

Holland & Knight

31 West 52nd Street | New York, NY 10019 | T 212.513.3200 | F 212.385.9010
Holland & Knight LLP | www.hklaw.com

O'Kelly E. McWilliams III
+1 202-469-5570
OKelly.McWilliams@hklaw.com

October 26, 2023

Andrew M. Grumet
+1 212-513-3389
Andrew.Grumet@hklaw.com

Memorandum

Contents Covered by Attorney-Client Privilege and Work Product Doctrine Privileged and Confidential: Attorney-Client Communication

To: The Association for the Study of African American Life and History, Executive Council

From: O'Kelly E. McWilliams III
Andrew M. Grumet

Re: Review and Consideration of ASALH's By-laws and Governance Issues

We have been retained by the Executive Council to review certain documents of the Association for the Study of African American Life and History (the "Association") and to provide advice with respect to two questions raised. This memorandum provides a brief overview of certain nonprofit and corporate governance concepts applicable to the Association's By-laws and governance, as well as advice on how those rules apply to the Association with respect to the questions asked. Attached are various exhibits, which provide all of the supporting documentation we have been provided for consideration.

Question 1: Does our Constitution and By-Laws or Robert's Rules of Order allow an officer to rescind a resignation if the Council has not officially accepted it?

(a) Constitution and By-Laws

Both the Constitution and By-Laws of the Association are silent with respect to when a resignation is effective. Thus, the Code of the District of Columbia will be controlling. Section 29-406.43(a) of Code of the District of Columbia provides: "An officer may resign at any time by delivering notice to the nonprofit corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective time." Accordingly, once notice of resignation was delivered by Dr. Dulaney to Ms. Susan Simms Marsh, Secretary of the Association, on September 13, 2023, Dr. Dulaney is deemed to have resigned.

While it has been suggested that the provisions of Section 29-401.50(d)(6) of Code of the District of Columbia are controlling as to issues pertaining to resignation, this view is

incorrect. This section only applies to a “member-governed corporation” within the meaning of § 29–401.50(a) of Code of the District of Columbia. This section does not apply because the Association does not provide, in its articles of incorporation or bylaws that it is a member-governed corporation, nor does it meet all of the following requirements: (A) It holds regular meetings not less frequently than annually; (B) Its activities and affairs are governed by its members; and (C) The board of directors, if any, has only those powers delegated by the articles of incorporation, bylaws, or members. While the Corporation meets prong (A), prongs (B) and (C) are not met. The By-Laws specifically provide that “The Executive Council shall be responsible for the general activities of the Association”. The By-Laws further provide, generally, when the Executive Council cannot meet, then the Executive Committee is authorized to act on behalf of the Executive Council. Thus, it is for these reasons that Section 29–401.50(d)(6) are inapplicable with respect to the Association.

(b) Robert’s Rules of Order

Although the By-Laws adopt Robert’s Rules of Order, they only do so with respect to the conduct of meetings. Roberts Rules of Order, Newly Revised do not apply to other matters impacting the governance of the Association, including resignations.

Question 2: Does our Constitution and By-Laws or Robert’s Rules of Order grant the Executive Council the power to remove candidates whom the Nominating Committee has certified as being “a member in good standing,” thus eligible to run for the Executive Council?

(a) Constitution and By-Laws

Article V, entitled “Elections” provides: “The Executive Council shall determine the **manner** (*emphasis added*) and time of elections.” Manner is defined in the Oxford English dictionary as “The way in which something occurs or is performed; a method of action; a mode of procedure.” Thus, it is the Executive Council who is vested with final authority to determine the method for electing members to the Executive Council. Such authority, however, remains subject to any limitations contained in the By-Laws and the Code of the District of Columbia. While the By-Laws provide for various actions to be taken (e.g., actions to be taken by the Nominating Committee), the By-Laws do not require the Executive Council to accept the slate of nominees it presents for inclusion on the ballot submitted to the membership. The By-Laws only require that the Nominating Committee “send a slate of nominees to the Executive Council in May prior to its June meeting”.

Further, while the By-Laws require the Executive Director to distribute an appropriate ballot to the membership, the Executive Director is responsible to the Executive Council. Thus, if the Executive Council presents a slate of nominees to the Executive Director for inclusion on the ballot that is different from the slate provided to the Executive Council from the Nominating Committee, the Executive Director is bound to follow the instructions of the Executive Council.

(b) Robert’s Rules of Order

October 26, 2023

Page 3

Although the By-Laws adopt Robert's Rules of Order, they only do so with respect to the conduct of meetings. Roberts Rules of Order, Newly Revised do not apply to other matters impacting the governance of the Association, including election of members to the Executive Council.

INDEX OF EXHIBITS

- Exhibit 1.** Articles of Incorporation
- Exhibit 2.** ASALH Constitution and Bylaws
- Exhibit 3.** Executive Council Handbook noting
- Exhibit 4.** ASALH Organizational Chart
- Exhibit 5.** Election Cycle Process for Executive Council and Officers
- Exhibit 6.** Susan Simms Marsh Memorandum
- Exhibit 7.** Chronology President Status
- Exhibit 8.** 6.22.2023 Executive Council Meeting Minutes
- Exhibit 9.** 6.22.2023 Executive Council Meeting Minutes Executive Session
- Exhibit 10.** 6.29.2023 Executive Council Meeting Minutes
- Exhibit 11.** 6.29.2023 Executive Council Meeting Minutes Executive Session
- Exhibit 12.** 7.6.2023 President Memo to the Executive Council
- Exhibit 13.** 7.6.2023 President Email to Secretary Transmitting 7.6.2023 Memo to Executive Council and Executive Council members email
- Exhibit 14.** President 7.6.2023 Email to Secretary Transmitting -7.6.2023 Memo to the Executive Council(231863914.1)
- Exhibit 15.** 7.10.2023 Scott Appeal
- Exhibit 16.** 7.17.2023 President Email to Secretary Transmitting Scott Appeal
- Exhibit 17.** 7.17.2023 Secretary Email transmitting Scott Appeal to Executive Council
- Exhibit 18.** 7.17.2023 Treasurer Email to Secretary
- Exhibit 19.** 7.17.2023 Secretary Email to Treasurer
- Exhibit 20.** 7.20.2023 Executive Council Meeting Minutes
- Exhibit 21.** 7.20.2023 Executive Council Meeting Minutes Executive Session
- Exhibit 22.** 7.26.2023 2023 Ballot Information

- Exhibit 23.** 8.17.2023 Executive Council Meeting Minutes
- Exhibit 24.** 8.23.2023 Emails Regarding Counting the Ballots
- Exhibit 25.** 9.9.2023 Nominating Comm. Chair Email to Executive Council transmitting 2023 Election Results and Nominating Comm. Chair Letter to Executive Council
- Exhibit 26.** 2023 ASALH Election Results
- Exhibit 27.** 9.9.2023 Nominating Comm. Chair Letter to Executive Council
- Exhibit 28.** 9.13.23 Dulaney Resignation Letter
- Exhibit 29.** 9.13.23 Dulaney Email to Marsh (Secretary) Transmitting Resignation Letter
- Exhibit 30.** 9.13.23 Marsh Email Transmitting Dulaney Resignation Letter
- Exhibit 31.** 9.14.23 Jones (VP Membership) Email Responding to Dulaney Resignation Letter
- Exhibit 32.** 9.14.23 Dulaney Email to Marsh Transmitting Letter Rescinding Resignation Letter
- Exhibit 33.** 9.14.23 Dulaney Letter Rescinding Resignation Letter
- Exhibit 34.** 9.14.23 Marsh Email Transmitting Dulaney Letter Rescinding Resignation Letter
- Exhibit 35.** 9.14.23 Dulaney Email Responding to Jones 9.14.23 Email
- Exhibit 36.** 9.14.23 Email transmitting Dulaney Letter Rescinding Resignation and email thread of other Executive Council emails
- Exhibit 37.** Draft of the 9.18.2023 Virtual Annual Business Meeting Minutes and posted on ASALH Website Membership Private Page
- Exhibit 38.** 9.18.2023 Florida Coalition Resolution
- Exhibit 39.** 9.18.23 Email Transmitting Florida Coalition Resolution to Executive Council
- Exhibit 40.** 9.20.2023 Executive Council Meeting Minutes
- Exhibit 41.** Final September 20, 2023 ASALH Executive Council Meeting Minutes(231863856.1)
- Exhibit 42.** 9.28.2023 Executive Council Meeting Minutes
- Exhibit 43.** 10.2.2023 Jones (VP for Membership) Email Regarding Attorney Cooke's Advice during September 28,2023 Meeting
- Exhibit 44.** 10.5.2023 Dulaney Email Regarding DC Code Attorney Cooke's Response and includes email from ASALH Treasure Holt and Executive Council member Sundiata Cha Jua
- Exhibit 45.** 10.23.23 Letter to Atty McWilliams
- Exhibit 46.** 10.23.23 Timeline of the Dispute (Dulaney to McWilliams)
- Exhibit 47.** 10.25.23 Dulaney Letter to McWilliams

Exhibit 1.

Articles of Incorporation

A Copy of the 1915 Articles of Incorporation

----- 0 -----

Assocn. for the Study of Negro Life and History. } No. 23334. Recorded Oct. 21. 1915
(Incorporation) } at 10:49 A. M.

Washington, D. C. October 2, 1915.

W. S. R. A. S., Carter S. Woodson, John A. Bigham, and Jesse E. Moorland, all citizens of the United States, and a majority thereof of the District of Columbia being duly qualified, do hereby certify as follows:

The objects of this Body shall be the Association for the Study of Negro Life and History.

The term for which it is organized is perpetual.

Its objects shall be the mutual improvement and the dissemination of information among students of Negro history, by collecting and publishing sociological and historical data bearing on the Negro. Its particular business shall be the publication of a Quarterly Journal of Negro History.

The number of its Trustees for its first two years shall be three, namely: Carter S. Woodson, President; Jesse E. Moorland, Secretary-Treasurer; and John A. Bigham, Secretary of Research, and Editor.

(196 Int. Rev. Stamp affixed)

Carter S. Woodson.
John A. Bigham.
Jesse E. Moorland.

Exhibit 2.

ASALH Constitution and Bylaws

ASALH CONSTITUTION as Revised September 2020

**THE ASSOCIATION FOR THE STUDY OF AFRICAN
AMERICAN LIFE AND HISTORY,
INCORPORATED**

CONSTITUTION AND BY-LAWS



TABLE OF CONTENTS

The Constitution

Article I – Name, Objectives, and Governance	3
Article II – Membership	3
Article III – Officers	3
Article IV – Branches	6
Article V -- Elections	7
Article VI – Effective Date	7
Article VII – Amendments	7

By-Laws

Conduct of Meetings	8
Duties of Executive Officers	8
Duties of Appointed Officers	10
Membership and Dues	12
Branches/Branch Membership	12
Committees of ASALH	13
Amendments	14

ARTICLE I Name, Objectives and Governance

Section 1 Name

The name of this organization shall be The Association for the Study of African American Life and History, Incorporated.

Section 2 Objectives

The objectives of this organization shall be (1) the collection, (2) promotion, (3) study, and (4) dissemination of historical materials relating to African Americans, the Caribbean, and the African Diaspora.

Section 3 Governance and Structure

a. Governance - The Association shall be governed by its Charter, this Constitution and Bylaws, and such other actions as the Association and the Executive Council may take consistent therewith.

b. Structure

- (1) The Membership
- (2) The Executive Council
- (3) The Officers
- (4) The Branches
- (5) The Appointed Officers

ARTICLE II Membership

Any person who subscribes to the objectives of the Association may become a member upon payment of annual dues as determined by the Executive Council and set forth in the By-Laws.

ARTICLE III Officers

Section 1 Executive Officers

The Executive Officers of the Association shall consist of a President, a Vice President for Membership, a Vice President for Programs, a Secretary, a Treasurer, and an Executive Council.

Section 2 Qualifications, Elections, and Terms

- a) **The President** shall be a dedicated person who has been deeply involved in the affairs of the Association. The President shall have been a Member for at least five (5) years immediately preceding election, shall have attended the two previous annual meetings and have served on the Executive Council for at least two years.

The President shall be elected by the members of the Association for a term of three

ASALH CONSTITUTION as Revised September 2020

(3) years and shall be eligible to be elected for a second three year term. Having been elected to serve two three year terms, the President shall not be eligible to be elected for a third time until after a lapse of six years following the end of the office holder's six- year elected term.

- b) **The Vice President for Membership** The Vice President for Membership shall possess the same qualifications as the President. This person shall be elected by the Members of the Association and shall be eligible to succeed himself or herself. If the Office of the President, through any cause, shall become vacant, the Vice President for Membership shall thereupon become President.

A person who has held office of President or acted as President for less than one year of another person's term, shall be eligible to be elected to the office of President for two three year terms. Having been elected to serve two three year terms, the President shall not be eligible to be elected for a third time until after a lapse of six years following the end of the office holder's six- year elected term.

- c) **The Vice President for Programs** shall possess the same qualifications as the President. This person shall be elected by the members of the Association and shall be eligible to succeed himself or herself. The office holder shall be elected by the members of the Association for a term of three (3) years. This person shall be eligible for re-election.
- d) **The Secretary** shall be elected by the Members of the Association for the term of three (3) years. The Secretary shall be a Member of the Association. This office holder shall be eligible for re-election.
- e) **The Treasurer** shall be elected by the Members of Association for a term of three (3) years. The Treasurer shall be a Member of the Association. This office holder shall be eligible for re-election.
- f) **The Executive Council** shall consist of:
1. 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 graduate student. 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.
 2. The elected officers of the Association shall consist of President, Vice President for Membership, Vice President for Programs, Secretary, and Treasurer and the Executive Director as non-voting member. The Executive Council members shall be eligible for re-election. The three-year term for Officers and Council Members begins in January following the election.
 3. To assist the Council in its duties, there shall be an **Advisory Board** consisting of no more than 12 members as the Council may select to sit therewith in the conduct of its business. Members of the Advisory Board may

ASALH CONSTITUTION as Revised September 2020

participate fully in the deliberations of the Council but may not vote.

