

**BY-LAWS
of
AMERICAN ASSOCIATION OF BLACKS IN ENERGY (AABE)
FLORIDA CHAPTER**

PREAMBLE

We, the members of the Florida Chapter of American Association of Blacks in Energy (AABE), dedicate ourselves to ensuring the input of African-Americans and other minorities into the discussions and developments of energy policies, regulations, research & development, technologies, and environmental issues.

PARLIAMENTARY AUTHORITY

The National Bylaws of the American Association of Blacks in Energy (AABE) shall be the principal governing document, followed by this set of bylaws. Robert's Rules of Order, latest edition, shall govern the official proceedings of this chapter.

ARTICLE ONE

Name and Purpose

Section 1. Name. The name of this organization shall be the Florida Chapter of the American Association of Blacks in Energy (AABE/FL).

Section 2. Purpose. The purpose of AABE/FL is to:

1. Serve as a resource for policy discussion of the economic, social and political impact of environmental and energy policies on African Americans and other minorities.
2. Promote energy industry careers in the African-American community and support the increased representation of African-Americans within the energy industry.
3. Ensure involvement of African Americans in governmental and energy policy making by recommending capable, sensitive and informed personnel to appropriate officials.
4. Provide a forum for professional development and career enhancement that facilitates networking and industry peer support for its members.
5. Encourage African American students to pursue careers in energy-related fields and provide scholarships and other financial aid for such students.

6. Support AABE Regional and National initiatives, projects and programs.

Section 3. Objectives. The objectives of AABE/FL are:

1. Support the AABE National and Florida Chapter agenda through our programs, services, and activities.
2. Increase awareness of energy related issues within our community.
3. Provide value-added programs to local and regional membership.
4. Record and report out during quarterly AABE/FL General Membership Meetings.

ARTICLE TWO

Membership

Section 1. Definition. Membership at the National level is a requirement of AABE/FL Chapter membership. Membership is open to any AABE member, in good standing, who is not affiliated with any other chapter of AABE and who meets any one of the following criteria:

1. Managerial and professional employees in the energy industry in either the public or private sector.
2. Managerial and professional employees of industry related trade associations.
3. Owners of energy-related businesses. Qualifying businesses are related but not limited to oil, gas, metal, hydroelectric, nuclear, fossil fuel and/or solar.
4. Energy consultants.
5. Educators whose teaching and research activities are energy-related.
6. Students attending a Florida college or university who desire to support AABE/FL.

Section 2. Classification. Members shall be classified as those who have paid all financial obligations.

Section 3. Types of Membership. Membership in AABE/FL is defined according to dues paid. Regular membership dues are applicable for employees, professionals, business owners, consultants, and educators. Regular membership dues are \$250.00 (\$225 National & \$25 local/state). Student membership dues are applicable for full-time students supporting AABE/FL. Student membership dues are \$25.00.

Section 4. Term of Membership. The term of membership is based on the calendar year and dues are paid on an annual basis, i.e. all memberships expire on December 31st. National

membership fees and local chapter dues are paid each calendar year. In accordance with National Bylaws, member dues must be paid no later than February 28th.

Section 5. Location. Members must work or reside in the state of Florida.

Section 6. Voting Rights. Members having paid all National and AABE/FL dues in the current fiscal year are deemed in “good standing” or financial. Members MUST be financial to vote, run for, and/or to hold an office.

Section 7. Transfer. An AABE/FL member transferring to another AABE Chapter shall do so in accordance with the AABE National Constitution. A member transferring into the AABE/FL Chapter shall be accepted upon verification from National Headquarters, in accordance with the National Constitution. If the transfer into AABE/FL occurs prior to July 1st, the difference in local dues shall be paid on a prorated basis. For transfers occurring after July 1st, local dues differences shall be waived.

Section 8. Withdrawal/Termination of membership. Membership in the chapter is not assignable. Upon the resignation of a member and/or non-payment of membership dues, membership shall wholly cease and expire. Withdrawal of membership may be accomplished by written notification to the AABE/FL Chapter Secretary.

ARTICLE THREE

Meetings of AABE/FL Membership

Section 1. General Membership Meetings. Regular Business Meetings, more readily known as General Membership Meetings of the AABE/FL members will be held not less than quarterly, 4 times a year, at a location and time to be determined by the Executive Committee. A Video Conference platform meeting can be used in place of face-to-face AABE/FL General Membership Meetings. A tentative calendar of activities and programs, as well as a budget for the ensuing year shall be announced during the first quarter of each year. However, preparation of the tentative calendar of activities shall begin during the fourth quarter of the preceding year.

