and mission through the website, email communications, social media, and other external communications channels. The form, frequency, and scope of BBA's publications shall be determined by the Board.
- 5) Membership Committee — Responsible for efforts to recruit and retain members, maintain the membership management database, and support member engagement across all membership categories.
- 6) Professional Learning Committee — Responsible for advancing BBA's professional learning strategy, including the coordination and quality of webinars, speaker series, and other professional development programming. The Committee shall coordinate alignment across BBA's signature initiatives to ensure coherence of professional learning offerings. The Committee may develop position statements and policy recommendations on matters relating to mathematics education for Black students as needed.
- 7) Affiliates Committee — Responsible for managing BBA's relationships with affiliate organizations and external partners, including NCTM and other national and regional education organizations. The Committee shall represent BBA at affiliate meetings, review and recommend proposals for BBA's presence at affiliate conferences, and advise the Board on matters relating to organizational partnerships and affiliation.

Section 7.2 Ad Hoc Committees

The President or the Board may establish ad hoc committees as needed to address specific tasks or projects. Ad hoc committees shall dissolve upon completion of their assigned purpose or by action of the Board. The Board shall establish a Governance and Bylaws Committee as an ad hoc committee whenever a review or revision of the Association's governing documents is warranted. The Governance and Bylaws Committee shall be chaired by an appointed member with governance, legal, or organizational expertise, as designated by the President with Board approval, and shall report its recommendations to the full Board.

Section 7.3 Committee Charters and Operation

The duties, membership requirements consistent with these Bylaws, and operating procedures for each committee shall be outlined in a committee charter approved by the Board, including minimum reporting requirements to the Board. A committee's charter and strategic planning document may be combined into a single board-approved instrument. Committee chairs shall be appointed by the President unless otherwise specified. All committees shall report to the Board no less frequently than as required by their charter. Committees may satisfy their reporting obligation through a continuously maintained, board-accessible written record of agendas, meeting notes, and strategic plan progress, provided that board liaisons summarize material developments at each Board meeting and the written record is made available to all directors in advance of each Board meeting in accordance with procedures established by Board policy.

ARTICLE VIII — ELECTIONS

Section 8.1 General Elections

Elections for all elected positions shall be conducted on a biennial (every two years) staggered schedule as set forth in Article III and Article IV. Elections shall be administered by the Nominations and Elections Committee under procedures and timelines established and documented in the Board-adopted Elections Policy.

Section 8.2 Nominations

The Nominations and Elections Committee shall present a ballot with at least two (2) nominees for each position to be filled. If after good-faith recruitment efforts only one qualified nominee is available for a position by the established nominations deadline, the Committee may proceed with an uncontested ballot for that position, in which eligible voting members shall vote to confirm or reject the nominee by majority vote. A nominee who receives a majority of votes cast shall be elected. If no qualified nominee is found or a sole nominee is rejected by the membership, the Board shall fill the vacancy by appointment pursuant to Section 3.9. Each candidate's ballot shall be accompanied by a brief statement of qualifications prepared by the candidate.

Section 8.3 Election Procedure

The election period, ballot distribution deadline, and close of election shall be established by the Board in the Elections Policy, consistent with the framework set forth in Section 8.1. Official ballots shall be distributed electronically to all eligible voting members through the Association's electronic voting system. The voting period shall remain open for no fewer than fourteen (14) days. All voting shall be conducted by secret ballot.

Section 8.4 Counting of Ballots

The official count shall be conducted by the Nominations and Elections Committee within ten (10) days of the close of the election period. Any member of the Committee who is a candidate for an office being counted shall be recused from the count for that office. The President shall appoint a non-candidate replacement if needed to complete the count.

Section 8.5 Tie-Breaking

In the event of a tie for any office, a secret vote to break the tie shall be conducted among all voting Board members present at the next scheduled Board meeting, except that any Board member who is one of the tied candidates for that office shall be recused from the tie-breaking vote for that position. If recusals would prevent a quorum of eligible voters, the Nominations and Elections Committee shall administer a secret ballot tie-breaking vote among all eligible voting members of the Association within thirty (30) days.

Section 8.6 Announcement of Results

Candidates shall be confidentially informed of election results by the Nominations and Elections Committee prior to the Annual Business Meeting. Results shall be formally announced by the President at the Annual Business Meeting held in the spring, and shall be published to the general membership within thirty (30) days of the close of the election period.