4. The Executive Council shall be responsible for the general activities of the Association, and shall act for the Association when it is not in session. The Council shall appoint such officers as it deems necessary to carry out the objectives of the Association. The Council shall determine job descriptions and salaries for appointed officers. The Council may appoint such committees as it deems necessary. The Council shall submit a written report of its activities at each annual meeting of the Association.
 5. **The Executive Committee** -- To conduct necessary business when the Council is not in session or cannot reasonably be convened or polled, there shall be an Executive Committee of the Executive Council which shall consist of the elected officers of the Association, the Executive Director as a non-voting member, and five (5) voting members of the Council. The Executive Committee, in the conduct of the business, shall be subject always to the general direction of the Council and shall report any action it takes to the Council for approval within five working days following the Committee's deliberation. The action of the Committee shall be deemed valid unless it is disavowed by a majority of the Executive Council.
- g) **Vacant Offices** – If the Office of the President, through any cause shall become, the Vice President for Membership shall thereupon become President in accordance with Article III Section 2.

If the office of the Vice Presidents, the Secretary, or the Treasurer becomes vacant, the Executive Council shall nominate a person to serve the remaining term of the person vacating the office, provided the term remaining is more than one year. Such nomination shall be submitted to the membership for approval by a majority of the members responding to the notice of nomination.

If, however, a year or less remains in the term of the person vacating the office, the Executive Council may elect a person to fill the vacancy without submitting the action to the membership for approval. In either case, persons elected to the respective offices must possess the applicable prescribed qualifications.

When a non-corporate position on the Executive Council becomes vacant, the Nominating Committee will solicit candidates and make recommendations to the Executive Council. The Executive Council shall elect the replacement member who will serve out the remaining term if it is two years or less. If the remaining term is more than two years, the replacement member will also stand for election by the general membership for the final two years in the same manner as replacements for officers.

- h) **Removal of Elected Officials from Office** –Executive Council Members may be removed from the Executive Council for: (1) acts contravening the Constitution and By-Laws of the Association, (2) for being unable to discharge duties and responsibilities of respective office, (3) for habitually neglecting to discharge the

ASALH CONSTITUTION as Revised September 2020

duties and responsibilities of the respective office, (4) for acts the Council deems to be harmful to the Association, (5) for malfeasance in office, or (6) upon conviction of a felony or serious misdemeanor.

Petitions for removal of an Executive Council members from the Executive Council may originate in the Executive Council by affirmative action of two-thirds of the members of the Executive Council or may be submitted to the Executive Council, with the support of at least one hundred members of the Association who are in good standing. The petitions must be accompanied by a list of charges and a file of particulars specifying the offenses of the officeholder. By certified mail and email, the individual against whom the charges are being brought shall be furnished with a statement of the charges and a bill of particulars and shall be given an opportunity to respond within a reasonable time not to exceed fifteen (15) days.

The response may be in writing or in a hearing before the Executive Council or both. If the individual does not respond, the Executive Council will move forward to review the charge. In a hearing before the Executive Council, the petitioners and the individual against whom the charges are being brought may have representatives in attendance to present their cases, but procedures shall not adhere to formal judicial rules. Thus, pre-hearing “discovery” shall not be allowed. Procedures to be followed shall be prescribed by the Executive Council.

If, following the response to the charges from the individual against whom the charges are being brought two-thirds of the members of the Executive Council vote to remove the individual from office, the Executive Council shall submit its recommendation to the membership for approval. Unless a majority of the membership votes against the recommendation of the Executive Council within a prescribed period of time, but no more than 21 working days following the mailing of the recommendation to the members, the office in question shall be declared to be vacant.

In cases involving the removal of the President from office, the Vice President for Membership shall preside over the Executive Council unless this officeholder also is facing removal proceedings. If both the President and the Vice President are facing removal proceedings, the Executive Council shall elect a presiding officer. In all other cases, the President shall preside over the Executive Council.

ARTICLE IV Branches

Branches of the Association may be established by the Executive Council as feasible. Such Branches shall be directly affiliated with the Association and shall operate under the jurisdiction of the Association in accordance with the rules and regulations as set forth in the Constitution and the By-Laws. Upon organization, a Branch shall receive a charter from the Association. ASALH Campus Branches at Colleges and Universities shall: stimulate study and carry on research in local history; disseminate their findings to the ASALH National office; promote Black History Month on Campus and in the Community; coordinate activities with local branches, and assist in the instrumentation of programs and initiatives developed by the

ASALH CONSTITUTION as Revised September 2020

Executive Council, and to work with the Vice President/Membership Chair.

ARTICLE V Elections

The Executive Council shall determine the manner and the time of elections. Elections shall be managed according to the following process:

February - By the first Friday preceding the February meeting of the Executive Council, the Chair of the Nominating Committee shall announce to the membership the intent to receive nominations for open offices within the Association.

April – The Chair of the Nominating Committee shall receive nominations through the second Friday of each April. Nominations must address candidates standing within the Association, service to the Association as well as other qualification that are consistent with the objectives of the Association.

May – The Chair of the Nominating Committee shall send a slate of nominees to the Executive Council in May prior to its June meeting.

July – The Executive Director of the Association shall distribute an appropriate ballot to the membership by the first week in July. All ballots shall be marked and returned to the Association's headquarters before the first week of August. Ballots shall be tallied, verified and results reported to the Chair of the Nominating Committee within working five (5) days of the return deadline.

August – By the last Friday in August the Chair of the Nominating Committee shall have announced election results to the total membership according to the following sequence: First, to the Nominees; second, to the members of the Executive Council; and third, to the General Membership.

ARTICLE VI Effective Date

The Constitution shall be submitted by the Executive Council to the voting members of the Association at least sixty (60) days prior to the Annual Meeting. If approved by two-thirds of the voting members during the Annual Meeting of the Association, it shall become effective immediately.

ARTICLE VII Amendments

The Constitution may be amended in either of two ways: (1) A proposed amendment may first originate in, or be submitted to, the Executive Council. It shall then be approved by two-thirds of the members at the Annual Meeting, provided that the membership shall have been apprised of the proposed change(s) at least sixty (60) days before the Annual Meeting. (2) Amendments may be submitted at the Annual Meeting of the Association. Upon approval by majority vote, such amendment(s) will be presented for final approval at the next Annual Meeting of the Association. Adoption of the proposed Amendments shall be effected by two-thirds of the members present.

ASALH CONSTITUTION as Revised September 2020

BY-LAWS

1. Conduct of Meetings

All Annual or Ad Hoc Meetings of the Association and all meetings of the Executive Council shall be conducted according to Robert's Rules of Order, Newly Revised.

That a quorum be constituted by one-third of the elected Council members, the presence of the President or Vice President, and one other officer.

In accord with Robert's Rules of Order voting by proxy shall be permitted on business Meeting agenda items determined by the Executive Council to be of critical significance of the Association. Voting on actions outside of the three regular Executive Council meetings can be done by telephone or FAX or email according to procedures set forth by the Executive Committee.

The Council may, at its discretion, appoint an Official Parliamentarian, who shall hold office for a term of one (1) year.

The Parliamentarian shall advise and assist the President in the conduct of the meetings of the Executive Council and the Annual or Ad Hoc meetings of the Association, and shall perform such additional duties as are appropriate to the office.

2. Duties of Executive Officers

- a. **The President** of the Association shall preside at all business meetings of the Association and of the Executive Council. The President shall formulate the chartered obligations and purposes of the Association. The President shall nominate, in conjunction with the Council, the Editor of the *Journal of African American History* (formerly the *Journal of Negro History*), the Editor of the *Black History Bulletin*, formerly the *Negro History Bulletin*) and members of all standing committees appointed by the Council. The President shall be ex-officio member of such committees.
- b. **The Vice President for Membership**, in the absence of the President, the Vice President shall preside at all business meetings of the Association and of the Executive Council. The Vice President for Membership shall work closely with the President in all business pertaining to the Association and shall chair the membership committee. The Vice President shall supervise campaigns for membership and serve as the liaison between the Executive Council and the branches.
- c. **The Vice President for Programs** will oversee community outreach and humanities programming, support long-range growth plans, including external funding sources for an increased public awareness.
- d. **The Secretary** shall keep records of the proceedings of Annual Meetings and meetings of the Executive Council; and prepare and submit a report of such proceedings at the Annual Meeting of the Association. The Secretary shall be an

ASALH CONSTITUTION as Revised September 2020
ex-officio member of all standing committees.

- e. **The Treasurer** ensures the review of quarterly financial reports; presents financial reports and the budget to the Executive Council for approval; ensures the review of the Audit Committee and presents it to the Executive Council for approval; serves on the Executive Committee; serves as a member (not the Chair) of the Finance and Audit Committee; verifies financial viability.

All expenditures shall be made by check and signed as authorized by the Executive Council. The Treasurer shall be an ex-officio member of all Standing committees.

f. **The Executive Council**

(1) Meetings.

The Executive Council shall meet in February, in June, and during the Annual Meeting of the Association. The Executive Council will meet at minimum two additional times utilizing technology to facilitate those meetings. These meetings will be scheduled at the discretion of the Executive Committee. Executive Council Member who is absent from three consecutive meetings shall be subject to removal as deemed appropriate by two-thirds of the Council

(2) Elections.

The elected members of the Executive Council shall be divided into three (3) classes of eight (8) members each. Eight (8) members shall be elected each year. Classifications of members of the Executive Council at the time of the ratification of the Constitution and By-Laws will not be affected. Members of the Nominating Committee, including the Chair, who are running for re-election on the Council or who are running for office shall not be involved in the counting of ballots. In the case of a tie in the balloting for Officers or other members of the Council, the tie shall be broken by a vote of the General Membership at its Annual Meeting.

(3) Functions.

The Executive Council shall:

- (a) Implement the policies established by the Business Session of the Association;
- (b) Appoint the following officers: Executive Director, Editor of the *Journal of African-American History*, Editor of the *Black History Bulletin*, and members of the Editorial Board;
- (c) Determine the time and place of Annual Meetings;
- (d) Charter branches of the Association
- (e) Receive all reports of the Executive Director, the Editor of the *Journal of African-American History*, and the Editor of the *Black History Bulletin*,

ASALH CONSTITUTION as Revised September 2020

the Secretary, the Treasurer, and the Standing Committees and transmit reports, such as may be appropriate, to the Business Session of the Association;

- (f) Set salaries of the Executive Director and other appointive personnel;
- (g) Resolve conflicts that may arise between the President and the Executive Director regarding their respective spheres of authority;
- (h) Remove from office any appointed officer whom it deems to be derelict or ineffective in discharging assigned duties or who is guilty of malfeasance in office;
- (i) Remove as chair of an appointed committee anyone who is derelict in carrying out the duties of the office.
- (j) Approve an annual operating budget that shall be designed to achieve the objectives of the Association.

3. Duties of Appointed Officers

a. The Executive Director.

The Executive Director shall be the chief administrative officer of the Association. This person shall be responsible to the Executive Council. The Executive Director shall:

- (1) Give administrative direction to the program, policies, and procedures recommended by the Executive Council and approved by the Association;
- (2) Employ, supervise, and dismiss as appropriate, all salaried employees of the Association;
- (3) Direct the day-to-day operations of the Association;
- (4) Direct marketing/public relations activities of the Association;
- (5) Supervise and coordinate Branch promotion and development, in conjunction with the Vice President for Membership;
- (6) Give general and specific direction to, and supervise, Annual Meetings and special meetings and conferences of the Association.
- (7) Prepare for the approval of the Executive Council an annual operating budget for the Association;
- (8) Sit on all standing and Ad Hoc Committees.

The terms and conditions of employment of the Executive Director shall be defined by contract with the Executive Council.

ASALH CONSTITUTION as Revised September 2020

b. Editor, the *Journal of African American History*

There shall be an editor of the *Journal of African American History* who shall be appointed by the Executive Council for a term of three (3) years. The *Journal* Editor shall be eligible for reappointment. With the support of the Editorial Board, the *Journal* Editor shall perform such other relevant duties as the Executive Council of the Association may assign.

c. Editorial Board of the *Journal of African American History*.

Upon nomination by the Editor of the *Journal of African American History*, the Executive Council shall appoint an Editorial Board of at least six (6) members. With the recommendation of the Editor, the Editorial Board shall approve the merits of research projects and all manuscripts submitted to the Association for publication. Members of the Editorial Board shall serve for three (3) years, and shall be eligible for reappointment. Stipends for members of the Editorial Board will be determined by the Executive Council of the Association.

d. Editor, *Black History Bulletin*, and Black History Month Products.

There shall be an editor of the *Black History Bulletin* and Black History Month Products (*BHB*) who shall be appointed by the Executive Council for a term of three (3) years. The *BHB* Editor shall be eligible for reappointment. With the support of the Editorial Board, the *BHB* Editor shall perform other relevant duties as the Executive Council of the Association may assign.

e. Editorial Board.

Upon nomination by the Editor of the *Black History Bulletin*, the Executive Council shall appoint a *BHB* Editorial Board of at least six (6) members. With the recommendation of the Editor, the *BHB* Editorial Board shall approve the merits of research projects and all manuscripts submitted to the Association for publication. Members of the Editorial Board shall serve for three (3) years, and shall be eligible for reappointment. Stipends for members of the Editorial Board will be determined by the Executive Council of the Association.

