

ASSOCIATION FOR THE STUDY OF AFRICAN AMERICAN LIFE AND HISTORY, INC.

301 RHODE ISLAND AVE., NW SUITE 2204, WASHINGTON, DC 20001

P 202.238.5910 | W www.asalh.org

AS OF 3.23.2020 FIRST DRAFT

EC Meeting Minutes

January 16, 2020

EC Meeting

7:00p-8:30p

Conference Call

I. President's Remarks

II. Secretary's Report

Motion: Moved by Gilbert Smith to approve December Minutes. Motion passed

III. Membership, Barbara Spencer Dunn

IV. Programs, Jarvis Givens

Update on the ASALH Book Prize.

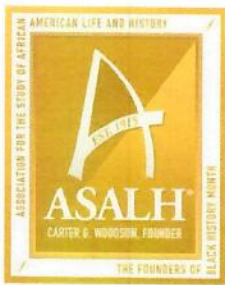
V. Standing Business, Glady Gary Vaughn

-Update on BHM Luncheon

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To promote, research, preserve, interpret, and disseminate information about Black life, history and culture to the global community



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AS OF 3.23.2020 FIRST DRAFT

EC Meeting Minutes

February 21, 2020

EC Meeting

Washington, DC (ASALH Office)

9:44a – 6:30

Meet and Greet Breakfast

9:00-9:30

ASALH EC Meeting

EC Members: Bettye Gardner, Maurice Gibson, Susan Sims-Marsh, Zende Clark, Annette Palmer, Anita Shepherd, Gladys Mack, Jeff Banks, Gilbert Smith, Barbara Spencer Dunn, Evelyn Brooks Higginbotham, Karsonya Wise Whitehead, Lionel Kimble, Sylvia Cyrus, Aaisha Haykal, Natanya Duncan, Jarvis Givens, Zebulon Miletsky, Camesha Scruggs

In Attendance: Lopez Matthews,

Zoom: Sundiata Cha-Jua, Tina McIntyre, Gloria Browne-Marshall, Gladys Vaughn

10a arrival: Sheila Flemming-Hunter

12p arrival: Anton House

Not In Attendance: Eric Jackson, LaNesha Debardelaben, Anton House,

I. Opening Remarks: President Evelyn Higginbotham

Adoption of Agenda: Susan Sims Marsh moved

Location Need: we have decided to put together a Committee so that we can find a place to move (Is the Urban League available?)

Woodson House: We are not going to be in the house where Woodson live. We will be in 1540 and we will share space with the National Park Service. We have no opportunity to get more space. We need to be mindful of what that looks like. We can schedule for a June meeting to have someone there to show us the space. We will need an auxiliary space. Once we find a safe space, we are going to have to be very clear of what goes where.

Meditation: Gilbert Smith

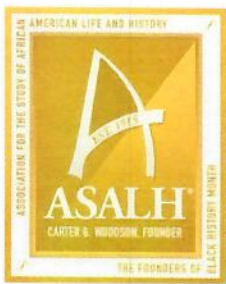
II. Secretary's Report: Karsonya Wise Whitehead

October 4, 2019 Business Meeting

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Motion: Moved by Gilbert Smith to accept the October 4, 2019 Business Meeting notes.
Motion Passed.

October 3, 2019 EC Meeting (adopted in December)

Notes:

- All Reports come from the Secretary
- For future Agendas, please check with your Cluster Chair

Call In meeting

Bettye: can we push meetings to 90-minute meetings?

Natanya: Can we move to them 90-minutes and get everything done in this time?

Evelyn: Yes, but we must stick with the time.

Motion: Susan Sims Marsh moved that the monthly Conference Calls be extended from one hour to ninety minutes.

Motion Passed: 17 Y; 1 No (Aaisha Haykal)

Sylvia: We need to have strong committee meetings in March so that we can have everything to the members in enough time.

Evelyn: Every committee should be meeting at least once a month.

Zende: If there are not any Action Items on a Report, why aren't we discussing them on the monthly meetings?

Sheila: Well, with Awards, we don't have an Action Items, but we do need your input

Lionel: The way that we can get through is with the Cluster Reports by doing this we can eliminate the long Agenda.