Section 8.7 Assumption of Office

All persons elected in the annual election shall assume the duties of their respective offices on July 1 following their election, which shall also be the start of the Association's fiscal year. Outgoing officers and directors shall continue to serve in a holdover capacity from the date of the Annual Business Meeting through June 30, ensuring continuity of governance during the transition period. The President shall ensure that a structured orientation and handoff process is conducted between outgoing and incoming leaders during this transition period.

ARTICLE IX — MEETINGS OF MEMBERS

Section 9.1 Annual Business Meeting

The Association shall hold an Annual Business Meeting of the membership each spring, at a date determined by the Board of Directors. The Annual Business Meeting shall be conducted virtually by electronic means. It is the primary governance meeting of the membership and shall include at minimum: the formal announcement of election results, recognition of newly elected officers and directors, presentation of annual reports, and such other business as the Board places on the agenda. The President shall distribute notice of the Annual Business Meeting, including the agenda and electronic access information, at least twenty-one (21) days prior to the meeting date. A quorum for the Annual Business Meeting shall consist of at least five percent (5%) of eligible voting members as of the date of the meeting, based on the Association's membership database.

Section 9.2 General Membership Meetings

The Board may call General Membership Meetings as needed throughout the year. General Membership Meetings shall ordinarily be conducted by electronic means. Notice of any General Membership Meeting shall be provided to members at least fourteen (14) days in advance and shall include electronic access information sufficient for members to participate fully. The Board is encouraged to hold a Member Engagement Meeting in the fall to welcome new members, provide organizational updates, and build community among the membership. The fall Member Engagement Meeting, when held, shall be treated as a General Membership Meeting for purposes of notice and quorum requirements. No formal governance business is required at the fall Member Engagement Meeting.

Section 9.3 Parliamentary Authority

All meetings of the Association and its Board shall be conducted in a manner that promotes fairness and efficiency. Robert's Rules of Order (most current edition) shall serve as the parliamentary authority for matters not addressed by these Bylaws or Board policy.

Section 9.4 Electronic Notice and Records

Electronic notice shall satisfy all notice requirements in these Bylaws. The Association shall be entitled to rely on an email address or electronic contact provided by a member or director as a valid address for notice purposes. Electronic records, including email communications, digitally executed minutes, and electronic signatures, shall constitute valid organizational records and shall be maintained in accordance with the Records Retention Policy.

Section 9.5 Electronic Voting Without a Meeting

The Association may conduct a vote of the membership on any matter—including proposed amendments to these Bylaws or a vote on dissolution—by electronic ballot outside of a formal meeting, provided that: (a) all eligible voting members receive notice of the vote and the matter to be decided at least fourteen (14) days before the close of the voting period; (b) the notice describes the proposed action in sufficient detail for members to make an informed decision; (c) all eligible voting members are given a reasonable and equal opportunity to cast a ballot by electronic means; (d) the voting period remains open for no fewer than fourteen (14) days; and (e) the results are tabulated and reported to the Board and to the membership within thirty (30) days of the close of the voting period. A vote conducted under this Section shall satisfy any requirement in these Bylaws that a matter be approved by the membership at a meeting, unless the Board determines that a formal meeting is required by Maryland law for that specific action. The Board shall adopt procedures for electronic member voting in the Elections Policy.

Section 9.6 Annual Business Meeting Contingency

If the Annual Business Meeting cannot be held as scheduled due to a natural disaster, public health emergency, technological failure, or other extraordinary circumstance beyond the Association's control, the Board of Directors may, by majority vote, postpone the Annual Business Meeting to a date no more than ninety (90) days after the originally scheduled date. During any such postponement, the terms of all sitting officers and directors shall be automatically extended, and the July 1 assumption of office for newly elected leaders shall be deferred accordingly until after the rescheduled meeting. The Board shall provide notice of the postponement and the new date to all members as soon as practicable.

ARTICLE X — FISCAL MATTERS

Section 10.1 Fiscal Year

The fiscal year of the Association shall begin on July 1 and end on June 30 of each year.

Section 10.2 Budget

The Board of Directors shall approve an annual operating budget prior to the start of each fiscal year on July 1. The Executive Director and all officers shall submit proposed budgets for their respective areas to the Treasurer at least one (1) month before the Annual Business Meeting for inclusion in the budget planning process. The outgoing Board shall be responsible for approving the budget for the upcoming fiscal year prior to June 30, in consultation with incoming elected leaders who have been announced but not yet assumed office.