ASALH CONSTITUTION as Revised September 2020

4. Memberships and Dues

The classes of membership in the Association are:

- (1) General
- (2) Associate
- (3) Senior
- (4) Student (indicating name of school on line below)
- (5) Dual (General/Senior member and an additional person residing in the resident)
- (6) Jr. Life Membership (up to 26 years of age)
- (7) Life (individuals only)
- (8) Life Interim (5 annual installments)
- (9) Corporate Memberships
- (10) Individual International Memberships (all categories pay same price)
- (11) Institutional Membership and such other classes as the Executive Council may prescribe.

Voting members of the Association shall consist of all classes of membership except the *Associate Member*. The Associate Membership, will be entitle said member with the right to participate on the Academic Program at the Annual Meeting. Associate Members will not be entitled to voting rights. Dues for each class shall be set by the Executive Council.

5. Branches and Branch Memberships

- a. Branches of the Association shall be directly affiliated with the parent body and shall be under the jurisdiction of the Association and subject to all of its rules and regulations. Such Branches may be established with a minimum of fifteen (15) persons. The Executive Council of ASALH can revoke the charter of a branch if the branch does not comply with the established rules and regulations. When the Council revokes a branch's charter, the ASALH president shall notify the branch of the Council's action.
- b. Each Branch shall elect a President, Vice President, Secretary, Treasurer, and Historian. The function of such Branches shall be to stimulate study and to carry on research in local history, and to disseminate such findings to the office of the Executive Director. An annual report of Branch activities (including memberships) shall be presented to the Executive Council at its June meeting.
- c. Branch organizations shall determine local dues to be paid by each member. These dues shall be in addition to dues paid to the Association by each Branch member. Only bona fide members of the Association shall be eligible for Branch membership.

6. Committees of ASALH

There are two types of committees within the Association: standing and ad hoc committees. Each committee is appointed by the President of the Association with the approval of the Executive Council.

- A. Standing Committees- Standing committees are permanent committees that are necessary for carrying out the official business of the Association. There will be no additional standing committees unless the proposed committee is deemed critical to the operations of the Association. The standing committees are as follows:

a. Auditing/Finance Committee

- i. The Auditing/Finance Committee shall consist of not less than five (5) members. The Auditing Committee, in conjunction with the President and the Treasurer, shall call for an annual audit of all Association finances by an independent certified public accountant. Such audit report shall be included within the Auditing/Finance Committee's written report to Annual Meeting.

b. Nominating Committee

- i. The Nominating Committee shall consist of five (5) members. It shall nominate by ballot two candidates for each of the following offices: President, Vice President for Membership, Vice President for Programs, Secretary, and Treasurer. It shall present preferably two or more names for each position on the Executive Council. In making the nominations for membership on the Executive Council, the Nominating Committee, as far as possible, shall accord representation to its membership in the branches, the public and private elementary and secondary schools, colleges and universities, and professionals within the corporate community.

The Nominating Committee also shall give strong consideration to service to this Association. All nominees for offices in the Association must be members in good standing.

The Nominating Committee shall strictly adhere to the election process and schedule as set forth in the Constitution of the Association. One hundred members of the Association may present a petition for a candidate for any office open to election, provided that such petition, accompanied by a nominee's written acceptance, is presented to the Nominating Committee before it prepares the ballot. Candidates so nominated shall be identified on the ballot as a "candidate by petition."

c. Academic Program Committee

- i. The Academic Program Committee, consisting of at least five (5) Members shall prepare the program for the Annual Meeting in accordance with the theme set by the Executive Council. The Academic Program Committee may expand its Membership to include persons from the city in which the Annual Meeting is to be held.

d. Membership Committee

- i. The Membership Committee, shall include Council representation (three [3] persons appointed by the President), Branch representation (seven [7] persons) to be appointed by the Membership Chair.

- B.** Ad Hoc Committees-Ad Hoc Committees are formed for a specific purpose/interest of which the duration of their existence is for as long as the purpose/interest exists. Ad hoc committees can be suggested to the President for consideration by any member of the Executive Council.
- C.** Duties-Committees are expected to meet regularly to further the necessary business of the Association. Each committee should adequately keep the President or his/her designee (executive director) informed of committee work. Committees serve at the pleasure of the President and can be reconstituted by the President at any time and for any reason.

7. Amendments

These By-Laws may be amended by a majority vote at any Annual Meeting of the Association.

Exhibit 3.

Executive Council Handbook Noting

DRAFT 2/20/2023

EXECUTIVE COUNCIL

Handbook



ASSOCIATION FOR THE STUDY OF
AFRICAN AMERICAN LIFE AND HISTORY

301 RHODE ISLAND AVENUE, NW | SUITE 1508 | WASHINGTON, DC 20001
202.238.5910 | ASALH.ORG

Welcome

You are now a member of the governing body of the Association for the Study of African American Life and History (ASALH) because you believe in continuing the mission of our founder Carter Goodwin Woodson, PhD. As a member of the Executive Council, you are sharing his vision, leadership, and stewardship of the presence and contributions of African Americans in history. As an elected member of the Council, you are a representative of the membership who will depend upon your legal and fiduciary oversight as well as your management skills to work diligently to promote the organization, to improve its operations and to preserve it for future generations.

Your personal interests and expertise are important to ASALH, but your primary obligation is the stewardship of the organization as a whole. As a Council member, you have a responsibility to the members, staff and funders. As a volunteer, no one expects you to be an expert in all aspects of the operation of a non-profit organization. All we ask of you is to be honest and apply the same skills and judgment to the operation of the Association that you use in your daily life's activities. The Council is a wonderful place to learn new skills and to hone existing ones. All Council members are trying to achieve the same objectives – to ensure that:

1. The public is educated about African American history, life and culture;
2. The annual theme of Black History month is set, promoted and distributed and is relevant regarding the communities of peoples of African descent; and,
3. The integrity of our organization, branches, auxiliary activities and publications meet a high standard of excellence on behalf of our branches and membership.

Each Council member brings different skills and you will be able to learn from all of them. At the same time, you will be able to share your skills and knowledge with them. It is a mutually beneficial experience for everyone involved. As important, the Executive Council must operate as a team for it is through teamwork that goals and objectives can be met with integrity. (Source: Ginsler & Associates Inc.)

Yes, you are responsible for the programs and services ASALH delivers. Yes, you are responsible for the money the association collects and manages. And, yes, you must take every undertaking very seriously to ensure it meets the standards set by our founder Dr. Carter G. Woodson. However, we want you to relax also; get to know your fellow Council members; and are prepared to meet new challenges at the same time as you do a lot of the good work. Above all, have fun! While Dr. Carter was a serious man in his pursuit of knowledge, he had also a sense of humor.

As important, please remember – **“If we don’t tell them, the world will never know”™**

The Council must operate as a team: As a member of this august body, you will be part of a team, which will set the future direction of this non-profit organization. The ASALH membership believes you have the skills and commitment to engage in this very profound responsibility by the fact they elected you to serve. We must be honest however, because this is not an honorary position. It will require hard work and a great deal of personal participation. In addition, there will be times that you will have to look very

hard to find the rewards for your efforts. One of the reasons it will be heard is because ASALH is evolving into a more modern organization. While you may be coming to this job with the best of intentions, good intentions are not going to be enough. If we appear to be frank – we have to be. For our underlying mission is to update and continue this valuable organization.

Two major tasks are important for Council members:

First, we have the task of governing that includes planning, monitoring issues, evaluating progress, raising funds, and other important undertakings to keep ASALH viable and moving.

The second task is recognizing that the Council is a team. As such, it is critical that the team functions at an optimum level. This task ultimately relates to the first task. Without a team that is respectful of each other; that recognizes individual strengths and talents; and, that is forgiving of individual weaknesses, the team will fail. **Failure is not an option.**

To be a team requires that we get to know our teammates. Not just their names but:

- Where they live
- What they do
- What real interests and concerns they have
- What motivated them to serve on the board
- What hobbies do they indulge

We are not asking you to reveal any personal information, but leave the door open to form friendships for the purpose of service.

The other persons you should get to know are our staff. We have an executive director that is an integral part of the team. Get to know her as she is getting to know you because the trust factor between the staff and the Council must be present to complete the team and get the work done.

Our Council skills must be honed to a sharp edge and updated regularly. We are entrusted to govern the expenditure of funds and the assets of the organization. Our understanding of fiscal matters is critical. Moreover, each of us is required to make individual contributions towards our fund raising efforts.

How do I learn about ASALH and where do I go to get answers to my questions? The best place to get information about the ways and means of the organization is from the President of the Council, fellow Council members and the Executive Director. If you listen closely, you will be able to discern which member has historical knowledge – call them up and ask questions. Read the Council Handbook and go on the web site (www.asalh.org). The writings by and about our founder will help you gain also a more thorough understanding about the philosophical underpinnings of ASALH. The Mis-Education of the Negro by Carter G. Woodson and other data is included in your orientation package.

Please note there is no such thing as knowing all you need to know about this complex job all at once. It takes time to learn about the history, the procedures, facts and a thousand other things. So take your time, your feet will be “wet” in due time.

It is imperative that you do not engage in the following behavior:

- Listen too little and talk too much
- Criticize in public decisions that you did not support
- Refuse to change your mind on any issue despite evidence to the contrary
- Disclose information from a closed session
- Come unprepared for Council and committee meetings
- Be afraid to share information that will be pertinent to the decision making process
- Be afraid to speak up when you feel something
- Make decisions for the organization as an individual when the Council is not in session
- Direct staff to complete work or tasks

The best way to make a successful organization is to put everything on the table without reservation, be objective and not personal and accept the decision of the majority when all has been analyzed, discussed and debated.

We want you to know something about our Founder, Carter G. Woodson, the mission, vision and organizational structure, the committee structure and their annual projects, policies of importance, and ASALH partnerships. The Handbook has been structured so that you may more easily add and eliminate information as appropriate. That is why you have been given a note book. However, after the official orientation where you receive the physical handbook, you will receive the appropriate information in your email or other technical devices. You will be responsible for printing and making the additions or eliminations.

Again, we welcome you to the Executive Council and look forward to a very fruitful and meaningful experience!

Biographical Sketch of Our Founder

DR. CARTER GOODWIN WOODSON was born on a small farm on December 19, 1875 in New Canton in Buckingham County, Virginia. He was one of nine children born to former slaves James and Eliza Riddle Woodson. His family was poor which made getting an education difficult. His thirst for learning motivated him to seek help in learning skills from everyone that he could - relatives and friends alike. While his formal education was irregular, he taught himself. By the time he was seventeen, he had mastered the fundamental subjects that “common” schools of the day provided.

Hoping to gain a formal education, Carter and his brother, Robert Henry, moved to Huntington, West Virginia. Money continued to be scarce so he was forced to earn his living as a miner in the Fayette County coalfields. It was not until 1895 that he was able to enter Douglass High School in Huntington. He was 20 years old.

As a high school student, he distinguished himself by winning his diploma in less than two years with creditable grades. At the age of 22, he entered Berea College, formally The Berea Literary Institute, which was located in the Appalachian foothills of Kentucky. It is the first school in the South to admit students of every race and both genders on an equal basis. It had been in existence a decade by the time Carter G. Woodson was born in 1875. Founded by abolitionist John Gregg Fee, a Kentucky slaveholder’s son, Berea, in Fee’s vision, “would be to Kentucky what Oberlin is to Ohio, antislavery, anti-caste, anti-rum, anti-sin.” Carter earned a Bachelor of Literature Degree in 1897.

His experiences at Berea College had a lasting impression on his philosophy and professional life. Through his collegiate experiences, Carter gained a worldview that motivated him to commit to changing what he saw as indignities to be rectified. Clearly, Woodson’s pride-filled passion about the African-American experience was influenced by the College’s motto: **“God hath made of one blood all nations of people!”**

Thirsting for more knowledge, he enrolled at the University of Chicago and earned the Bachelor of Arts and Masters of Art Degrees from this distinguished university. He gained entrance to the Sorbonne in Paris France and learned to speak French fluently. Throughout the remainder of his life, he enjoyed French plays and music.

(Source: Turner, William “Dr. Carter G. Woodson & Berea College: The Legacy Continues” Paper presented at the annual meeting of the Association for the Study of African American Life and History, Atlanta Hilton, Charlotte, NC, Oct 02, 2007)



Carter Goodwin Woodson, PhD
Association for the Study of African
American Life and History (ASALH)
www.asalh.org

In June 1909, Dr. Woodson moved to Washington, D.C. and found employment at the M St. High School, teaching French and Spanish. He moved to Washington so that he could be near the library of Congress and its vast resources. He located quarters at 1924 Eleventh St. N.W., for he was in the process of writing his dissertation to receive his Ph.D. from Harvard. Three years later, in 1912, Harvard University awarded Woodson his doctorate. His dissertation topic was, “The Education of the Negro prior to 1861,” which became the nucleus of his first book published in April 1915. He was the second African American to graduate from Harvard University with a Doctorate degree.

In his career as an educator, Woodson served in a variety of positions. He was principal of the Douglass High School, Supervisor of schools in the Philippines, teacher of languages in high schools in Washington, D.C., and Dean of the School of Liberal Arts at Howard University and West Virginia State College.

Convinced that the role of his own people in American history and culture was being either ignored or misrepresented by scholars, Dr. Woodson persuaded his colleagues, James Edwin Stamps, William Hargrove, George C. Hall, and Alexander Louis Jackson to help him conduct special research into the neglected past of the Negro. The outgrowth of this relationship resulted in the founding of the ASSOCIATION FOR THE STUDY OF NEGRO LIFE AND HISTORY. Their conviction was formally realized in Chicago on September 9, 1915. In a meeting shortly thereafter, they appointed Dr. Woodson Executive Director, a position he held until his death April 3, 1950 as a result of a heart attack.