1. *Quorum.* Official Business Meetings may take place only when a minimum of two Officers, and 20% of the Chapters members are present. At no time shall a lack of a quorum at a Regular Business meeting prevent the orders of the day, with the exception of voting.
2. *Voting Rights.* The privilege of voting will be limited to those members who are in good standing (financial). Each member is entitled to one vote.
3. *Proxies.* Voting by proxy will be allowed provided the member notifies the Chapter Secretary in writing at least two (2) days prior to the Regular Business Meeting.
4. *Order.* Each member who wishes to speak or debate a motion during a meeting will be allotted two minutes to speak on the motion before the body only. Robert’s Rules of Order,

newest edition, shall govern debate.

Section 2. Executive Committee Meeting. The Executive Committee shall meet prior to the regular quarterly meetings as designated by the Chapter President.

Section 3. Committee Meeting. Committee meetings shall convene as deemed appropriate by each respective committee chair.

Section 4. Special Meeting. Special/Call meetings shall convene when deemed necessary by the Chapter President.

ARTICLE FOUR

AABE/FL Officers

Section 1. General. The AABE Florida Chapter shall have 6 elected officers and two automatic directors. The Officers of the AABE/FL Chapter will consist of President, Vice-President, Secretary, Treasurer, Assistant Treasurer, and Assistant Secretary. These six officers shall constitute the voting Executive Committee of the chapter. The two automatic directors shall be the immediate past-President and the immediate past-Treasurer, who shall serve in an advisory, non-voting role. No officer may serve in more than one elected position in the same term.

Section 2. Terms. Each officer shall be elected to serve an uninterrupted two-year term. No officer shall be elected to serve more than two consecutive terms unless Exigent Circumstances outlined in Article 6 sec 6.

Section 3. Removal. Any officer may be removed from office with just cause by a vote of two-thirds of the financial members. Failure, by any Officer, to attend 75% of Regular Business Meetings of the Chapter, within a 12-month period, shall be deemed just cause for removal and subject such officer to a membership vote for removal. The Executive Committee shall appoint an interim officer replacement until such time as the general membership votes to fill the vacancy.

Section 4. Officers-Duties. All chapter officers are expected to attend all Executive Committee Meetings, Regular Business Meetings, events and activities. The general duties for the officers are described as follow:

1. *President.*

- 1.1 Preside over Chapter meetings and services; and call special meetings as needed;
- 1.2 Be an ex-officio member of all committees, except the Nominations and Election Committees;
- 1.3 Appoint all standing and Ad Hoc Committee chairpersons, and other special liaisons as needed, unless previously specified;
- 1.4 Countersign all contracts, vouchers, and other documents that require the President's signature;
- 1.5 Shall, along with the Treasurer, oversee and ensure the preparation and filing of the annual IRS tax return by a certified/professional accounting firm;

- 1.6 Encourage the full participation of all Chapter members;
- 1.7 Attend local chapter meetings, regional conferences, and National conferences during their tenure; as well as attend quarterly Chapter Presidents and National Board meetings;
- 1.8 Prepare the chapter's annual report by January 31 for distribution to membership and national office;
- 1.9 Comply with the rules and regulations set forth in the National Constitution
- 1.10 Ensure the timely dissemination of information and/or execution of programs and policies from the Executive Committee as communicated by or received from the National Office; as well as timely respond to requests/ inquiries from Regional Coordinator, Board Committee and National Office staff.

2. Vice-President.

- 2.1 Assume the duties and responsibilities of the President in their absence;
- 2.2 Assist the President, as needed, in fulfilling their roles and responsibilities;
- 2.3 Serve as liaison officer on committees as appointed by the President;
- 2.4 Attend local meetings, Regional Conferences and National Conferences;
- 2.5 Hold quarterly meetings with the Treasurer to balance the budget and monitor chapter finances;
- 2.6 Monitor and advise the President of all committee functions (meetings, events, programs, etc.).

3. Secretary.

- 3.1 Record the minutes of all Chapter and Executive Committee meetings;
- 3.2 Keep a record of members' attendance by recording the names of those present at the meetings in the minutes;
- 3.3 Review all minutes with the President, preferably one-weeks prior to Executive Committee and General Membership meetings;
- 3.4 Send out correspondence regarding all chapter meetings and other pertinent chapter information;
- 3.5 Ensure that the Florida Chapter post office box is checked weekly;
- 3.6 Serve as liaison officer for the Communications Committee;
- 3.7 File the state of Florida business certification;
- 3.8 File with the State the Solicitation of Contribution registration with the assistance of the Treasurer.