Section 10.3 Financial Controls

The Board shall adopt and maintain a Financial Controls Policy governing the handling, disbursement, and auditing of Association funds. No funds shall be disbursed without authorization as provided in that policy. The Treasurer shall be bonded as required by Board policy.

Section 10.4 Audit and Financial Review

The financial records of the Association shall be reviewed or audited at least annually by an independent auditor or audit committee, as determined by the Board. The Finance Committee shall be responsible for oversight of this process, including selection of the independent auditor and presentation of findings to the full Board.

ARTICLE XI — POLICIES

Section 11.1 Required Policies

The Board shall adopt and maintain written policies to govern the operations of the Association. Required policies shall include, but are not limited to:

- 1) Conflict of Interest Policy;
- 2) Code of Conduct;
- 3) Board Attendance Policy;
- 4) Financial Controls Policy;
- 5) Whistleblower Protection Policy;
- 6) Records Retention Policy;
- 7) Elections Policy; and
- 8) Membership and Dues Policy;
- 9) Non-Discrimination and Equal Opportunity Policy;

- 10) Intellectual Property and Branding Policy; and
- 11) Technology and Data Security Policy; and
- 12) Contractor and Vendor Policy.

Section 11.2 Conflict of Interest

All directors, officers, and key employees shall annually complete and sign a written Conflict of Interest disclosure form, disclosing any financial, personal, or organizational interests that could create a conflict with their duties to the Association.

When a matter comes before the Board or a committee in which a director, officer, or key employee has an actual or potential conflict of interest, that person shall:

- 1) Promptly disclose the nature of the interest to the presiding officer;
- 2) Leave the room for the entirety of the Board's or committee's deliberation and vote on the matter (abstention alone is not sufficient); and
- 3) Not attempt to influence the deliberation or vote.

The minutes of the meeting shall record: (a) the disclosure made, (b) the name of the person who left the room, and (c) the vote taken in that person's absence. These requirements are intended to satisfy the conflict of interest standards referenced on IRS Form 990, Part VI.

Section 11.3 Political Activity and Lobbying

Consistent with Article V of the Articles of Incorporation and the requirements of Section 501(c)(3) of the Internal Revenue Code, the Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.

The President and Treasurer shall jointly monitor the Association's advocacy and lobbying activities and expenditures to ensure compliance with applicable IRS limitations. Any proposed activity that may constitute lobbying shall be reviewed by the President and Treasurer before being undertaken, and the results of that review shall be documented.

Section 11.4 Executive Compensation Process

Compensation for the Executive Director or equivalent senior staff role, and any other officer or employee whose compensation is set by the Board, shall be approved by a vote of disinterested Board members. Where the Executive Director serves in a part-time or stipend-based capacity, the Board shall document the basis for the stipend, including the estimated scope of service and the Association's current operating budget. As the role expands toward full-time employment, the Board shall obtain and consider comparability data for similar positions at similarly situated organizations before establishing compensation at that level. In all cases, the decision and the supporting

basis shall be documented in the minutes of the meeting at which compensation is approved.

ARTICLE XII — INDEMNIFICATION

Section 12.1 Indemnification of Directors and Officers

The Association shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Maryland Corporations and Associations Article, as amended. The Board may authorize the purchase of directors and officers liability insurance to further protect individuals acting in good faith on behalf of the Association.

ARTICLE XIII — AMENDMENTS TO BYLAWS

Section 13.1 Amendment by the Board

These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board of Directors at any duly convened meeting at which a quorum is present, provided that:

- 1) The proposed amendment has been submitted in writing to all Board members at least fourteen (14) calendar days prior to the meeting at which the vote is to be taken; and
- 2) The notice of the meeting identifies that an amendment to the Bylaws will be considered.

Section 13.2 Membership Vote Required

Notwithstanding Section 13.1, any amendment that would materially alter the voting rights of members, the process for electing Board members, or the dissolution provisions of these Bylaws shall require approval by a majority of voting members present and voting at an Annual Business Meeting or duly noticed General Membership Meeting, or by electronic ballot conducted pursuant to Section 9.5, in addition to the Board vote described in Section 13.1. For purposes of any member vote held at a meeting under this Section, a quorum shall consist of at least ten percent (10%) of eligible voting members as of the date of the meeting, based on the Association's membership database.

Section 13.3 Effective Date

Amendments shall take effect upon adoption, unless the Board specifies a later effective date. These Bylaws, as adopted by electronic vote of the Board of Directors, shall take effect on July 1, 2026.