Organizing and implementing an organization with such an unusual purpose at that moment in history was not easy. Nevertheless, he was convinced that he was on the correct path to lift his people and improve race relations. Dr. Carter G. Woodson believed that knowledge and understanding of African-American History would play an integral role in the future of African Americans in the United States and the world. He envisioned an era when such a specified delineation between African American History and general History of the United States would be unnecessary. He hoped that society’s knowledge of African American History would flow seamlessly into that of American History. And, the important role that African Americans played in history would simply be included, acknowledged and reasonably accepted.

The year ASALH organized was also the same year Dr. Woodson published one of his most scholarly books, *The Education of the Negro Prior to 1861*. In January 1916, he began the publication of the scholarly *Journal of Negro History*.

The early years of the Association were difficult times, but it did not deter Dr. Woodson. He engaged in far-reaching activities. This includes:

- Organizing the Associated Publishers in 1920 to make possible the publication of valuable books on the Negro;
- Establishing Negro History Week in 1926;
- Writing, printing and distributing the initial publication of the *Negro History Bulletin*, the voice of the Association which has been published continuously since 1937;
- Directing and subsidizing research on Negro history by the Association; and,
- Writing numerous articles, monographs and books on the Negro.

“The Negro in Our History”, now in its eleventh edition, has sold more than 90,000 copies. He authored more than 130 articles and 30 books; the most widely recognized book is “The Mis-Education of the Negro.” However, Dr. Woodson’s most cherished ambition—a six volume Encyclopedia Africana— was not completed by the time of his death on April 3, 1950 at age 74.

Woodson’s Philosophy and rationale for ASALH: Although Dr. Carter was engaged in many social, civic, political and academic activities, his most important efforts were:

1. The creation and founding of the Association for the Study of Negro Life and History, i.e., The Association for the Study of African American Life and History (ASALH);
2. Negro History Week, i.e. Black History Month celebration;
3. The Journal of African American History; and,
4. The Black History Bulletin.

Through these efforts evolved a strategy that was to have a two-prong effect: One, African Americans will be informed and educated about who they are and what they have contributed to society, and two, the result of the research and documented data would enable better racial harmony in the United States. He noted, **“If a race has no history, if it has no worthwhile tradition, it becomes a negligible factor in the thought of the world, and it stands in danger of being exterminated.”**

Association for the Study of African American Life and History, Incorporated (ASALH)

Founded in 1915, Dr. Carter G. Woodson defined the role of the Association for the Study of Negro Life and History as, . . . “The collection of sociological and historical data on the Negro, the study of peoples of African blood, the publishing of books in this field, and the promotion of harmony between the races.” Through this organization he paved the way for intellectual discourse by scholars worldwide. In fact, according to Dr. Karenga, Carter G. Woodson wanted to:

1. Elevate and expand Black historical knowledge and self-consciousness and teach the rich resource and reward of history;
2. Critique and correct the falsification and misconceptions of Black history;
3. Critique and correct White racist consciousness and self-congratulatory conceptions of history;
4. Integrate Black history into the educational system and social lives of the people; and,
5. Use this process in the interest of remaking America and expanding the realm of freedom and democracy.

(Source: Dr. Maulana Karenga, *Walking With Woodson in History: Seeking Truth, Justice and Transformation*, 2009)

Black History Month

Organized by Dr. Woodson in 1926 as Negro History Week, it grew into a major celebration as a main American event. The annual February observance of Negro History Week was an assertion by Carter as one of the major ways of perverting the evils of racism not only for African Americans but also for all Americans. To control a sense of inferiority, Blacks need to know the impact of the unique contributions they have made and continue to make. Dr. Carter felt this way without reservations.

Dr. Woodson chose February for the observance because February 12th was Abraham Lincoln's birthday and February 14th was the accepted birthday of Frederick Douglass. This was a way to acknowledge and celebrate two men he felt were of utmost importance in assisting the "Negro" to have a legitimate place in American society. Negro History Week was expanded by the Association in 1976 to Black History month. Black History Month is celebrated now throughout the country and the world. It has become traditional for the President of the United States to hold a press conference at which time the theme for the month is announced.

Journal of African American History and the Black History Bulletin

"The Journal of Negro History" (1916 - 2001), founded in 1915 by Woodson and Jesse E. Moorland, was first published and distributed in 1916. The purpose was to print and distribute an academic journal based upon research covering African American life and history. On January 1, 2002, the name was changed to the Journal of African American History and published four times a year by the Association.

Dr. Carter defined the Journal of Negro History as "a quarterly scientific magazine committed to publishing scholarly research and documents on the history and cultures of Africa and the peoples of African descent around the world." He was so engaged in his purpose that he distributed the first edition on his own initiative. Despite the lack of support from foundations, the economic depression of the thirties, and two World Wars, he never missed an issue. It has been in continuous print and is a main source for publishing research by about the life and culture of the African American community and peoples of African descent.

Woodson saw the need for educators and the general public to obtain readily facts and information about Black History. One of his closest associates and a former President of the Association, Dr. Mary McLeod Bethune, encouraged him to establish the Negro History Bulletin in 1937 to increase readership among Black public school teachers, working class persons and youth. It was another outreach effort to help the African American community gain more understanding about themselves and their communities.

Woodson's Challenge for the Future

Dr. Woodson was keenly aware of his role in laying a foundation for the future. He advocated that generations that followed him build upon the underpinning that being built by his and generations before him. He said, "To you then come the challenges of what you will do in building upon the foundation which they have laid." He noted that in spite of the hardships, oppression and discrimination that confronted them, Black people have "disappointed the prophets who said they would be exterminated, and on the contrary they enrolled themselves among the great." He then asked what we would do in our time with more advantages and access. He challenges us by stating:

"If we do not take hold where they left off and advance further in the service of truth and justice, we are unworthy to claim descent from such a noble people."

Executive Council's Commitment to Woodson's Legacy

As members of the Executive Council of ASALH, we **SHALL** take hold where Carter Goodwin Woodson "left off" by protecting the legacy of our ancestors and promoting their stories for future generations so that they may know whence they came and model for the future.

(Source: Dr. Maulana Karenga, Walking With Woodson in History: Seeking Truth, Justice and Transformation 2-9-09)

SECTION II:

Organizational Structure

Copy of 1915 Articles of Incorporation
Governance Structure
Past Presidents
Current Executive Council Officers
Executive Council Members by Class

A Copy of the 1915 Articles of Incorporation

----- 0 -----

Assocn. for the Study of Negro Life } No. 13334. Recorded Oct. 2d. 1915
and History. }
(Incorporation) } at 10:49 A. M.

Washington, D. C. October 2, 1915.

W-3 2 2 A 8, Carter S. Woodson, John A. Bigham, and Jesse E. Moorland, all
residents of the United States, and a majority thereof of the District of Columbia being
of legal age, do hereby certify as follows:
That the name of this Body shall be the Association for the Study of Negro Life
and History.

The term for which it is organized is perpetual.

Its objects shall be the mutual improvement and the dissemination of information
among students of Negro history, by collecting and publishing sociological and
historical data bearing on the Negro. Its particular business shall be the publication
of a Quarterly Journal of Negro History.

The number of its Trustees for its first two years shall be three, namely:
Carter S. Woodson, President; Jesse E. Moorland, Secretary-Treasurer; and John A. Bigham,
Editor of Research, and Editor.

Carter S. Woodson.
John A. Bigham.
Jesse E. Moorland.

(196. Inc. Rev. Stamp affixed)

ASALH Governance and Structure

Governance

The Association shall be governed by its Charter, the Constitution and Bylaws, and such other actions as the Association and the Executive Council may take consistent therewith.

Structure

Membership

Any person who subscribes to the objectives of the Association may become a member upon payment of annual dues as determined by the Executive Council and set forth in the By-Laws.

Executive Council

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 graduate student. Two slots for representation from the Corporate Sector shall be set aside in each Executive Council class.

The Officers

The official officers are President, Vice President for Membership, Vice President for Programs, Secretary, and Treasurer and the Executive Director as a non-voting member.

The Branches

Branches of the Association may be established by the Executive Council as feasible. And, with the vote of the Executive Council, a branch can be censured or the charter removed for violation of local, state or national laws or policies of ASALH.

The Appointed Officers

The Executive Committee

To conduct necessary business when the Council is not in session or cannot reasonably be convened or polled, there shall be an Executive Committee of the Executive Council which shall consist of the elected officers of the Association, the chairs of the standing committees, and, the Executive Director who is a non-voting member.

The Advisory Board

To assist the Council in its duties there shall be an Advisory Board consisting of no more than 12 members as the Council may select to sit therewith in the conduct of its business. Members of the Advisory Board may participate fully in the deliberations of the Council but may not vote.

See Executive Council Private Section on website to view:

- [Organization Chart](#)
- [Description of chain of command and work flow](#)
- [Strategic Planning Document](#)

Mission, Vision, Goals, and Taglines

Mission Statement

The mission of the Association for the Study of African American Life and History is to promote research, preserve, interpret, and disseminate information about Black life, history and culture to the global community.

Vision Statement

The vision of the Association for the Study of African American Life and History is to be the premier Black heritage learned society with a strong network of national and international branches and partners whose diverse and inclusive membership will continue the Carter G. Woodson legacy.

Official Goals

1. The collection of sociological and historical data on the Negro,
2. The study of peoples of African blood,
3. The publishing of books in the fields of African American History and Sociology, and,
4. The promotion of harmony between the races.

Official Taglines

Note: The tag lines are registered as trademarks in United States Patent Office.

1. **Founders of Black History Month™**
2. **If we don't tell them, the world will never know™**
3. **Knowledge for Empowerment (October 2013)**

Past Presidents of ASALH

Over the last ninety-two years, distinguished presidents have left a legacy not only for ASALH but also for the society have led ASALH. Our Founder, Carter G. Woodson, was a strong personality who succeeded because he had the ability to convince other strong, capable people to tread the path with him. The ASALH tradition is to walk with giants. Listed below are the past Presidents of the organization:

1916 - 1917	George Cleavland Hall*
1917 - 1920	Robert E. Park*
1921 - 1930	John R. Hawkins*
1931 - 1936	John Hope*
1936 - 1951	Mary McLeod Bethune*
1952 - 1964	Charles Harris Wesley*
1965 - 1966	Lorenzo J. Greene*
1966 - 1967	J. Reuben Sheeler*
1968 - 1970	J. Rupert Picott*
1971 - 1973	Andrew Brimmer*
1974 - 1976	Edgar Toppin*
1977 - 1980	Charles Walker Thomas*
1981 - 1982	Earl E. Thorpe*
1983 - 1984	Samuel L. Banks*
1984 - 1985	Jeanette Cascone (acting)*
1986 - 1988	William Harris
1989 - 1990	Andrew Brimmer*
1991 - 1993	Robert Haris, Jr.
1993 - 1995	Janette Hoston Harris*
1995 - 1997	Bettye J. Gardner
1997 - 1999	Edward Beasley*
1999 - 2001	Samuel DuBois Cook, Sr.*
2001 - 2004	Gloria Harper Dickinson*
2004 - 2006	Sheila Y. Flemming
2007 - 2009	John Flemming
2010 - 2012	James Stewart
2013 - 2015	Daryl Michael Scott
2016 - 2021	Evelyn Brooks Higginbotham
2022 - Now	W. Marvin Dulaney

*Deceased

[Link to web page of Past Presidents of ASALH](#)

Current Executive Council Officers

Current President

Dr. W. Marvin Dulaney

Vice President for Membership

Dr. Ida E. Jones

Secretary

Mrs. Susan Simms Marsh, Esq.

Vice President for Programs

Ms. Aaisha Haykal

Treasurer

Ms. Valerie Holt

Executive Director

Ms. Sylvia Cyrus

Executive Council Members By Class

Class of 2023

Dr. Gladys Gary Vaughn

Cabin John, MD

Dr. David Walton

*Western Carolina University
The Romare Bearden Branch*

Mr. Moses Massenburg

Michigan State University

Dr. Tara White

University of North Carolina Wilmington

Prof. Gloria Browne-Marshall Esq.

*The Manhattan Branch of ASALH
John Jay College (CUNY)*

Dr. Gregory Mixon

*University of North Carolina at Charlotte
The Romare Bearden Branch*

Dr. Arwin D. Smallwood

*North Carolina Agricultural and
Technical State University
Organizing Triad NC Branch
(2-year term to fill a vacated position in 2021)*

Class of 2024

Mr. Omar Eaton-Martinez

National Trust for Historic Preservation

Dr. Jarvis R. Givens

Harvard University

Dr. Sundiata L. Cha-Jua

University of Illinois

Rev. Anita Shepherd

James Weldon Johnson Branch

Dr. Eric Jackson

*North Kentucky University
The Margaret and Robert Garner Branch*

Mr. Jeffrey A. Banks

*United Bank
The Margaret and Robert Garner Branch*

Dr. Lopez D. Matthews, Jr.

