BYLAWS

OF

ARKANSAS BLACK MAYORS ASSOCIATION, INC.

ARTICLE I: NAME

The name of this corporation shall be the Arkansas Black Mayors Association, Inc.

ARTICLE II: OFFICES

Section 2.01. Principal Executive Office. The principal executive office of the corporation shall be located at the address of the current President of the association. The Board of Directors may change the location of this office. Any such change shall be noted on these bylaws by the secretary, opposite this section, or this section may be amended to state the new location.

Section 2. 02. Other Offices. Other offices may at any time be established at any place or places specified by the Board of Directors.

ARTICLE III: OBJECTIVES AND PURPOSES

The corporation shall be dedicated primarily to the promotion of the general welfare and economic development of low-income persons and groups residing in the state of Arkansas and elsewhere, as stated in greater detail in Article IV of this corporation's articles of incorporation.

This corporation has been formed under the General Nonprofit Corporation Law of the State of Arkansas for the public benefit provision of the new nonprofit act of Arkansas and all charitable and educational purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and educational purposes described in the articles of incorporation.

ARTICLE IV: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this corporation on dissolution or otherwise shall insure to the benefit of any private person or individual or any member, director, or officer of the corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable and educational purposes which have established its tax-exempt status under Internal Revenue Code Section 501 (c) (3).

ARTICLE V: MEMBERSHIP

The corporation shall have members consisting of any Black mayor governing a city or town in the State of Arkansas. Dues for membership will be collected and the amount of those dues will be determined by the board of directors or Executive Board members.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.01. Powers. Subject to the provisions of the General Nonprofit Corporation Law of Arkansas, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate authority of the Board of Directors.

Section 6.02. Number of Directors. The authorized number of directors of the corporation shall not be less than three (3) nor more than thirty (30) until changed by amendment of the Articles of Incorporation of by a bylaw amending this section 6.02. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 6.02, by the Board of Directors.

Subject to the above provisions for changing the number of directors, the authorized number of directors of the corporation shall be three (3), except that until the first annual meeting, the authorized number shall be three (3).

Section 6.04. Election and Terms of Office. The three (3) initial members of the Board of Directors named in the Articles of Incorporation shall serve until their successors have been selected and seated at the corporation’s first annual meeting in 1994.

Except as provided above for the initial terms of directors, the term of office of each director of the corporation shall be three (3) years and until his or her successor has been selected and seated.

If any annual meeting is not held or the directors are not appointed at the annual meeting, the directors may be appointed at any meeting of the Board. A director may succeed himself or herself in office, and there shall be no limit to the number of consecutive terms a director may serve.

Section 6.05. Vacancies and Removal. A vacancy on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has missed five (5) consecutive meetings of the board of Directors or a total of eight (8) meetings of the Board of Directors during any one calendar year; (iii) an increase in the number of authorized directors; or (iv) the failure of the directors, at any annual or other meeting or directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

All vacancies may be filled by vote of a majority of the directors then in office, whether or not the majority is less than a quorum, or by vote of a sole remaining director. Each director so appointed shall hold office until his or her successor is appointed at an annual meeting or other meetings of the board.

Any director may resign effective upon giving written notice to the chairperson or the board, the president, the secretary, or the Board of Directors of the corporation unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director of directors in charge of its affairs.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6.06. Place of meetings: Meetings by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the state of Arkansas that has been designated from time to time by the board. In the absence of such designation.

Special meetings of the Board shall be held at any place within or outside the State of Arkansas that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 6.06, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by a majority.

Special meetings of the board shall be held at any place within or outside the state of Arkansas, that has been designated in the notice of the meeting, or if not stated in the notice, or if there is no notice at the principal Executive Officer of the corporation period. Notwithstanding the above provisions of this section, 6.06, a regular or special meeting of the Board of Directors may be held at any place consented to in writing, by the majority of the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone, ZOOM, or similar communications equipment, as long as all directors participating in the meeting can hear one another, and all such directors, shall be deemed to be present in person at such meeting.

Section 6.07 Annual Meeting.

The Board of Directors shareholder regular meeting in September of each year, for the purpose of appointing directors and officers of the corporation, and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth in Section 6.09 of this article.

Section 6.08 Other Regular Meetings. Other regular meetings of the board of directors shall be held at such times as are fixed by the board of directors. Such regular meetings may be held without notice.

Section 6.09. Special Meetings. Special meetings of the board of directors for any purpose may be called at any time by the chairperson of the board. The President, the Secretary, or any five directors. Written Notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, email, fax or first-class at least 48 hours prior to the time of the meeting.