4. Assistant-Secretary.

- 4.1 In the absence of the Secretary, record the minutes of all Chapter and Executive Committee meetings;
- 4.2 In the absence of the Secretary, keep a record of members' attendance by recording the names of those present at the meetings in the minutes;
- 4.3 In the absence of the Secretary, review all minutes with the President, preferably one-weeks prior to Executive Committee and General Membership meetings;
- 4.4 In the absence of the Secretary, send out correspondence regarding all chapter

- meetings and other pertinent chapter information;
- 4.5 In the absence of the Secretary, facilitate checking the Florida Chapter post office box weekly;
 - 4.6 Assist Secretary as liaison officer for the Communications Committee;
 - 4.7 Assist Secretary with filing the state of Florida business certification;
 - 4.8 Assist Secretary with filing with the State the Solicitation of Contribution registration with the assistance of the Treasurer.

5. Treasurer.

- 5.1 Demonstrate basic proficiency in QuickBooks;
- 5.2 Receive, record and be custodian of all chapter funds; make disbursements as authorized by the Executive Committee; either by specific action, or by adoption of a budget to be administered by the Executive Committee;
- 5.3 Chair the Budget and Finance committee; and assist in the preparation of the chapter's annual budget;
- 5.4 Only after a request has been signed by the President and one other Executive Committee member, shall have the authority to sign all checks and vouchers, and disperse funds drawn on the chapter's financial accounts;
- 5.5 Report finances monthly (preferably at each Executive Committee meeting) by submitting a full written report;
- 5.6 Keep accurate records of all receipts and disbursements; and shall pay all bills promptly;
- 5.7 Shall, along with the President, oversee and ensure the preparation and filing of the annual IRS tax return by a certified / professional accounting firm;
- 5.8 Shall endorse all checks received by the Chapter "FOR DEPOSIT ONLY" using the chapter's endorsement stamp(s);
- 5.9 Shall correspond with the national office to ensure the proper payment of dues to the national office;
- 5.10 Shall, at the end of his/her term, deliver books to the successor Treasurer by January 31st; and shall prepare a financial year-end report for each year in office;
- 5.11 Shall deliver the previous year's books to an independent auditor (as needed and determined by the Executive Committee).

6. Assistant-Treasurer.

- 6.1 Shall assist with all aforementioned duties of the Treasurer and shall assume the duties of the Treasurer in his/her absence;
- 6.2 Demonstrate basic proficiency in QuickBooks;
- 6.3 Assist the Treasurer as needed in receiving, recording and be managing all chapter funds; make disbursements as authorized by the Executive Committee; either by specific action, or by adoption of a budget to be administered by the Executive Committee;
- 6.4 Only after a request has been signed by the President and one other Executive Committee member, shall have the authority to review all checks and vouchers, and disbursement of funds drawn on the chapter's financial accounts;
- 6.5 Shall, along with the Treasurer, Report finances monthly (preferably at each

- Executive Committee meeting) by submitting a full written report;
- 6.6 Serve as an assistant to the Treasurer in maintaining accurate records of all receipts and disbursements; and shall pay all bills promptly;
 - 6.7 Shall, along with the President and Treasurer, review the preparation and filing of the annual IRS tax return by a certified / professional accounting firm;
 - 6.8 Shall, along with the Treasurer, review and endorse checks received by the Chapter "FOR DEPOSIT ONLY" using the chapter's endorsement stamp(s);
 - 6.9 Shall, along with the Treasurer, correspond with the national office to ensure the proper payment of dues to the national office;
 - 6.10 Shall, along with the Treasurer, at the end of his/her term, deliver books to the successor Treasurer by January 31st ; and shall prepare a financial year-end report for each year in office;
 - 6.11 Shall, along with the Treasurer, deliver the previous year's books to an independent auditor (as needed and determined by the Executive Committee).

ARTICLE FIVE

AABE/FL Standing Committees

Section 1. Nominations & Elections Committee.