*The District of Columbia
The Roland McConnell Branch*

Class of 2025

Dr. Zebulon Vance Miletsky

*Stony Brook University
The Manhattan Branch*

Dr. Cornelius L. Bynum

Purdue University

Dr. Kimberly Mosley

University of North Texas

Dr. Kenvi Phillips

Brown University

Ms. Denise Rolark Barnes

The Washington Informer

Prof. Lyman A. Brodie

*Orlando Philharmonic
The Dorothy Turner Johnson Branch*

Dr. Deidre Foreman

*Manhattan Branch of ASALH
Ramapo College*

SECTION III:

Executive Council Responsibilities

Duties and Financial Responsibilities
Responsibilities as a Non-Profit Organization
Performance Agreement
Code of Ethics
Conflict of Interest Statement
Anti-Harassment Policy

Executive Council Members Duties and Financial Responsibilities

The Council meets three times a year as well as participates in call meetings that are usually through telephonic conferences throughout the year. It is expected that you attend and/or participate in the majority of all the meetings. The Executive Council meets officially in:

- **Winter:** In February on the Friday preceding the Black History Month Luncheon in Washington, DC
- **Summer:** During June for at least two days and is typically held in Washington, DC
- **Fall:** During late September/early October on the first day of the Annual Conference (diverse cities)

Other important dates that you are expected to participate are as follows:

- **Annual Black History Month Luncheon**, on a Saturday in February
- **Annual Woodson Birthday Celebration**, December 19th or close to the actual date
- **Annual Convention**, September/October in a designated city
- **Annual Founders Day**, September 9, various locations sponsored by branches

As a Council member, there are certain financial responsibilities and obligations that must be met:

- **\$1,000 per year to support the Annual Fund**
- **\$300 per year to support the Black History Month Luncheon (entitles you to one Gold Patron ticket)**
- **\$1,800 life Membership that can be paid at \$360 per year of 5 years.**
- **\$1,500 life Membership that can be paid at \$300 per year over 5 years (Lower rates may apply for Members who began their life membership payment installments prior to 2023.**
- **Additional financial support as approved by the council**

ASALH strategically moves into periodic capital campaigns. This campaign is critical to keeping ASALH in good standing financially and making critical future improvements. The Annual Fund Campaign, which supports the operating budget, is the beginning of such a strategy. Therefore, each Council member is asked to join in by using your influence and network to help with this fundraising effort. Through a successful capital campaign, we will enable ASALH to maintain financial stability and improve its operations. **It is expected that Council members will utilize their ideas and talents to assist in this effort.**

ASALH will require more involvement. **It is estimated that one will spend a minimum of 10 hours or more per month working on ASALH business.** This will include conference calls of the Executive Council, Executive Committee, and individual committees. **It is expected that each Council member will fully participate in meetings, prepare reports, and share ideas and concerns in an open and forthright manner.**

For general information, membership fees are comprised of the following categories:

- **General** \$95
- **Senior** \$65
- **Student** \$55
- **Dual** \$120
- **International** \$120
- **Life** \$1800 *
- **Interim Life** \$360 * (Paid annually for 5 years)
- **Associate** \$75
- **Institutional** \$300
- **Corporate** \$1800

*Beginning 2016

Location:

ASALH is headquartered in Washington, D.C. and its offices are located in the UPO building at 301 Rhode Island Avenue, NW, Washington, DC. However, its branches are located in cities across the USA. The Branches, affiliates of ASALH, are located throughout the United States and abroad where officers, members, programs and activities help to carry out the mission of ASALH. They are to gather primary materials about Black history and to promote the finished results to the public through events and organizational activities.

Responsibilities and Activities:

1. Sets the annual theme for Black History Month
2. Sponsors an annual convention to celebrate and study Africana life and history.
3. The Journal of African American History (formerly the Journal of Negro History), publishes the Black History Bulletin (formerly the Negro History Bulletin), Fire!!!, the Multimedia Journal of Black Studies, The Mis-Education of the Negro, Woodson's Appeal, Message in the Music, and other titles.
4. Publishes Black History products that promote the annual Black History theme..
5. Hosts an annual Black History Month Luncheon in Washington, D.C.
6. Sponsors graduate and undergraduate essay contests. (Temporarily suspended)
7. Sponsors specialized professional development curriculum workshops, institutes, and seminars.
8. Co-sponsors with the American Historical Association the annual Wesley-Logan Prize for the Best Book on the African Diaspora.
9. Co-sponsors with the National Education Association (www.nea.org) the annual Carter G. Woodson Award at the NEA Human and Civil Rights Awards observance.
10. Operates "The ASALH Store."
11. ASALH supports the study of African American history in homes, schools, colleges, churches, organizations, businesses, and government.

Council Responsibilities as a Non-Profit Organization

ASALH is a nonprofit corporation with a 501 c (3) status. Dr. Woodson and his associates, John A. Bingham and Jesse E. Moreland, established it on September 9, 1915 in Chicago, Illinois and incorporated it in the District of Columbia on October 2, 1915 in Washington, DC as a nonprofit organization. In 1927 ASALH was recognized by the IRS as a 501 (c) 3 tax exempt organization and was classified as a 509 (a) (2) public charity.

As a tax-exempt nonprofit organization, ASALH must operate in the public interest. This means it enjoys certain legal and financial benefits such as exemption from taxes on earnings and the right to receive and use government funds to serve the community. The objective is to serve the people, not to make a profit. In general, Council members must:

- Hold a fiduciary trust to govern resources,
- Maintain, develop and expand programs and services for constituents,
- Ensure the perpetuation of the organization;
- Act in the best interest of the organization;
- Uphold the integrity of the organization; and,
- Go beyond personal interest.

The following are responsibilities to which a nonprofit organization must adhere:

- The Council is a policy-making body that establishes or modifies a course of action or direction that mirrors the mission, operations and parameter of ASALH.
- The Council functions as an observer, interpreter and evaluator of all policies.
- The Council hires, evaluates yearly and terminates the Executive Director.
- The Council delegates staff management to the executive, but the board controls levels of staffing by approval of the budget.
- The Council approves the annual budget upon the recommendation and presentation by the executive director.
- The Council hires the auditor to audit financial records and makes the final decision after receiving recommendations from the executive director.
- The Council approves bids for purchases submitted by the executive director.
- The Council approves long (5-10 years) and short range (1-4 years) plans for the future of ASALH.
- The Council serves as an advocate, lobbyist, fundraiser, volunteer and communicator with local, national and international organizations and agencies.
- Council members must contribute their individual expertise for the good of ASALH.

The experience gained by serving on other no profit boards is valuable. However, Council members should be cautious about doing things like other nonprofits. Remember, individual members have no authority to act for the Council or make any decisions for it. Decisions must be made together in an official meeting. As important, care must be taken about the decisions made because the Council is legally liable. While there is director's insurance, you will be vulnerable to legal action because the buck stops with you.

ASALH Executive Council Performance Agreement

As a nominee for election to the Executive Council of the Association for the Study of African American Life and History, I understand that I will have to fulfill the responsibilities of that office.

Council Member Responsibilities:

- Ensure sound planning and policies by following the vision, mission, goals, and organizational procedures of the Association.
- Ensure good management by evaluating and reviewing the effectiveness of programs/activities.
- Ensure sound financial management by reviewing the budget and staying informed regarding the organization's fiscal responsibilities.
- Ensure compliance with legal requirements by complying with the Association's Constitution and By-Laws.
- Ensure good governance by participating in the decision-making process and by contributing to the work of one or more standing committees.
- Agree to common standards of conduct as established in the Association's Code of Ethics.

I agree that if I am elected I will:

- Serve a three-year term.
- Attend at least two out of three formal Council meetings.
- Fulfill the financial obligations as voted upon by the Council.
- Participate in Council orientation meeting(s) to learn about the Association.
- Attend/participate in virtual meetings (i.e. online, conference calls, etc.) as requested during each year of my term.
- Fulfill the stated responsibilities of Executive Council members.
- Participate on Council conference calls

I understand that failure to comply with the conditions set forth in this agreement may result in sanctions that may include a restriction of voting privileges and, in the most egregious cases, removal from the Executive Council.

Signed:

Nominee: _____

Date: _____

ASALH Executive Council Code of Ethics

A code of ethics is a moral code, not a law. It is a list of standards—fairness, trust, honesty, integrity, civility—under which members of the Executive Council members agree to operate. The value of a written code of ethics is that it becomes a compact whereby all EC members agree to abide by common standards of conduct. It is also a testimony to the unselfish motives of the Executive Council members because it demonstrates that their efforts are devoted to serving the Association rather than themselves.

As a member of the Executive Council, I will:

- Listen carefully to my peers on the council, and the members of the Association whom I serve.
- Respect the opinion of my fellow EC members. Be civil, considerate, and courteous at all times, and, under all circumstances.
- Respect and support the majority decisions of the Council.
- Recognize that all authority is vested in the Council when it meets in legal sessions and not with individual Council members.
- Participate actively in Council meetings and actions.
- Recognize that the Council member’s job is to ensure that the Association is well-managed, not to manage the Association.
- Refer member or staff complaints to the proper level in the chain of command.
- Vote to hire the best possible person to manage the Association.
- Represent all members of the Association and not a particular geographic area or special interest group.
- Consider myself a “trustee” of the Association and do my best to ensure that the Association is well maintained, financially secure, growing, and always operating in the best interests of its members.
- Always work to learn more about the Council member’s job and how to do the job better.
- Declare any conflicts of interests between my personal life and my position on the Council and avoid voting on issues that appear to be a conflict of interest.

As a member of the Executive Council I will not:

- Be critical, in or outside the Council meeting, of fellow Council members or their opinions.
- Use the Association or any part of the organization for my personal advantage or the personal advantage of my friends or relatives.
- Discuss the confidential proceedings of the Council outside the Council meeting.
- Enlist staff to complete work or tasks.
- Interfere with the duties of the executive director or undermine the executive director’s authority.
- Obligate the Association in any way.

Signature: _____

Date: _____

Executive Council Statement of Duties and Conflict of Interest Policy

Each member of the Executive Council of the Association for the Study of African American Life and History (the “Association”) has fiduciary obligations to the Association that require acting with due care and acting without personal or financial interest.

Annually Executive Council members shall affirm that they have read, understand and have and will continue to adhere to this conflict of policy.

I. Statement of Duties

A. Duty of Care

Every Executive Council member shall discharge his or her duties as a Executive Council member in good faith and with the degree of care that an ordinarily prudent person in a like position would exercise under similar circumstances. Executive Council members shall be diligent and attentive to the Association’s management and needs, and shall make thoughtful and informed decisions in the best interest of the Association.

The Executive Council may act on behalf of the Association only within the scope of authority prescribed by the Association’s Certificate of Incorporation, bylaws, corporate resolutions and applicable state law. Executive Council members must ensure that the Association acts within the scope of its purposes clause as set forth in the Association’s Certificate of Incorporation.

B. Duty of Loyalty and Fair Dealing

Every Executive Council member must deal fairly with the Association in light of his or her position. This means that a Executive Council member shall not use his or her position for personal or financial profit, gain or other advantage. A Executive Council member shall not engage in a transaction or arrangement with the Association that confers unfair gains or secret profits to the Executive Council member or any related party. Executive Council members shall not take personal advantage of a business opportunity related to the business of the Association that is offered to the Association or to the Executive Council member unless the full Executive Council determines (after full disclosure and approval by disinterested Executive Council members after an informed evaluation) that the Association will not pursue that opportunity. Executive Council members shall not be involved in any transaction or arrangement that may directly or indirectly compete with the Association. Additionally, Executive Council members have a personal responsibility to protect the assets of the Association from misuse or misappropriation. The assets of the Association include tangible assets, such as products, equipment and facilities, as well as intangible assets, such as corporate opportunities, intellectual property, trade secrets and business information.

C. Confidentiality

Executive Council members shall not use or disclose any confidential information related to the Association's business to any person or entity during or after service, except with written authorization of the Association or as may be required by law or regulation. Executive Council members may not use confidential information for their own personal benefit or the benefit of persons or entities outside the Association. The Association's financial information and other materials presented to the Executive Council that are not publicly available shall be held as confidential and not shared with any person outside the Association. Confidential information shall also include, but is not limited to, donor lists, mailing lists and any information relating to fundraising, including fundraising efforts, plans, ideas and proposals.

D. Dealing with Media Representatives

Executive Council members shall not deal directly with representatives of the media unless duly authorized by the President or the Executive Director.

II. Conflict of Interest

Executive Council members shall not engage in any transaction or arrangement or undertake positions with other organizations that involve a conflict of interest, or the appearance of a conflict, except in compliance with this Policy.

A. Definition of "Conflict of Interest"

A Executive Council member may have a conflict of interest with respect to a particular transaction or arrangement whenever she or he, or any related party, has, or in the near future will have, directly or indirectly:

1. A compensation arrangement or other interest in a transaction with an entity or individual with which the Association has entered into a transaction or arrangement;
2. Subject to de minimus exceptions, any ownership or investment interest in, or compensation arrangement or other affiliation with, any entity or individual:
 - That sells goods or services to or purchases goods or services from the Association;
 - That has any other transaction, arrangement or relationship with the Association;
 - That competes with the Association; or
 - With which the Association is negotiating, or contemplating negotiating, a transaction or arrangement;
3. Accepted any gift, entertainment, or other favor where such acceptance might create the appearance of influence on the Executive Council member (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);

4. Acquired any real property, leaseholds, patents or other property or rights in which the Association has, or the Executive Council member knows or has reason to believe at the time of acquisition that the Association is likely to have, an interest;
5. Been indebted to the Association, other than for amounts due for ordinary travel and expense advances; or
6. Any other interest that may make it difficult for the Executive Council Member to exercise objective judgment or otherwise perform effectively.

B. Definition of “Related Party”

“Related Party” is defined as a member of the Executive Council member’s immediate family (including parents, siblings, spouse, domestic partner, and minor children or other children residing with the Executive Council member); any estate, trust, custodianship, guardianship, partnership, etc., in which the Executive Council member, or any other member of his or her immediate family, has a present or vested future beneficial interest; and any corporation or entity of which the Executive Council member, or any member of his or her immediate family, is a partner, director, officer, or beneficial owner of more than 5% of the voting interests. For the purposes of this Policy, constituent organizations (e.g., branches) are not considered to be related parties.