III. Orientation

Annette Palmer, Nominating Committee

Zenda: If you have any changes to the Handbook, please send to the Governance Committee

Bettye: Is there a way we can add to the 990 the amount of time that people spend working on behalf of the organization?

Evelyn: I would rather not have that information put on a 990.

Gilbert: We need ASALH our give time, talent, and treasure.

Natanya: Part of this goes back to the vetting of persons for the Board, as a part of the candidacy for the Board.

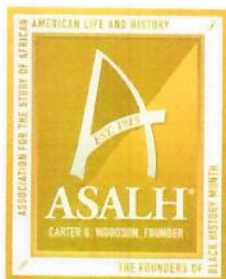
Annette: As a member of the Nominating Committee, they agree, and they sign the Form.

Sheila: We had a Self-Reporting Volunteer Form for work on ASALH.

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Sylvia: You are working on hours on ASALH and they must be aligned with the goals of your Committee. Individual committees cannot set their own goals outside of ASALH.

Tina McIntyre, Accountant (by Zoom)

Natanya: All questions about committees should go the Committee Chair.

Maurice: How responsible are we as Board members?

Gilbert: We are very responsible (pls see the D&O form).

Barbara: The Branches speak on both their Branches and on behalf of ASALH.

Susan: They should speak only on behalf of their Branches and only the President and ED speak on behalf of ASALH.

Jeff: Once we have the policy, we should inform the Branches every year.

Sylvia, We need to have Standard Language that says that a Branch cannot speak on behalf of ASALH.

Susan: Key points: Risk Management: ASALH is now in the Black; Financial Risk: Sustainability; Know your documents and Internal Controls

Zende Clark, Governance Committee

BREAK & WORKING LUNCH

1:00 – Lunch

1:32 – Back from Break

Gladys Mack, Organization Chart

Question about Program Planning: all of the Programs on the National level

Question about the proposed Management Committee: Evelyn is concerned about the additional level of bureaucracy; Sheila's suggestion is that we table the discussion on the Management Committee because there is some controversy about this.

Anita Shepherd, Planning

***Motion:** Maurice Gipson moved that we limit questions/comments to two minutes per speaker and that no speaker can speak twice (again) until every member has had an opportunity to speak first.*

Motion Passed; One abstention

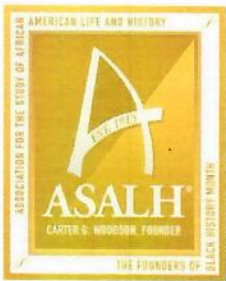
Gladys Mack: We should not call ourselves the Strategic Planning Committee – we should call ourselves the Planning Committee.

Sheila: Who gives the feedback and the evaluation from a proposed program?

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Gladys Mack: We need to do an official evaluation

Barbara: The Committee that comes up with the ideas need to have outcomes in mind

Gladys Mack: Not projected outcomes but actual outcomes

Jarvis: In some cases, when you do a project you submit a Final Report that notes the Outcomes.

Evelyn: This needs to be a quick turnaround from idea to implementation.

***Motion:** Susan Sims Marsh moved that we conclude Orientation and move to the Agenda items.*

Motion Passed

EC AGENDA

IV. Woodson House, Bettye Gardner

We need a Housing Committee to figure out the space issue.

We would like to offer for consideration that Membership and Publications be housed at the Woodson Home.

~~**Bettye Gardner Motion:** The Woodson Home Committee recommends that the ASALH Constitution and Bylaws be amended to include THE Woodson Home Site Committee as a Standing Committee of ASALH. Given the importance of this Committee as the liaison between ASALH and the National Park Service, it should function as a standing committee for perpetuity.~~
TABLED AND SENT TO THE GOVERNANCE COMMITTEE

Before a second was called the President said we have a number of Committees that should be a Standing Committee.

Zende: This should have come to Governance first; I suggest that we table this so that Governance can discuss.