1. The Nominations & Elections Committee shall be appointed by the Executive Committee no later than January of the year;
2. The Committee shall conduct & oversee the nominations and elections process for candidates for AABE/FL Executive Committee, including providing a slate of nominees for ensuing elections to the membership;
3. The Nominations Committee shall be comprised of 3-5 active AABE/FL members;
4. The committee shall begin preparation of a recommended slate by the month of May, to be completed and verified by the Secretary by the June meeting date. Those financial members wishing to submit names for nomination should do so by July. The Committee shall distribute the final slate and other nominations no later than August;
5. Elections will take place in 3rd Quarter AABE FL General Membership Meeting. The elected officers shall be installed at the December meeting;
6. Voting shall be by secret ballot or electronic email.

Section 2. Membership Committee.

1. The Membership Committee shall be appointed by the Executive Committee no later than January of the year;
2. The Membership Committee is responsible for recruitment of new chapter members, retention of current members; maintain updated member roster, and work with national office to verify chapter membership;
3. The Committee shall submit a Member Directory consistent with the AABE National database to the Executive Committee no less than 2 weeks prior to each Chapter meeting;
4. The Committee shall submit a list of non-financial and/or inactive members list to the Executive Committee no less than 2 weeks prior to each Chapter meeting;

5. Attend and report on membership activities at each Chapter Meeting;
6. Support the reconciliation of chapter's accounts receivable to paid membership dues as per the ledger;
7. Participate in planning each Regular Meeting when hosted locally or by committee member's employer;
8. Maintain and publish content for the chapter on Social Media platforms;
9. The Committee shall submit a Membership Committee report, to include a summary of all activities since the prior Chapter meeting, no less than 2 weeks prior to each Chapter meeting.

Section 3. Finance Committee.

1. The Finance Committee shall be appointed by the Executive Committee no later than January of the year;
2. The Finance Committee shall develop the Chapter's annual budget;
3. The Finance Committee is responsible for overall financial control;
4. The Committee shall submit a Finance Committee report, to include a summary of all activities since the prior Chapter meeting, no less than 2 weeks prior to each Chapter meeting.

Section 4. Resource Development & Fundraising Committee.

1. The Resource Development & Fundraising Committee shall be appointed by the Executive Committee no later than January of the year;
2. Serve as a resource to ensure that the fundraising process and all fundraising activities are in line with the Chapter Bylaws and are done with the Executive Committee's approval;
 - 1.1 The committee will make sure the chairperson of each fundraising event reports on the status of all events and activities that they engage in and reports all funds collected for those events and activities;
 - 1.2 Assist the Chapter President in sharing BEAM (Black Energy Awareness Month) projects with the National office each September;
3. The Committee shall submit a Resource Development & Fundraising Committee report, to include a summary of all activities since the prior Chapter meeting, no less than 2 weeks prior to each Chapter meeting.

Section 5. Scholarship Committee.

1. The Scholarship Committee shall be appointed by the Executive Committee no later than January of the year;
2. Manage the annual scholarship application and selection process for Chapter awards;
3. Participate in the National Scholarship Committee activities/process;
4. Ensure scholarship funding need by submitting a budget to the Executive Committee by January, to include the estimated number high school and returning scholarship recipients;
5. Manage communications to scholars throughout the year, including information regarding internships, meetings, and other opportunities with the chapter;

6. Develop statistics and inform the chapter of trends as it relates to scholars, and applications, etc.;
7. The Committee shall submit a Scholarship Committee report, to include a summary of all activities since the prior Chapter meeting, no less than 2 weeks prior to each Chapter meeting.

Section 6. Communications & Public Relations Committee.

1. The Communications & Public Relations Committee shall be appointed by the Executive Committee no later than January of the year;
2. The Committee shall enhance the Chapter's exposure and engagement by preparing and coordinating the distribution of Chapter communications (i.e. newsletter);
3. Ensure that all publications are reviewed by the President and/or Executive Committee before disseminating to members, external entities, and the National office;
4. Assist with updating the Chapter website and social media platforms;
5. The Committee shall submit a Communication & Public Relations Committee report, to include a summary of all activities since the prior Chapter meeting, no less than 2 weeks prior to each Chapter meeting.

Section 7. Legislative & Regulatory Committee.

1. The Legislative & Regulatory Committee shall be appointed by the Executive Committee no later than January of the year;
2. Inform Chapter membership of important Federal and State legislative/regulatory developments in the energy industry, and present legislative issues at each Regular Business meeting;
3. The Committee shall submit a Legislative & Regulatory Committee report, to include a summary of all activities since the prior Chapter meeting, no less than 2 weeks prior to each Chapter meeting.