ARTICLE XIV — REGISTERED AGENT

Section 14.1 Registered Agent

The Association shall at all times maintain a registered agent in the State of Maryland as required by the Maryland Corporations and Associations Article. The President and

Secretary are jointly authorized to update the registered agent and registered address by filing the appropriate forms with the Maryland State Department of Assessments and Taxation (SDAT), without requiring a separate vote of the Board. The Secretary shall notify the Board at its next meeting of any change made to the registered agent or address.

ARTICLE XV — DISSOLUTION

Section 15.1 Dissolution

The Association may be dissolved by a two-thirds (2/3) vote of the entire Board of Directors, subject to applicable Maryland law. Dissolution shall be carried out in accordance with the procedures required by the Maryland Corporations and Associations Article, Title 3, Subtitle 4, including any applicable notice to or approval by the Office of the Maryland Attorney General with respect to the disposition of charitable assets. Upon dissolution, after payment or provision for all liabilities, the remaining assets of the Association shall be distributed exclusively to one or more organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government entity for a public purpose. No part of the assets shall inure to the benefit of any private individual.

ARTICLE XVI — NON-DISCRIMINATION

Section 16.1 Non-Discrimination Policy

The Association shall not discriminate on the basis of race, color, national origin, sex, gender identity or expression, sexual orientation, age, disability, religion, or any other characteristic protected by applicable law in its membership, employment, programs, or activities. This commitment to equity and inclusion is integral to the Association's mission of advancing excellence and equity in mathematics education for all students, particularly Black students. The Board shall adopt and maintain a Non-Discrimination and Equal Opportunity Policy consistent with this Section.

ARTICLE XVII — MEMBER RIGHTS AND RECORDS

Section 17.1 Member Right to Inspect Records

Any voting member of the Association in good standing shall have the right, upon reasonable written request to the Secretary, to inspect and copy the Association's bylaws, articles of incorporation, current list of directors and officers, minutes of member meetings for the preceding two (2) years, and the most recent annual financial statements, to the extent permitted by the Maryland Corporations and Associations Article. The Secretary shall respond to such requests within thirty (30) days. The Board may adopt reasonable procedures governing the time, place, and manner of inspection in the Records Retention Policy, provided such procedures do not unreasonably restrict the rights described in this Section.

ARTICLE XVIII — EMERGENCY POWERS

Section 18.1 Emergency Powers of the Board

In the event of a declared local, state, or federal emergency, a natural disaster, a public health crisis, or any other extraordinary circumstance that renders it impracticable to conduct the Association's governance under the normal provisions of these Bylaws, the Board of Directors may, by majority vote of those directors who are available and able to act, take such emergency actions as are reasonably necessary to preserve the Association's operations, protect its assets, and fulfill its mission. During an emergency, the Board may: (a) reduce the quorum requirement for Board meetings to one-third (1/3) of the voting directors then able to participate; (b) conduct meetings and votes by any available means of communication; and (c) delegate authority to the Executive Committee or to the President to act on the Board's behalf on matters requiring timely action. Any action taken under this Section shall be reported to the full Board as soon as practicable and shall be ratified by the Board at its next regular meeting. Emergency actions shall remain in effect only for the duration of the emergency and shall not extend beyond ninety (90) days without affirmative renewal by the Board.

ARTICLE XIX — INTELLECTUAL PROPERTY AND BRANDING

Section 19.1 Ownership of Intellectual Property and Brand

All intellectual property created by or on behalf of the Association, including its name, logo, publications, educational materials, curricula, and digital content, is and shall remain the property of the Association. No director, officer, employee, contractor, or member shall claim individual ownership of any intellectual property developed in connection with Association activities. The Board of Directors is authorized to adopt an Intellectual Property and Branding Policy governing the use, licensing, and protection of the Association's name, marks, and materials, and to take such legal steps as are necessary to register and protect the Association's intellectual property assets.

CERTIFICATION OF ADOPTION

These Bylaws were duly adopted by the Board of Directors and Membership of Benjamin Banneker Association, Inc. by electronic vote, with voting conducted during the period of April 27, 2026 through May 27, 2026, at which a minimum 40 members participated. The results of the vote were certified by the Secretary on _____, 202____. These Bylaws shall take effect on July 1, 2026.

President, Benjamin Banneker Association, Inc.

Secretary, Benjamin Banneker Association, Inc.