***Motion:** Zende Clarke moved that we table and [friendly amendment to Natanya] send back to the Governance Committee and follow the proper procedure.*

Motion Passed; One abstention (Lionel)

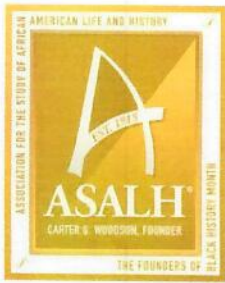
Lionel agrees with Bettye, given the urgency of the time.

Evelyn: We have to take this the Business Meeting. We need to get in touch with our lawyer to find out if we can change the Constitution. We are voting to bring this to the Body. I don't quite see the urgency that Lionel sees, as for NPS, we are there.

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Barbara: There is an urgency because the Board is changing, and we need to have some stability (permanence).

Zende: We have talked all day about process and procedures and nowhere in our procedures should there be a call for a change in the Constitution without coming to Governance first.

Susan: They can send out a form for any proposed changes to By-Laws.

Sylvia: Whenever an Ad-Hoc Committee is added that we add specific language, main scope

V. Treasurer's Report: Gilbert Smith

We are finally in the black \$124K

We would not have made \$62K if it was not for the Charleston Branch

***Motion:** As a result of the Charleston conference profit and ASALH's overall improved year end cash position. The A&F Committee unanimously recommends that the Charleston branch received as a result of its work towards the financial success of the Charleston conference.*

Motion Passed; One Abs (Aaisha)

Sheila: What are the criteria that you are using?

Gilbert: We set a goal for \$100K that they exceeded.

Sheila: I am opposed to this because it is setting a precedence for what other branches might expect going forward.

Jeff: To have a goal of \$100K and to have them bring in over \$150K; in situations like this when you have someone on the ground you give them an award/incentive. A 5% bonus.

Jarvis: Are we communicating this to other branches for this?

Gilbert: It is not a policy.

Sheila: I appreciate the idea and we understand the hard work and it puts us in a space unless we come with some clearly defined policy for what a Branch will receive.

Denise: Do the Branches have to pay? If it became a policy, I would give the Branches their yearly fees.

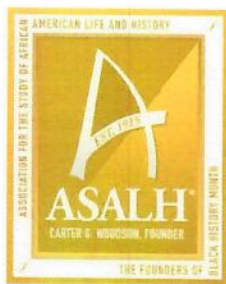
Gilbert: We have contractors who work on behalf of ASALH, but the Branch does not receive any remuneration.

Sylvia: I support the \$3K and through the process of this (as Gilbert noted) our original goal was \$100K. We have never ever had a Branch of ASALH raise \$100K (closest was in the 80ish when we were in Cincinnati). The amount that we are raising in no way meets the expenses that they put out to raise the money. We informed the Branch that if they raised more, we would come back and give them something. I strongly recommend the \$3K to the Branch.

Barbara: I feel like this is setting a precedence.

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Zende: We have committed something to the Branch, working in good faith we should honor the commitment.

Gilbert: A&F did not make any commitments to the Charleston Branch. There has been a series of emails from Charleston asking where we are in this process. We can go back and tell them "No" The entire membership is going to see these numbers.

Evelyn: If they think they have been promised something, we need to make good on this.

Gladys M: We have paid fundraisers who have not made good on their end and we paid them.

Sylvia: They asked if we would entertain giving them something back. Would the Association consider a revenue sharing?

Jarvis: We should honor the commitment that was made. We just need to build an incentive into the fundraising arm.

Maurice: Their actions were under the assumption that they were going to make something.

Jeff: We need to have an incentive to put out there. To be on the call every Tuesday to help us raise the money.

Denise: The language with the letter needs to be very specific.

BUDGET:

Gilbert: Outlined the assumptions from the Budget (page 2)

***Motion:** Gilbert Smith moved to adopt the Budget.*

Motion Passed

Barbara: In the position that we add, we need to have someone focused on Membership with database skills.

Denise: What is the difference between Membership Dues and Membership Services (postal and there used to be a salaried person under this line item)?

Gilbert: Our first priority is to have a fund developer.

Maurice: Why do salary and wages go up and fringe benefits go down?

VI. Membership Report: Barbara Spencer Dunn

The Membership Committee needs your help.