Section 8. IT Administration Committee.

1. The IT Administration Committee shall be appointed by the Executive Committee no later than January of the year;
2. The Committee shall maintain and account for all Chapter owned IT assets no less than Quarterly;
3. Manage the Chapter virtual appearance on the approved electronic platform(s), e.g. Google Suites Account – email, Google Drive, social media platforms, AABE Florida Chapter and National websites, etc.;
4. The Committee shall submit a IT Administration Committee report, to include a summary of all activities since the prior Chapter meeting, no less than 2 weeks prior to each Chapter meeting.

Section 9. Withdrawal/Termination of Standing Committee Members. Standing Committee membership in the Chapter is not transferable. Withdrawal of committee membership may be accomplished by written notification to the AABE/FL Chapter Secretary.

ARTICLE SIX

AABE/FL Structure

Section 1. Regions. The following structure is established to support the mission of the AABE/FL Chapter: Northeast Florida Region, Central Florida Region, South Florida Region and Northwest Florida Region

Section 2. Regional Coordinators. The Chapter President shall appoint Regional Coordinators having the below primary duties/responsibilities:

1. Be a leader of AABE members in a designated geographical region;
2. Oversees the development and maintenance of local projects and programs;
3. Assist with membership recruitment;
4. Submit a mid-month activity report to the Executive Committee;
5. Work with the Executive Committee and other Regional Coordinators on programs and issues pertinent to the growth of the organization;
6. Attend and report on Region activities at each Regular Business meeting;
7. Select a Region Steering Committee.
 - 7.1 Each Region Steering Committee shall coordinate Community Outreach and Service Projects:
 - 7.1.1 Community Outreach – Create and implement a Regional community outreach program;
 - 7.1.1.1 Service Projects – Create and execute community projects that share the AABE mission;
 - 7.1.1.2 Student Outreach – BEAM (Black Energy Awareness Month) an annual interactive learning program for middle, high school, and college students to increase their knowledge about the energy industry, technology, and various career opportunities
 - 7.1.1.3 Plan and submit a BEAM project to the Chapter President each August; coordinate and execute a BEAM project each October.

ARTICLE SIX

Miscellaneous

Section 1. Amendments. These By-Laws are subject to amendment, by vote, of two- thirds majority of the membership assembled at any Regular Business meeting. Any such amendment shall become effective immediately upon ratification.

Section 2. Implied Powers. Any specific or general actions not covered in these By- Laws will be assumed by the Officers of the Chapter.

Section 3. General AABE. This Chapter will operate and shall be governed in conformance with conditions delineated by AABE National and its By-Laws, which are incorporated herein by reference.

Section 4. *Universal Pronoun*: Any and all references herein to gender shall be deemed to include both the masculine and feminine gender.

Section 5. *Automatic Corrections*: Automatic grammatical, punctuation, and correlation corrections in these Bylaws and Standing Rules, or amendments thereto, which in no way alter the intent of the respective Bylaws and Standing Rules, or amendments thereto, shall be affected by the Bylaws and Standing Rules Committee.

Section 6 - *Exigent Circumstances*. Under exigent circumstances, such as war, civil unrest, boycotts, plagues, government orders or regulations or any other set of facts such that it is no longer safe or advisable to conduct the AABE/FL Chapter General Membership Meeting at the previously determined dates and location, the Executive Committee may vote to postpone the conduct of all business, to include Chapter elections until such time as a ABBE/FL Chapter meeting may be safely or conveniently held. Such a vote will delay business matters and/or lengthen the terms of current officers until such time as AABE/FL Chapter may safely conduct its business, but in any event, no longer than 24 months.

These bylaws were approved by a meeting of the AABE/FL Executive Committee on: October 2000

Amendments to these bylaws were approved and adopted by AABE/FL Chapter Membership on: August 21, 2020

Amendments to the bylaws were approved by AABE National Executive Committee on: August 21, 2020

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of American Association of Blacks in Energy, Florida Chapter and that the above and foregoing Bylaws were amended as the Bylaws of the Chapter on August 21st 2020 by the [Executive Committee and General Membership] of this organization.

IN WITNESS WHEREOF, I have executed this Certificate as of August 21, 2020.

Shellina Reeves
Name (Print)


Signature

Sept 25, 2020
Date

Mikle Gordon
Name (Print)/Witness


Signature

Sept 25, 2020
Date