Notice of a meeting need not be given to any director who signs a waiver of notice or consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting or who attends the meeting without protesting prior to the meeting or at its commencement, the lack of notice to such director, all such waivers consents and approval shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6.10. Action at a meeting quorum and required vote.

The presence of five (5) members of the directors then in office at a meeting of the organization, shall constitute a quorum for the transaction of business, except as otherwise provided in these bylaws. Every act is done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the board of directors unless a greater number or the same number after disqualifying one or more directors from voting is required by the articles of incorporation these bylaws, or by law, meaning at which a quorum is initially present, including and adjourn meeting may continue to transact business notwithstanding and withdraw all of the directors. If any action taken is approved by at least a disinterested majority of the required quorum. For such a meeting or such greater number as required by the articles of incorporation of these bylaws, or by law.

Adoption or revocation of a plan or merger, consolidation, voluntary dissolution, bankruptcy or reorganization or for the sale lease or exchange of all of the property, and assets of the corporation, otherwise. Then in the usual and regular course of its business requires the approval of two-thirds of the authorized number of directors of the corporation.

Section 6.11 Adjourned Meeting and Notice.

A majority of the directors present whether or not a quorum is present may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment such notice may be waived in the manner provided for in Section 6.09

Section 6.12 Action Without a Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting. If a majority of the members of the board shall individually or collectively consent in writing to such action, such written consent or consents shall be filed with the minutes of the proceedings of the board, such action by written consent, shall have the same force and effect as the unanimous vote of such directors.

Section 6.13 Fees and Compensation

Directors and members of committees may receive such reasonable compensation, if any, for their services and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the board of directors.

ARTICLE VII: COMMITTEES

Section 7.01 Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors, then in office, provided that a quorum is present, designate one or more committees, each of which shall consist of two or more directors and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board.

The Board may designate one or more alternate members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of the committee, requires the vote of a majority of the directors then in office, provided that a quorum is present any committee that includes voting members who are not on the board of directors may not be delegated the authority or power of the board of directors.

Any committee whose voting members consist only of directors, to the extent of the power specifically delegated in the resolution of the board of directors or in these bylaws may have all or a portion of the authority of the board of directors, except that no committee, regardless of board resolution, may:

A. Approve any action that under the general nonprofit corporation law of the state of Arkansas also requires the affirmative vote of the members of a nonprofit corporation.

B. Fill vacancies, on the board of directors, or in any committee that has the authority of the board.

C. Fix compensation of the directors for serving on the board or any committee.

D. Amend or repeal the articles of incorporation by bylaws or adopt new bylaws

E. Amend or repeal any resolution of the Board of Directors that by its expressed terms is not so amendable or repealable.

F. Appoint any other committee of the Board of Directors or the members of such committees.

G. Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation. Otherwise, then in the usual and regular course of this business, or revoke any such plan.

H. Approve any transaction between the corporation, and one or more of its directors in which a director or directors have a material financial interest.

I. Bind the corporation in the contract or agreement exceeding the amount of $10,000

Section 7.02 Meetings and Actions of Committees.

Meetings and actions of our committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these bylaws concerning meetings and actions of directors, with such changes in the context of those bylaws, as are necessary to substitute the committee and its members for the Board of Directors and its members except that the time for regular meetings of committees, may be determined, either by resolution of the board of directors or by resolution of the committee, special meetings of committees may also be called by resolution of the board of directors.

Notice of special meetings of committees shall also be given to any and all of the committee. minutes shall be kept at each meeting of a committee and shall be filed with the corporate records, the Board of Directors may adopt rules not inconsistent with the provision of these bylaws for the government of any committee.

Section 7.03 Executive Committee.

Pursuant to Section 7.01, the board may appoint two or more directors, one of whom shall be the chairperson of the board to serve as the executive committee of the board. The executive committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the board and the management of the business and the affairs of the corporation between meetings of the board; provided, however, that the executive committee shall not have the authority of the board in reference to those matters enumerated in Section 7.01, the Secretary of the corporation shall send to each director, a summary report of the business conducted in any meeting of the executive committee.

ARTICLE VIII: OFFICERS

Section 8.01 Officers.

The officers of the corporation shall consist of the chairperson of the board Vice-Chairperson of the Board President, the Secretary, and the Treasurer, and each of them shall be appointed by the board of directors. The Chairperson and Vice-Chairperson shall be directors, other officers May, but not need to be directors, any two or more offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as either the president or the chairperson of the board.

The board of directors may appoint and may empower the chairperson of the board, the President or another officer to appoint such other officers, as the activities of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws, or as the board of directors may from time to time determine.