Dual membership: it used to be for married couples, but they would have one vote. Governance has looked at it and feels that if they want two votes they need to pay for two full membership.

Denise: Look at the Online joining process, there are some discrepancies. If we decide to raise the price, offer incentive. Perhaps set up a QR Code to make it easier and quicker to join.

VII. Academic Programs' Report: Lionel Kimble

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Programs, Natanya Duncan

Three Plenary sessions: NPS; Views from the Front Porch: What Alabama has to teach you (Sonia Sanchez, Angela Davis, Hussan Jeffries, etc.); The Hine Horne Book Roundtable (they have identified four potential books); Working in tandem with the Marketing Committee

Sheila: Are we starting on Wednesday again?

Natanya: It depends upon the Conference papers.

Sylvia: if at all possible if we are able to do it again (Alan Spears has committed \$15K for opening sessions). We invited Martha Jones, Derek Musgrove, and Nzingha to speak about the theme.

Motion: *The Program committee moves that in each state where there is an ASALH branch, the branch leadership contact the appropriate local, state, and federal elected official(s) and inform them of the current Black History theme and to deliver a statement/proclamation announcing the theme in their respective legislative bodies.*

Motion Passed Unanimous

VIII. New Business

1. Gilbert Smith: ASALH Anti-Harassment Policy

Motion: *Gilbert Smith moved that the EC adopts the Anti-Harassment Policy.*

Motion Passed

3. Lionel Kimble: Jacksonville Branch Resolution

Motion to endorse the Jacksonville Branch resolution and to adopt "Lift Every Voice and Sing, the African American national anthem as ASALH's official song.

1. The Executive Council of the Association for the Study of African American Life and History (ASALH) endorses its James Weldon Johnson Jacksonville branch in resolving that the City of Jacksonville should honor "Lift Every Voice and Sing" written and produced by James and J. Rosamond Johnson in 1899.

2. Whereas "Lift Every Voice and Sing" (LEVS) is the recognized African American national anthem, we, the Executive Council of the ASALH on the 101st anniversary of (LEVS) adopt it as our official song.

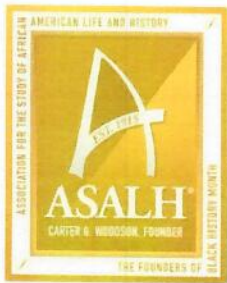
3. We, ASALH's Executive Council resolve to have LEVS, the African American national anthem sung or performed at our annual February luncheon and at the banquet at our annual meeting and conference and we hereby require all ASALH branches to incorporate LEVS into all official public functions.

4. Furthermore, whereas as the ASALH membership resolved at our 2016 Annual Meeting and

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Conference to display the Red, Black and Green African American flag at our Annual Meeting and Conference, we resolve that all branches should follow suit and display the Black liberation flag at all official public functions.

***Motion** to accept with necessary corrections (Sundiata's Motion) Natanya Duncan then moved to Vote it down.*

Motion was not accepted

***Motion:** Sheila Flemming-Hunter moved that the EC approves the resolution for 2020 to endorse the James Weldon Johnson Jacksonville branch in resolving that the City of Jacksonville should honor "Lift Every Voice and Sing" written and produced by James and J. Rosamond Johnson in 1899.*

Motion Passed Unanimous

***Motion:** Anita Shepherd moved that we adopt LEVS as the official song for the ASALH organization on the 120th anniversary of the song and we encourage the Branches to do the same.*

Motion Passed Unanimous

***Motion:** Natanya Duncan moved "Whereas as the ASALH membership resolved at our 2016 Annual Meeting and Conference to display the Red, Black and Green African American flag at our Annual Meeting and Conference, we encourage all branches to do their same at their meetings and programs"*

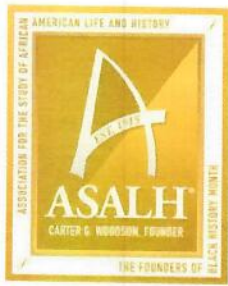
Motion Passed Unanimous

Note: Natanya Duncan will purchase 38 flags and Barbara Spencer Dunn will pay for them to be mailed out to each Branch.