C. Disclosure of an Actual or Potential Conflict of Interest

Each Executive Council member shall complete a Questionnaire Concerning Conflicts of Interest annually, and on change of circumstances, which shall be reviewed by the Finance Committee or by the external auditor. In addition, the interested Executive Council member shall promptly disclose to the President all material facts relating to any actual, potential or perceived conflict of interest.

D. Evaluation of an Actual or Potential Conflict of Interest

The Audit/Finance Committee and the Constitution Committee will evaluate the disclosures to determine whether they involve actual conflicts. The interested Executive Council member shall recuse himself or herself from discussion and voting relating to the matter. However, as a member of the Executive Council or committee, the interested Executive Council member may be counted in determining the establishment of the quorum at such a meeting.

E. Resolution of An Actual or Potential Conflict of Interest

The Association may enter into a transaction or arrangement in which a Executive Council member has a conflict of interest only if at a duly held meeting of the Executive Council or committee of the Executive Council, a majority of those Executive Council members or committee members (if a quorum is present at such time) who have no interest in the transaction or arrangement approve the transaction or arrangement after determining, in good faith and after reasonable inquiry, that:

1. The transaction is fair and reasonable to the Association and in its best interests;
2. The transaction or arrangement furthers the Association's charitable purposes, and
3. The transaction does not result in private inurement, an excess benefit transaction or impermissible private benefit under laws applicable to organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

F. Records of Proceedings

The minutes of the Executive Council of the Association or any committee meeting during which a potential or actual conflict of interest is discussed shall reflect the name of the interested Executive Council member(s), the nature of the conflict and the deliberations of the disinterested directors.

G. Compliance

If the Executive Council has reasonable cause to believe that an Executive Council member has failed to comply with this Policy, the Executive Council may make such further investigation as may be warranted in the circumstances and if the Executive Council determines that an Executive Council member has in fact failed to comply with this Policy, it shall take appropriate action in accordance with law and the Association's Certificate of Incorporation and Bylaws, which may include removal from office.

I _____ certify with the signature below that I have read and fully understand the "Executive Council Statement of Duties and Conflict of Interest Policy" of the Association for the Study of African American Life and History. I further certify that I am fully compliant with all provisions of the Policy and pledge to adhere to these provisions throughout my tenure as a member of the Executive Council.

Signature: _____

Date: _____

ASALH Anti-Harassment Policy

The Association for the Study of African American Life and History (ASALH) is committed to providing a harassment-free space for its members and others who attend, participate in, and support ASALH-sponsored conferences, programs, meetings and activities.

ASALH does not tolerate harassment. Harassment is unwelcome conduct that is based race color, sex, or any of the protected classes, and includes but is not limited to:

1. Intimidation, threats or acts of violence;
2. Retaliation or suggestions of retaliation by the alleged harasser if the harassed person(s) or witness reports it;
3. Unwelcome sexual attention, including unwelcome or offensive comments or dialogue of a physical or sexual nature, or unsolicited physical contact; and
4. Derogatory comments, gestures, in face-to-face, overheard and online spaces, including sexist, racist, homophobic, transphobic, or otherwise discriminatory jokes, pictures, cartoons, or language.

Registration and/or attendance at ASALH-sponsored events means the participant or member acknowledges, accepts and agrees to abide by ASALH's anti-harassment policy.

Participants at ASALH-sponsored events are encouraged to immediately report instances of harassment that they experience or witness to the ASALH Executive Director and/or ASALH Executive Council Members via sycrus@asalh.org . ASALH will investigate all complaints promptly and in an impartial and confidentially manner to the extend allowed by law. Findings will be made available only to those who have a right to know.

Anyone who is found to have engaged in harassment will be subject to appropriate disciplinary action, which may include: (1) a written reprimand or censure; (2) a request for resignation; (3) removal of such person from the individual's position within ASALH; or (4) termination of the individual's membership, employment, engagement, and/or participation in current and/or future ASALH events.

Any individual who initiates a harassment complaint of any type may do so without fear of retaliation before, during or after the inquiry or investigation. Retaliation against an individual making a complaint or assisting with the investigation of a complaint is prohibited

All reports or concerns will be dealt with in accordance with applicable state and federal law.

SECTION IV:

Executive Committees

List of Executive Committee Chairs
Committee Description, Procedures and Annual Projects
Standing Committees
Operating Committees

Executive Council Committee Chairs 2023

Council members are required to serve as a member or chair of one or more Council Committees. The Committees are:

Standing Committees

Academic Program, Lionel Kimble, Vice Chair; Darius Young, Vice Chair

Audit and Finance/Budget, Anita Shepherd, Chair

Executive Committee, W. Marvin Dulaney, President

National Membership, Ida Jones, Chair

Nominating, David Mathew Walton, Chair

Governance, Kenvi Phillips, Chair

Operational Committees

Awards, Cornelius Lyn Bynum, Chair

Development, W. Marvin Dulaney, Chair

Event Oversight, Jeff Banks, Chair

Festival Committee 2023, Sharita Jacobs-Thompson, Vice Chair; Gladys Vaughn, Chairperson

Human Resources, Susan Sims Marsh, Chair

Marketing and PR, Brenda Eatman Aghahowa, Vice Chair; Zebulon Vance Miletsky, Chair

Program Planning/Annual Theme, Aaisha Haykal, Chair

ASALH TV, Lopez Matthews, Chair

Public Commentary/Rapid Response, Dr. Deirdre Foreman, Chair

Strategic Planning, Anita M. Shepherd, Chair; Dr. Sundiata Kieta Cha-Jua, Chair

Wesley/Logan Book Prize Award Committee Representatives, Le'Trice Donaldson, Jarvis Givens

Woodson House, Aaisha Haykal, Chair

2023 The Links, Inc. Initiative Committee, Dr. William Marvin Dulaney, Chair

2023 Book Prize Committee, LaShawn Harris, Vice Chair

2023 Book Prize, Jarvis R. Givens, Chair

2023 JAAH Editor Search Committee, Randal Maurice Jelks, Chair

Committee Descriptions, Procedures, and Annual Projects

Standing Committees

Active council committees make council meetings more efficient and effective. In the framework of the committee meetings, council members discuss matters in depth. This allows also members to specialize in an area of expertise. The President of the Association appoints members to all committees standing, operational, and ad hoc. The following standing committees are appointed by the president with the approval of the Executive Council:

Executive Committee:

Members conduct necessary business when the Council is not in session or cannot be reasonably convened or polled. It is comprised of the officers of the Council, chairs of the standing committees, and the executive director who does not vote. At the appropriate time, the president may appoint a non-voting member upon approval of the Council.

Auditing/Finance Committee:

Members have over-site and responsibility for all fiscal matters.

Constitution and By-laws Committee:

Members study the Constitution and By-Laws to formulate and recommend changes and/or amendments by resolution to the Executive Committee for presentation to the membership at the Annual Convention. The committee shall consist of at least 5 committee members and include also a qualified and/or experienced parliamentarian.

Members have responsibility also for updating and publishing all ASALH policies and general legal operating documents. The documents are distributed to the members of the Executive Council as well as the general membership of the Association.

Note: The Strategic Planning and Governance Committee is a sub-committee of this committee.

Governance Committee:

The Governance Committee is responsible for assisting the Executive Council in establishing and maintaining appropriate and sufficient standards of corporate governance. The Governance Committee shall regularly review the Association's Constitution and Bylaws, Code of Ethics, Conflict of Interest Policy, and other governance policies. The Committee shall recommend changes, as needed, to the Executive Council.

Nominating Committee:

Members have over-site and responsibility for all election procedures and vetting of candidates for office and Executive Council. There should be at least 5 Council members. However, no persons not a member of the Executive Council can serve on this Committee. The procedures are:

Nominating Procedures

The Nominating Committee shall consist of five (5) members. It nominates by ballot candidates for each of the following offices: President, Vice President for Membership, Vice President for Programs, Secretary, and Treasurer. It shall present preferably two or more names for each position on the Executive Council. In making the nominations for membership on the Executive Council, the Nominating Committee, as far as possible, shall accord representation to its membership in the branches, the public and private elementary and secondary schools, colleges and universities, and professionals within the corporate and non-profit communities.

- The Nominating Committee also shall give strong consideration to service to this Association. All nominees for offices in the Association must be members in good standing.
- The Nominating Committee shall strictly adhere to the election process and schedule as set forth in the Constitution of the Association.
- One hundred members of the Association may present a petition for a candidate for any office open to election, provided that such petition, accompanied by a nominee's written acceptance, is presented to the Nominating Committee before it prepares the ballot. Candidates so nominated shall be identified on the ballot as a "candidate by petition."

Constitutional Provisions - Nominating Committee Responsibilities/Timelines

Article V of the ASALH Constitution designates this committee's responsibilities for conducting elections. The following is a timeline for these activities:

January - By the first Friday in January, the Committee will send to the Executive Director the final text for the mailer to the body announcing that year's elections (post-card, letter, e-mail etc.).

February - By the first Friday preceding, the February meeting of the Executive Council, the Chair of the Nominating Committee shall announce to the membership via a mailed notice, the intent to receive nominations for open offices within the Association. The committee shall conduct the second Orientation meeting for new members who were unable to attend the September meeting.

March - The Chair of the Nominating Committee shall receive nominations. The committee shall use its Council Member Profile to conduct the vetting process. The Nominating Committee shall evaluate the performance of current Executive Council members.

April - All nominations should be received by the 2nd Friday of April. The Chair of the Nominating Committee shall receive nominations through the second Friday of April. A list of proposed candidates must be presented to the Executive Director to confirm candidates' standing within the association.

May - The Chair of the Nominating Committee shall send a slate of nominees to the Executive Council prior to its June meeting.

June - The Executive Council shall ratify the slate of nominees. The Chair of the Nominating Committee shall send a letter to each candidate informing him/her that his/her name is on the slate. The Nominating Committee shall plan the orientation meeting for new board members which should take place during the September meeting of the Executive Council.

July - The Executive Director of the Association shall distribute an appropriate ballot to the membership by the first week in July. All ballots shall be marked and returned to the Association's headquarters by the last week in July. The committee reviews the letters to be sent to all candidates at the end of the process asking the winners to attend the conference, orientation meeting and executive council meeting to be held during the annual conference in September.

August - Ballots shall be tallied, verified and results reported to the Chair of the Nominating Committee within five working days of the return deadlines. By the last Friday in August, the Chair of the Nominating Committee shall have announced election results to the total membership according to the following sequence: First, to the nominees; second, to the members of the Executive Council; and third, to the General Membership.

September/October - The Chair of the Nominating Committee shall introduce the new board members at the Executive Council meeting, the General Membership meeting, and the Branch Workshop meeting. The committee shall conduct the Orientation meeting for the new Board members.

December - The Nominating Committee, in consultation with the Executive Council, shall develop a Council Member Profile to identify the criteria or attributes that will be looked for and given weight when selecting the next group of board members.

Selection Criteria and Recommendations for Election to the Executive Council

Area of Expertise/Value to the Council:

Council members should possess a unique skill, knowledge, or expertise that will benefit the Council. The Council should consider its current skill-set, determine its needs, and then aim to recruit to fill in those gaps. A prospective Council member may also have a unique vantage point because that perspective is either underrepresented or not currently represented on the Council.

The focus should be on how that experience will help the Council or aid in the administration of the association. Leadership and management experience, especially in related businesses, or prior experience serving on nonprofit boards may be factors, among others, to consider. Notwithstanding the prospective member's area of expertise, that prospect must also possess the ability to see the total picture or not permit their expertise to lead to tunnel vision.

The prospects should have also the following attributes:

Commitment:

Executive Council members should be committed to ASALH's mission and to working toward fulfilling that mission. They should not only understand the mission, but should also identify with it and share its values.

It is important to select Council members that understand and can commit to ASALH. ASALH needs for time, knowledge, and resources should be explicitly communicated and agreed to by the potential member. When recruiting and selecting Council members, the organization needs to make sure its potential Council member can give the organization what it needs.

The focus should be on whether the prospective member has the time to serve the Association well. This requires the Council to determine if its current meeting attendance expectations are clear and whether those expectations have been effectively communicated to Council members. (Board members tend to comply with clear standards.) At a minimum, Council members should be expected to spend time preparing for and attending Council meetings, and to serve on additional committees.

Participation:

Apart from attending Council and committee meetings, prospective members ought to be able and willing to participate actively. Effective members of the Council listen, request information, read what they receive, ask questions, weigh answers, and make reasoned decisions.

An effective board member is alert to signs of trouble — be it financial, management, operational, personnel, litigation, or IRS trouble. And, when board members notice such signs, they need to take steps to bring that matter to the attention of the appropriate individual(s). And so, a prospective member needs to not only possess natural curiosity but also the judgment to know when, how, and to whom to sound the alarm that something is awry. This includes the judgment to seek professional advice when necessary.

Integrity:

Prospective members should possess a proclivity for seeking fair and just outcomes. They should be people of integrity who default to speaking an honest opinion, even in instances when expressing safe, conventional wisdom would be far easier. Prospective members must be willing to act in the best interest of the organization, not their own individual or business interests, and be willing to sign a conflict of interest statement.

Prospective Council members should be willing to help establish high management and board performance standards and then be willing to hold management, the Council and themselves accountable to those standards. This sometimes difficult task must be done as a matter of fiduciary obligation. A prospective member will also not allow deference to friendship interfere with responsibilities to assess, select, demand, and support effective management and good-governance principles.