All officers of the corporation shall hold office, from the date appointed to the date of the next succeeding annual meeting of the Board of Directors, and until the successors to such officers are elected and qualified; provided that all officers as well as any other employee or agent of the corporation, may, subject to any claim for breach of contract based on any contractual agreements between any such person and the corporation, be removed at any time at the pleasure of the board of directors or except in the case of an officer chosen by the board of directors, by any officer upon home such power or removal may be conferred by the board of directors, and upon the removal resignation death or incapacity of any officer, the Board of Directors, the chairperson of the board, the President or another officer in cases where the chairperson of the board, the President or the other, an officer has been vested by the board of directors. With such power to appoint may declare such office vacant and feel such vacancy.

Any officer may resign at any time by giving written notice to the Board of Directors, the chairperson of the board the president or the secretary of the corporation, without prejudice, however, to the rights, if any of the corporation under any contract to which such officer is a party at resignation shall take effect on the date of the receipt of such notice, or at any later time specified in the resignation; and unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make an effective.

The salary and other compensation of the officers shall be fixed from time to time by resolution of or in the manner determined by the board of directors.

Section 8.02 Duties of the Chairperson of the Board.

The chairperson of the board shall when present, preside at all meetings of the board of directors and Executive Committee, and shall perform all the duties commonly incident to that office, the chairperson of the board shall have authority to execute in the name of the corporation, all bonds contracts deeds leases and other written instruments to be executed by the Corporation, except when by law, the signature of the president is required and shall perform such other duties as the board of directors may from time to time determine.

Section 8.03 Duties of the Vice-Chairperson of the Board

The Vice-Chairperson of the board shall possess the powers and discharge the duties of the chairperson in the latter's absence or disability.

Section 8.04 Duties for the President

The President shall function as the general manager and Chief Executive Officer of the corporation, and shall manage the corporation in administering the conduct of its business. Where appropriate, the Board of Directors shall place the president under a contract of employment. The President shall be responsible to and governed by the board of directors, shall report to and advise the board on all significant matters of the corporation's business, and shall see that all others and resolutions of the board are carried into effect.

The President shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the board within the boundaries of policies and purposes, established by the board, and as set forth in the articles of incorporation and bylaws.

The President shall be responsible for the hiring and firing of all personnel, other than officers that are elected by the board and shall be responsible for keeping the board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the board.

The President is authorized to contract, receive, deposit, disburse and account for funds of the corporation or fulfillment of the corporation's objectives to execute in the name of the corporation, all bonds contracts, deeds leases, and other written instruments to be executed by the Corporation, and to negotiate all material business transaction of the corporation.

Section 8.05 Duties of the Secretary and assistant secretaries.

The Secretary shall record or cause to be recorded, and shall keep or cause the principal executive office in such other place as the board of directors may order a book of minutes or actions taken at all meetings of directors and committees, with a time and place of holding whether regular or special and if special, how authorized, the notice, given the names of those present at such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to give, a notice of all the meetings of the board of directors and of the committees of this corporation required by these bylaws, or by law to be given shall keep the seal of the corporation, if any, and safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by these bylaws.

Section, 8.06 Duties of the treasure and Assistant Treasurers

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of business transaction, and the corporation including accounts of its assets, liabilities receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements.

The treasurer shall arrange for an annual audit of the corporation's financial accounts by an independent certified public accountant.

The treasurer shall deposit monies and other valuables in the name, and to the credit of the corporation with such depositories as may be designated by the board of directors.

The treasurer shall disburse the funds of the corporation, as may be ordered by the board of directors shall render to the president and directors, whenever they request an account of all of the treasurer's transactions, as treasurer, enter the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors, or these bylaws.

If required by the board of directors, the treasurer shall give the corporation a bond in the amount, and with the surety or surety specified by the board for the faithful performance of the duties of the treasurer's office, and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's position or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The corporation shall pay the cost of such bond.

ARTICLE VIIII: FISCAL YEAR

The fiscal year the corporation shall run from January through December of each year.

ARTICLE X: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general nonprofit corporation law of the state of Arkansas as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and a term person includes a corporation as well as a natural person.

If any competent court of law shall deem any portion of these laws and invalid or inoperative then so far as is reasonable and possible, the remainder of these bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

article 11 amendments.

These bylaws may be adopted, amended or repealed by the vote of a majority of the directors present at a meeting duly held at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned certify that I am the current elected and acting Secretary of the Arkansas Black Mayors Association, Inc., and the above bylaws consisting of 11 pages are the bylaws of this corporation,as adopted at a meeting of the Board of Directors held on

____________________________________(date).

Executed at ___________________________________, _____________________________.

Signed by ____