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AS OF 4.23.2020 FIRST DRAFT

EC Meeting Minutes

March 19, 2020

EC Meeting

7:00p-8:30p

ZOOM

I. Opening: President Higginbotham

II. Coronavirus Discussion: Karsonya Wise Whitehead

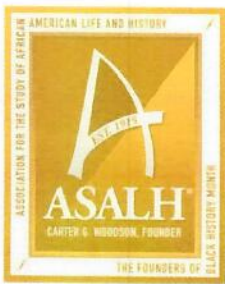
- a. June meeting conference calls
- b. What is the potential impact on the coronavirus on the upcoming Conference?
- c. Zoom procedures (Sylvia)
- d. Cluster Leaders

III. Nominations: Annette Palmer

The question to be discussed: What is the process for getting people to run for office?

IV. Academic Program Committee: Vice President Lionel Kimble, Natanya Duncan and Tara White

Presented Academic Programs Report and next steps



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AS OF 3.23.2020 FIRST DRAFT

ASALH
April 16, 2020
7:10p-9:11p
Zoom

I. ASALH's Response to Covid19 (15 minutes)

Evelyn structured ASALH's response to be ecumenical. A lot of good feedback from others and they appreciated that ASALH is going to do something. As we speak of Covid-19, let us not lose sight of our theme: the vote.

(Harvard has asked students to write about how they feel at this moment. Their reflections will be placed into the archives, not to be open for the next 85 years)

Gilder Lehrman is rushing to develop a program that will support teachers

Zoom has a Webinar feature

It would be wonderful if ASALH had Webinars..

II. New Business

a. Gloria Browne Marshall

Agenda item: "Who controls the funds given to a committee?"

We had this great panel in August and money came in from Bethel Dukes and John Ashley, about \$2K.

Jarvis: This is some of the concerns we have with the ASALH Book Prize

We need to have this conversation again until it becomes instinctual: the money belongs to ASALH.

III. Audit and Finance: Gilbert Smith

Item #1: Someone tried to pass fraudulent check; ASALH has a new bank account

Item #2: Small Business Loan: we did apply through United Bank (our Reserve Account)

EC has to apply the Loan (approximately \$60K)

Jeff: We are in the queue; we need to vote so if we get it, we can go forward

Sylvia: At 5% interest rate; this is the lowest money that we could get.

Sundiata: Is it your rec'd to take the entire \$60K or the \$20K that it is forgivable? I am concerned about us taking on debt.

Gilbert: The A&F supports taking on the entire measure.

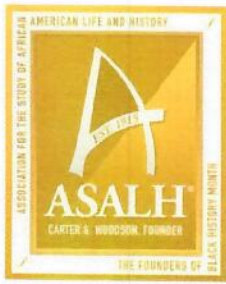
Jeff: My support is for the entire \$62K.

Jeff has recused himself from the vote because he works for the Bank.

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Motion: Gladys Mack moved that ASALH accept the full amount of the application for \$62,300 that may be available under the payroll protection plan. Motion passed

Yes: Sundiata, Lionel, Aaisha, Anita, Sheila, Zebulon, Edna, Eric, Camesha, Barbara, Randal, LaNesha, Gladys, Gladys Gary Vaughn, Zende, Anton, Gloria, Annette, Susan, Jarvis, Gilbert: Abstain

Motion: Gladys Mack moved that ASALH accept the full amount of \$10,000 that may be available under the Economic Injury Disaster Loan. Motion passed

Yes: Sundiata, Lionel, Aaisha, Anita, Sheila, Zebulon, Edna, Eric, Camesha, Barbara, Randal, LaNesha, Gladys, Gladys Gary Vaughn, Zende, Anton, Gloria, Annette, Susan, Jarvis, Gilbert, Jeff

IV. Membership: Barbara Spencer Dunn, provided written report

Our membership is doing well in spite of COVID. Our members are working hard to keep their members engaged. There are two recommendations by our branch that we should consider in the near future

(1) Jerome Harris, Vice President, Charleston, SC suggested we post some of the articles from presentations at the Charleston Conference to the HQs website. He said there were several presentations on epidemics that would be very appropriate to share with the public. We know we have to have permission from the authors to engage this idea, but we should think about this. I will send this through planning for discussion. Tonight, I just wanted to share the information.