Fundraising:

The Council might consider certain fundraising aspects when looking at prospective members. The Council might consider whether a prospective member has direct experience in raising funds like writing grant proposals or directing events. Also, the Council might want to give weight to prospective members who have connections to foundations, corporations, or people of affluence who might contribute to ASALH and support the organization's long-term aspirations. And, finally, the Council might want to consider the individual's personal ability to financially support the organization. The weight given to these three factors, be it collectively or individually, should be clearly articulated to current and prospective Council members.

Team Player:

It is important to understand how a prospective member will add to the ability of the group to make decisions. The Council needs a sense, not only of a person's gifts, knowledge, and contacts, but also a sense of how that person is able to function as a member of a group. Are they flexible, open to new ideas/processes, willing to work, and consult with others of different perspectives (including personal backgrounds, ethnicity, and gender)? Do they have a sense of humor? Are they patient?

All of these characteristics will play a role in the effective day-to-day operations of the Council.

Selection Criteria and Recommendations for Election to the Executive Council

Develop a Council Member Profile:

The Nominating Committee, in consultation with the Council, should develop a prospective Council member profile that reflects the current needs of the organization. These needs may be related by skill-sets, constituency representation, diversity issues, or other desired experience or qualifications needed. In addition, this may be a good time to articulate the values of the organization and use those values as a tool for evaluating prospective members. This profile should list the criteria, or attributes, that are looked for and are given weight when selecting board members.

The Nominating Committee can then use this profile, as it considers and vets prospective Council members. The profile should be updated at least annually.

Develop a Council Member Profile Worksheet:

The worksheet should provide a framework for the Nominating Committee to collect key profile and skill details about the nominees. The profile worksheet should also include a short biographical sketch of the nominee's background, past contributions—substantive and financial — to ASALH, and any other qualitative synopsis consistent with the Council Member Profile.

Develop a Council Member Commitment Form:

It is critical that prospective members understand their responsibilities and those current members recruit individuals with a passion for the organization and a willingness to serve. Clarity about their role from the onset of their board membership will eliminate any misunderstanding of why they were asked to serve on the Council. Such a form might include the association's mission statement, an overview and list of the Council and various committees' responsibilities, a list of desired skills and experiences, term of service, time commitment, and fundraising expectations. Prospective members should be willing to sign the form to indicate their agreement to abide by the Council's expectations of its members.

Sample of ASALH Executive Council Nominations Forms

Please complete this form and return it to the Chairman of the Nominations Committee, with a copy to the Executive Director. **Click here to use the form.**



ASSOCIATION FOR THE STUDY OF AFRICAN AMERICAN LIFE AND HISTORY®

301 RHODE ISLAND AVENUE, NW | SUITE 2204 | WASHINGTON, DC 20001
202.238.5910 | ASALH.ORG

NOMINATIONS - CLASS OF 2026 EXECUTIVE COUNCIL

Executive Council Member Student Executive Council Member Corporate Executive Council Member

I am self-nominating or the person listed has agreed to run for office. Yes No

Name _____

Email _____ Phone _____

Address _____

City _____ State _____ Zip _____

Current Employer _____

Professional Background

Major Accomplishments

What I hope to accomplish as an Executive Council member of ASALH

Nomination Support

Service to ASALH

Send any documents to support your nomination to nominations@asalh.org (These may include resume/vita; letters of recommendations; transcript; published /unpublished work, etc.)

PLEASE SAVE AND SEND TO NOMINATIONS@ASALH.ORG

Membership Committee

Members have over-site and responsibility for members and branches both local and collegiate. The Membership Committee includes Council representation of [three (3) persons appointed by the President, one person representing the Branches, i.e., a representative from five regions [West, Southwest, Midwest, Northeast, and Southeast], and 2 student representatives to be appointed by the Membership Chair. The membership committee recommends policy regarding the various categories of membership. It has oversight over branches and maintains communication between branches and the Executive Council. Recruitment of members is an important responsibility of this committee.

Program Committee

Members have over-site and responsibility for all ASALH internal and outreach programs. The committee organizes and manages the Annual Conference in conjunction with the Executive Director.

The Program Committee shall consist of at least five (5) members, shall prepare the program for the Annual Meeting in accordance with the theme set by the Executive Council. The Program Committee may expand its membership to include persons from the city in which the Annual Meeting occurs. The Committee contacts academicians and researchers to submit papers for presentations in the various categories based upon the theme. It raises funds to support the conference and selects the speakers. The conference is organized to include registration, discussion panels, receptions, and other conference activities.

The Executive Director scouts various locations to determine the feasibility of the Annual Conference site(s). Once the Executive Council approves the site, an Academic Chair is selected by the Program Committee. The Academic Chair works with the Program committee to develop the Academic program that is presented at the Annual Conference.

The Executive Director is responsible for the general administrative operations and recruitment of paid and volunteer staff as well as raising funds to underwrite the Annual Conference.

Operating Committees

The following committees, while not deemed standing committees function on an annual basis:

Luncheon Committee: Members plan and coordinate the annual Black History Luncheon.

As founders of Black History Month, ASALH holds annually a Luncheon, usually in Washington, DC, to celebrate Black History on a national level. The Luncheon Committee in conjunction with the Executive Director and ASALH staff manages the operations and administration of the Luncheon. The committee is responsible for the following activities:

- Arranging for accommodations and logistics for the Luncheon
- Identifying and arranging for speakers and presenters
- Developing marketing and publicity plan
- Developing policy and procedures for the Luncheon to be approved by the Council
- Raising funds to underwrite the Luncheon
- Setting ticket prices

Development Committee: Members serve as the leadership arm of the Executive Committee for all activities related to fundraising. Its membership is comprised of Council members and can have also individuals with specific expertise serve as nonvoting members recommended to the President by the committee chair. The President makes the recommendation to the Executive Council and upon approval sits with the committee.

The Committee consists of members of the Executive Council and other members of ASALH, all of which are appointed by the National President. The National President and the Executive Council, provide the financial direction based upon the goals and objectives of the Association.

Development's major work consist of developing strategies that communicate to ASALH constituents about the Annual Fund and any other fundraising and development activities deemed necessary. This committee works intimately with the Marketing Committee, the National President and the Executive Director.

The committee has direct responsibility for The Annual Fund. This solicits donations and contributions from diverse resources. The amount is established by the Audit and Finance Committee as part of supporting the Annual Budget for the organization. All donations and contributions to the Annual Fund are used support operating expenses and is designated in the Annual Budget. At the October 2013 Executive Council Meeting the fund was renamed The Second Century Fund.

Time-line

- Development Committee Conference Call Meetings are held the first Friday of Each Month
- Development Committee Reports to the Executive Committee as requested
- Development Committee Report to the Executive Council at each February, June, and October meeting
- National President's Letter to membership about Annual Fund is distributed January, July and November
- National President's Thank you and Appeal Letter to Branch Leaders and Advisory Members and Major Donors each March and September
- Letters from the Development Chair to Executive Council Members about Council obligations at least twice annually – March and November
- Conference Call for Branch and other Leaders are held in April and September
- Conference Call for General Members and Friends are held in May
- Development Committee Chair Letter to Major Contributors (\$250 or more) in June
- Development Committee Telephone Calls to Major Contributors in July

- Thank You Letters to All Contributors is ongoing through the National office managed by the Executive Director
- Telephone Calls to Donors \$250 and Over are ongoing by the Development Committee
- Where available email will be utilized where appropriate
- Develop and implement Annual Conference strategies for Annual Fund August-October

The Development Committee templates for letters and forms used in carrying out its responsibilities:

Talking Points for “ASALH for Life Conference Campaign”

- America has experienced the worst economic depression since the 1930’s.
- Our government has initiated a stimulus package to stimulate our country’s economy.
- The ASALH for Life Campaign is our Executive Council’s attempt to raise \$100,000 by the time we leave this conference.
- Thus “ASALH for Life” is ASALH’s stimulus plan.
- ASALH’s investments’ value has decreased in the last year. Our safety net is therefore at risk of dwindling.
- Individual and other private contributions to ASALH are less than expected by this time in the budget year.
- You as members and supporters of ASALH are key to our plan
- You can help by becoming a Life Member at the cost of \$1,800.
- If you are already a Life Member you may make a donation, any amount is not too small.
- Please complete the pledge form in your conference packet or stop by the ASALH Booth today and lend your assistance to the ASALH for Life Conference Campaign.
- ASALH’s hope depends on members’ and supporters’ financial contributions.
- When members and supporters contribute to ASALH you ensure that the Woodson legacy continues.

Thank you

Talking Points - “ASALH for Life Conference Campaign” (Publications)

- The vision of ASALH is to be the premier learned society on African American life and history in the world.
- Major evidence of our vision being realized are our outstanding publications.
- The Journal of African American History is the premier journal on African American History.
- Our Bulletin can compete with any such publication in the world.
- And out theme products that accompany the national annual black history theme have no such competition.
- Our publications are the face of ASALH in the country and the world.
- We want to continue to publish these fine products but we need your help.
- Check with your institution or organization, public libraries to make sure they subscribe to them.
- Let them know that the Journal of African American History will be available in digital form by the end of this year and encourage them to subscribe to it.
- Please stop by the ASALH Booth today to learn more about the great work we are doing.

Thank you

Template

Second Century Fund Annual Fund Campaign

Individual Contributions

Name: _____

Address: _____

Email: _____

Phone: _____

YES! I am proud to join as a supporter of the ASALH Second Century Fund! To help sustain ASALH make it successful, I am enclosing a tax-deductible contribution of:

____ \$15 ____ \$25 ____ \$50 ____ \$100 ____ \$250 ____ Other \$_____

If your company provides matching gifts to non-profits like ASALH, please inform us by contacting us at **scyrus@asalh.org**. If you refer to make your gift on-line or want to learn more about other ways to give, please visit www.asalh.org.

____ I would like to pledge this amount to be paid before January _____:

January	\$ _____	July	\$ _____
February	\$ _____	August	\$ _____
March	\$ _____	September	\$ _____
April	\$ _____	October	\$ _____
May	\$ _____	November	\$ _____
June	\$ _____	December	\$ _____

Total Pledge \$ _____

____ I would like to make this gift ____ in honor of the memory of _____ I wish to make my gift by check (Please make check payable to ASALH)

____ I wish to make my gift be credit card.

Please charge my ____ MasterCard ____ Visa ____ American Express

Card Number _____ Expiration _____ Signature(required) _____

Please send me more information about:

- ____ Planned Giving
- ____ Gifts that pay me income (charitable trust and annuities)
- ____ Gifts of appreciated assets including stocks and real estate
- ____ Creating a named endowment at ASALH
- ____ Including ASALH in my will or trust
- ____ Other ways to give to ASALH

Please check if applicable: ____ ASALH is already part of my estate plan

Sample “ASALH for Life Conference Campaign” Branch Pledge Form

Name of Branch : _____

Address : _____

Email : _____

Phone : _____

Contact Person : _____

Home Number : _____ Cell : _____

_____ Pay annual Branch dues by November 15th

_____ Increase life membership by at least _____

_____ Raise funds by doing the following : _____

_____ Increase the Branch donation by \$ _____

_____ Distribute _____ Black History Theme Kits in the community

_____ Place an ad in the Black History Month Luncheon program for \$ _____

The National Office will assist with information, brochures for membership, Woodson appeal brochures, and any other specific request you may have.

Sample “ASALH for Life” “ASALH for Life Conference Campaign”

Goal : Get commitments at the _____ Annual Conference to help raise \$100,000 by December _____.

Target of Funds : All contributions are tax deductible and will be directed to the Renaissance of Confidence Annual fund to assist paying expenses in the _____

Operating Budget

Possible Contributions

- New Members (\$95 general / \$65 senior / \$55 student / \$300 institutional)
- Life Membership (\$1,800 or 5 annual installments of \$360)
- Individual Contributions - no amount is too small
- \$1.00 for each year of ASALH’s Existence (\$95)
- Special Conference Offer - \$150 or more - receive a copy of the “Woodson Appeal”
- Branch Contributions and Fundraising
- Refer Institutional Libraries and Corporate Networks

Sample Annual Conference Second Century Fund Campaign Strategies for Fundraising and Development

Purpose and Goal

The purpose of these strategies is to acquaint the membership and friends of ASALH with the need for their financial support through contributions to the Annual Fund. The goal is to secure in pledges and/or donations at least \$50,000.00.

Pre-Conference Strategies

- National President's Letter to Leaders (Date)
- National President's Letter to Membership and other contacts (Date)
- Executive Council Members Contact Advisory Board Members (Date)
- Conference Call for Leaders (Date)
- Conference Call for General Members and Friends (Date)
- Development Committee Chair Letter to Major Contributors (\$250 or more) (Date)
- Development Committee Telephone Calls to Major Contributors (Date)
- National President's Second Letter to Membership (Date)
- Development Committee Chair Second Letter to Major Donors (Date)
- Thank You Letters to All Contributors (On-going) (Executive Director)
- Telephone Calls to Donors \$250 and Over (On-going) (Development Committee)
- Where available email all of the above contacts

Strategies at the Conference

- National President Letter in All Conference Packets
- State of ASALH Report from the Executive Director
- Financial Update in All Packets
- Picture/Description of "Q" Street Property
- Pledge Forms for Annual Fund and "Q" Street Property in All Packets
- Appeals by Development Committee Members at All Plenaries, including luncheons and banquets
- Major Donor Recognitions at Banquet (\$250 or more) or other venue

Materials/Resources Needed

- Annual Fund Brochure
- Woodson's Appeal Brochure
- Pledge Forms
- Letters from President/Executive Director/Chair of Development Committee

Template - Letter for Major Donors

Dear ASALH Donor,

Let me first thank you for your support for the mission and work for Dr. Carter G. Woodson's legacy, the Association for the Study of African American Life and History (ASALH). Your contribution has made all the difference in our becoming the premier organization of African American life and history. Our publications, membership services, youth activities, black history theme products, and special events have received awards and special recognitions the last several years. Thank you for helping us do this.