(2) Sean Jones, Atlanta, GA is going to start branch programming that can reach out to all of the branches to attend. He has begun reaching out to the branches using their email addresses online. Evelyn spoke to this earlier. Just sharing this information.

I personally talked to all of the branch presidents. They really appreciated getting the Joe Madison recording of the Special Preview of the Woodson Home opening in 2017. The Manasota Branch is posting it on their website. Others are going to share it with their community. Most of the branches have received their flags and are very excited about the flag and appreciative for them.

V. ASALH TV: Lionel and Zebulon

Effort to engage in conversation about ASALH, black history and life

~~Motion: Lionel Kimble moved that we launch ASALH TV. Motion removed from the floor.~~

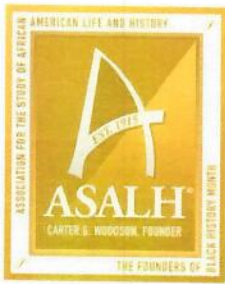
Gilbert: What is the anticipated cost of ASALH TV?

Lionel: About \$200 – and I am committed to putting it up myself; monies are needed for editing.

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Sundiata: We need a clear plan on how to sustain.

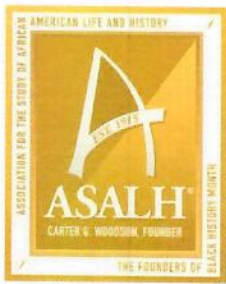
Anita: From a planning perspective, we should not be rushed into a decision; we asked for a list of programs and budget (it would be easier for everyone if you had done this).

Meeting adjourned: 9:11p

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AS OF 6.15.2020 FIRST DRAFT

EC Meeting Minutes

May 21, 2020

EC Meeting

7:00-8:30p

Zoom

I. President's Report, Evelyn Brooks Higginbotham

II. Secretary's Report

-Provided an overview of the June meeting

III. Dunbar and Woodson House: Barbara Spencer Dunn (20 min)

Notes: Dr. Bettye Gardner, Barbara Spencer Dunn, Dr. Evelyn Brooks Higginbotham, and Tiffany Spriggs (Kiamsha representative) continue to represent ASALH in the monthly Carter Woodson National Park Service (NPS) Meetings with the larger NPS team as well as with the Howard and Revis (H &R) Exhibit Design Team. In the past two months we have been involved in more than four virtual meetings to review the evolving exhibit designs. Dr. Pero Dagvobie [Woodson Home Committee member] serves as a consultant on H&R's team so ASALH is represented there as well. The exhibit for the home cover the period of Woodson's life in the home, from 1922 until his death in 1950 and a second focus of the exhibit is titled ASALH Legacy [post 1950]. We solicited photographs and received photos from the 1970s to the more recent period from life members Ruth Hodge and Shirley Kilpatrick. We also have secured photos of contemporary Conferences and Black History Month Luncheons. Additionally, we secured ASALH memorabilia and provided historical content documenting Dr. Woodson's national and global impact.

IV. Membership: Barbara Spencer Dunn

During June meeting, I will provide the names of the Branches to be granted Membership in the fall.

V. Nominating: Annette Palmer and Carlton Wilson (15 minutes)

Note: the Committee will send the names of the individuals who submitted information to run for the upcoming election in time to review them to vote on June 4-5.

VI. Planning: Gladys Mack (15 minutes)

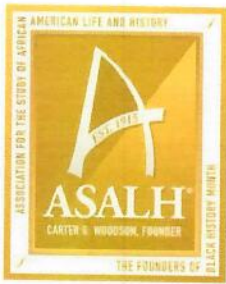
STEPS FOR ACTIONS REQUIRING EXECUTIVE COUNCIL APPROVAL

Regular Approval

ASALH MISSION

1

To promote, research, preserve, interpret, and disseminate information about Black life, history and culture to the global community



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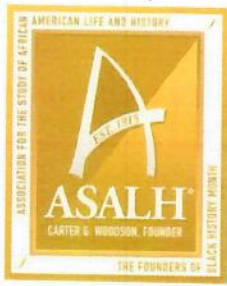
AS OF 6.15.2020 FIRST DRAFT

Actions that require approval by the Executive Council must be presented at a Regular Meeting of the Executive Council. Attached is a graphic showing of the steps involved in moving an action from introduction through the approval process.

An action can be proposed by any member of the Executive Council to any Committee or Cluster Chair, informally, or in a called meeting. Once proposed, the recommended action must be accepted by the appropriate Committee or Cluster. The Committee Chair and Cluster Chair will manage the proposal through the process as described in the attached graphic.

Expedited Approval

If action is determined to require expedited approval. All steps described in the attached document must be observed following a schedule worked out by the responsible Committee and Cluster Chair.



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AS OF 3.23.2020 FIRST DRAFT

EC Meeting Action Items and Motions

June 4-5, 2020

Zoom

I. Motion: Susan Sims Marsh moved the adoption of the Agenda. Passed

II. Motion: Susan Sims Marsh moved: The Executive Council shall consist of: Twenty-four (24) persons (members of the Association in good standing) elected by the Association for a term of three (3) years with eight (8) persons being elected each year, one a graduate student. ***One graduate student will serve on the Council at any given time. A student will be elected for a three-year term every three years and will be eligible for re-election to one additional three-year term.*** Two slots for representation from the Corporate Sector shall be set-aside in each Executive Council class. In the event that two persons from the Corporate Sector are not voted on the Council in a given year, then it is the responsibility of the Executive Council to vote those two persons on the Council. Motion Did Not Carry N=12; Y=11; Abs =4

III. Motion: Gilbert Smith moved to adopt the 990 and Auditor's Report. Motion passed

IV. Governance, Zende Clarke and Susan Sims Marsh

V. Motion: Gilbert Smith moved to approve the Management and Finance Report. Motion passed

VI. Motion: Barbara Spencer Dunn moved that the EC approve for chartering in 2020 the five Branches that submitted their paperwork by May 15. Motion passed

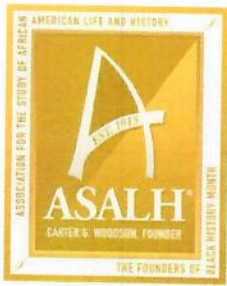
VII. Motion: Barbara Spencer Dunn moved that the EC approve for chartering in 2020 the five Branches that asked for an extension until August 15th.

VIII. Motion: Moved to accept nominations:

Corporate: Susan Sims Marsh (Natanya), Charles Ezra Ferrell (Anita)

Student: Moses Massenberg (Sheila), Kerri Lee Alexander (Gladys Mack)

General: Gloria Browne Marshall (Sheila), Kristel Moore Clemmons (Lionel), Kathie House (Lionel), Jarvis Givens (Natanya), Lopez Matthews (Sheila), Gladys Gary Vaughn (Barbara), David Matthew Walton (Kaye), Tara White (Kaye), Augustus Wood (Sundiata). Motions passed



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AS OF 3.23.2020 FIRST DRAFT

IX. Motion: Sheila Flemming Hunter moved that the EC holds the ASALH 2022 Conference from September 28-October 2, 2022. Motion passed

X. Motion: The Executive Council passed the motion presented by the Program Committee for the September Virtual Event as presented. The vote as 8 yes (Gloria Browne-Marshall cast her vote in the chat, and it is now being counted in the tally) and 5 no votes. 3 members chose not to vote and abstains. The council agreed to support this effort by fast-tracking all efforts to build a greater consensus on the planning.

XI. Motion: The Executive Council voted by unanimous consent to accept the motion presented by the Program Committee to move forward with the ASALH TV initiative.

XII. Motion: Natanya Duncan moved that the president will be permit the Executive Director to appoint a Rapid Response Committee to work in tandem with the other sub-committees to ensure that ASALH can respond in a real time timely manner to issues facing the African American and diasporic communities as they unfold. Motion passed