Although our country's downturn in the economy has affected our investments, the Executive Council of our organization has been working diligently to maintain this excellent work with cautious spending and planning to maintain stable and financially secure organization. Your continued support, and perhaps your going the extra mile, will solidify our goal to ensure we end the ____ fiscal year in the black by raising \$ _____.

We hope you will consider a contribution to help meet this goal. We know that you have made contributions in the past and every penny has gone to ensure the Woodson legacy of excellence in scholarship and programs continues. As we move forward, we hope you will continue your support on an annual basis by sending us a contribution by _____. If you have donated already this year, please consider another. No amount is too small. Contributors of \$250 or more will receive a copy of "Carter G. Woodson's Appeal," a lost manuscript by our founder edited by Dr. Daryl Scott of Howard University.

Please complete the attached donation form and send in your contribution today. You may also visit our website at www.asalh.org to make a contribution or call us at _____. Every dollar is an investment in maintaining our organization status as premier and one of a kind.

Sincerely,

Template - Advisory Letter

I hope that this letter finds you in the best of health and that you are accomplishing your goals. I am writing to thank you for your continued support of the Association for the Study of African American Life and History (ASALH). I also want to update you on our development activities.

You may recall that at our last annual meeting in Charlotte, N.C., we initiated an Annual Fund Drive to support the operating expenses and designated programs/projects for our organization. We were not only successful with the drive but the Executive Council has decided to establish the Annual Fund as an integral part of our finances.

This year we are not only encouraging you as a member of the Advisory Council to contribute to the Annual Fund but to be counted among those who will receive a special recognition for your support.

In 1921, Dr. Carter G. Woodson authored a social criticism of America. A stinging critique of white racism and a sterling defense of the black race, the manuscript was undoubtedly too caustic for white society. Lost for over eighty years, the manuscript has been found! And it is being made available in a special numbered, leather-bound edition by ASALH. Discovered and edited with an introduction by Dr. Daryl Scott, we are bringing this precious treasure to you.

For a tax deductible donation of \$250 to \$1,000, you will receive a numbered copy of the special edition. Bound in genuine leather and gilded pages, Carter G. Woodson's Appeal will be a treasured addition to any library.

To make your contribution today, call ASALH at _____.

Again, thank you for your commitment and support of the Woodson legacy.

Sincerely,

Marketing

Members develop and implement marketing and public relations strategies on behalf of the Association. The responsibilities include but are not limited to:

- Develops marketing, media and/or public relations campaigns to support the plans, projects, activities, goals and objectives of ASALH
- Writes press releases and/or organize press conferences
- Pursues actively branding opportunities and promotes ASALH locally and nationally
- Advises and supports the Council on global level projects related to marketing.
- Plans and orchestrates the most effective vehicles/channels for communicating internal and external messages
- Recommends marketing and public relations policies and procedures to the Executive Council

Below are examples of forms under the auspices of the Strategic Planning and Governance Committee:

Sample - Executive Council Performance Agreement

I, _____, as an elected member of the Executive Council for the Association for the Study of African American Life and History, I commit to adhering to the legal and ethical responsibilities as set forth in the Constitution and By-Laws, policies, and procedures. Furthermore, I understand I will have to fulfill the stated responsibilities. I believe in and will support ASALH's mission, vision, goals, and objectives. And, I will act responsibly to serve as the steward of its fiscal assets and other resources.

I agree further to:

- Serve a 3-year term from year of election
- Attend at least 2 out of 3 formal Council meetings
- Fulfill the financial obligations as voted upon by the Council
- Participate in Council orientation meeting(s) to learn about ASALH
- Attend/participate in call meetings (i.e. online, conference calls, etc.) as requested during each year of my term.
- Adhere to the purpose of ASALH as set forth by the Founders

Council member responsibilities

- Ensure sound planning and policies by following the vision, mission, goals, and organizational procedures
- Ensure good management by evaluating and reviewing the effectiveness of program/activities
- Ensure sound financial management by reviewing the budget and controls oversight of committee responsibilities
- Support fundraising efforts and personally contribute as feasible
- Ensure compliance with legal requirements by complying with the ASALH Constitution and By-Laws
- Ensure good governance by recruiting new Executive Board members who meet the vetting criteria and updating By-Laws as appropriate
- Stay informed regarding the organization's fiscal responsibilities and program activities
- Participate in decision making process by participating on one or more standing committees
- Actively participate in strategic planning meetings
- Listen respectfully to other points of view
- Actively promote ASALH
- Disclose and avoid conflicts of interest

Each Executive Council member must complete a questionnaire concerning “Conflicts of Interest” annually, and on change of circumstances, which will be reviewed by the Finance Committee or by the external auditor. In addition, Council members must promptly disclose immediately all material facts relating to any actual, potential or perceived conflict of interest to the President.

Sample - Executive Council Statement of Duties and Conflict of Interest (Partial Document)

Conflict of Interest

The Strategic Planning and Governance Committee is responsible for collecting and filing the Executive Council Statement of Duties and Conflict of Interest forms from members of the Council:

Each member of the Executive Council of the Association for the Study of African American Life and History (the “Association”) has fiduciary obligations to the Association that require acting with due care and acting without personal or financial interest.

Annually Board members shall affirm that they have read, understand and have and will continue to adhere to this conflict of policy.

Statement of Duties

A. Duty of Care

Every Board member shall discharge his or her duties as a Board member in good faith and with the degree of care that an ordinarily prudent person in a like position would exercise under similar circumstances. Board members shall be diligent and attentive to the Association’s management and needs, and shall make thoughtful and informed decisions in the best interest of the Association.

The Board may act on behalf of the Association only within the scope of authority prescribed by the Association’s Certificate of Incorporation, By-Laws, corporate resolutions, and applicable state law. Board members must ensure that the Association acts within the scope of its purposes clause as set forth in the Association’s Certificate of Incorporation.

Council Effectiveness

The **Council Effectiveness Survey**, as shown in the chart that follows on page 49, is used to elicit information from members to improve and strengthen the Council. Is not utilized to hurt, harm or embarrass any member. It is done anonymously and directed to the Strategic Planning and Governance Committees.

Fill in “Y” for “Yes” and “N” for “No” :

_____ Evaluate ASALH Council Meetings

_____ Does every member of the Council attend the three formal meetings?

_____ Does the Council meet periodically without the Executive Director and other staff members?

_____ Are meetings conducted effectively, with appropriate frequency, on time and according to well-thought-out agendas circulated in advance?

_____ Are meetings characterized by open communication?

_____ Are questions discussed in a collegial manner?

_____ Does the Council receive pertinent information in a timely manner?

_____ Does the Council evaluate mission/projects/activities?

_____ Does the Council have an effective orientation program that informs members about the mission, projects and activities?

_____ Does the Council periodically review ASALH’s mission statement and implementation strategy?

_____ Does the Council have a strategic plan and is it reviewed on a regular basis?

_____ Are the Council’s actions motivated and designed by ASALH’s mission?

_____ Does the Council have an evaluation process in place for projects and programs that are implemented by its members?

_____ Does the Council evaluate governance, practices and policies?

_____ Does the Council assess its practices and structure for effectiveness?

_____ Does the Council micromanage its operations?

_____ Does the Council let management handle everything with little over-site?

- _____ Does the Council review and assess the significant legal exposure and assess the legal processes of record?
- _____ Does the Council review and adopt the operating budget of ASALH?
- _____ Are there clear and effective standards and procedures to minimize and disclose potential conflicts of interest?
- _____ Does ASALH have a code of conduct?
- _____ Is the code of conduct reviewed on a regular basis?
- _____ Does the board communicate effectively with its constituents, branches and general public?
- _____ Does the Council have effective procedures for handling funds, contributions and assets?
- _____ Does the Council Evaluate Council Committees?
- _____ Does the Council have active committees?
- _____ Does the Council rotate committee members?
- _____ Does the Council rotate committee chairs?
- _____ Does the Council have a committee evaluation policy?

Executive Council Effectiveness Survey

(Source: The Society of Corporate Secretaries and Governance Professionals)

Publications Committee:

Members publish three periodicals for three essential audiences: scholars, teachers, and general readers. The periodicals help to keep the mission of disseminating knowledge about the history of African Americans and other peoples of African descent. Subscriptions may be purchased at the **ASALH Store**.

The following publications are published under the guidance of this committee:

Journal of African American History

Founded in 1916 as the Journal of Negro History by Carter G. Woodson, the JAAH remains the “Jewel of ASALH.” It is a peer-reviewed, quarterly journal that serves the scholarly community and is the premier journal in its field.

The Black History Bulletin

Established in 1937 at the urging of Council President Mary McLeod Bethune, the Black History Bulletin serves the needs of primary and secondary educators. A semi-annual, peer-reviewed publication, the Bulletin is written to provide those who instruct our youth with innovative materials that teach Black history and conform to national history standards.

The Black History Theme Products

Each year ASALH chooses and develops products that underscore its annual theme. The products include books, posters, calendars, paintings, CDs and other educational products. They are sold at the Black History Luncheon and the Annual Conference.

Awards:

Members actively solicit and recommend, as well as coordinate and present the ASALH annual awards on behalf of the Association. Its major responsibility is to identify recipients for the following awards:

Carter G. Woodson Scholars Medallion

Established in 1993, the Carter Godwin Woodson Scholars Medallion is presented to a scholar whose career is distinguished through at least a decade of research, writing, and activism in the field of African American life and history. The recipient’s career should embody and personify the Woodson legacy to ensure a firm foundation for the continuance of African-centered education through dedication and commitment to African-American History. Dr. Woodson devoted his entire life and resources to chronicling African American history and the recipient must have continued his tradition of correcting the deficiencies in American history where African American History is misinterpreted or distorted. The person selected must be a trained historian and an active participant in the scholarly work. The award is presented annually.

The Mary McLeod Bethune Service Award

This award was established in tribute to Dr. Mary McLeod Bethune because of her dynamic leadership and her years of contributing to education, women's history, and African American life and culture. Dr. Bethune was the first woman president of ASALH, serving from 1936 –1951. She is one of the most outstanding women role models in history. The Bethune Service award recipient must be a member of ASALH who has been an active supporter and contributor to the ASALH's work for 10 or more years. The individual's significant contribution must have been in at least five of the following areas: Branch work, service on the Executive Council, fund raising, work on the Black History Month theme material, education, the ASALH Essay Contest committee, Scholar-in-Residence program committee, and the Woodson House Campaign. Finally, the recipient will be one whose career is highlighted with service to education, African American history, and the community. All these attributes symbolize the life of Dr. Bethune. The award is presented annually.

Council Award of Special Recognition

The Association for the Study of African American Life and History established the Award of Special Recognition to acknowledge the contributions of individuals, institutions and corporations that make a substantial contribution to the success of ASALH in pursuing the mission of its founder, Dr. Carter G. Woodson. The Award may vary and will include certificates, medals, trophies, and plaques. Nominees must demonstrate a history of support for activities and programs consistent with ASALH's mission, which may include support for annual events such as the Annual Meeting, the Black History Month Luncheon and the Carter G. Woodson Birthday Celebration, as well as support for special initiatives such as the general campaign. The Council, at its discretion, may also designate individuals for special recognition accurate dissemination of the Black experience through teaching, service, research, scholarship, and publishing. The award is presented annually.

The Living Legacy Awards

Begun in 2012 in partnership with Farmers Insurance, the ASALH Living Legacy Awards initial awardees were outstanding women, which tied into the annual theme. The award was modified to honor African American women and men across the country engaged in extraordinary work to improve communities, institutions, organizations and family life. The award is presented annually.

Freedom Scholar Award

A Freedom Scholar seeks to empower and inspire. A Freedom Scholar provides a direct benefit to African American communities locally or nationally. ASALH has initiated the Freedom Scholar award to honor early scholars of any discipline who can demonstrate that their field of study is having a direct positive impact on the life of African Americans. The award is presented annually.

Luminary Award

The ASALH Luminary Award was established to recognize the outstanding work and contributions related to the mission and goals of ASALH, including the local branch, by a person in the locale of the annual convention. Nominees should have made significant contributions to African American history and culture with a focus on the local community where the annual meeting of ASALH is being held.

Nominations must be submitted by the Local Arrangements Committee and approved by the Executive Council of ASALH. 2019 was the inaugural year for this award. The award is presented annually.

The ASALH Book Prize

The ASALH Book Prize is for the best new book in African American history and culture. The Association for the Study of African American Life and History (ASALH) is launching a new book award, which will be awarded annually. The ASALH Book Prize will recognize an outstanding book that engages the archival record to illuminate and analyze African Americans' social, political, and cultural realities. While an engagement with archives is required, the selection committee welcomes scholarship from across disciplinary and interdisciplinary. The Award was first presented in 2021.

V. P. Franklin Legacy Journal of African American History

V.P. Franklin Legacy Journal of African American History Award recognizes the outstanding and dedicated work and scholarship of Dr. V. P. Franklin (the JAAH editor and long-term ASALH member). Under his editorship, the JAAH was recognized as the premier academic journal in African American, African, and Diaspora Studies. Either the author/s of an article and/or ASALH members and non-members can nominate JAAH published articles for the biennial award. The first award was presented in 2022.

The following awards are presented in conjunction with ASALH. The awards committee has no responsibility regarding these awards.

The Wesley-Logan Prize in African Diaspora History

The award is jointly sponsored by the American Historical Association and the Association for the Study of African American Life and History. The prize is awarded annually for an outstanding book in African Diaspora history. The AHA Committee on Minority Historians established the prize in 1992 in memory of two early pioneers in the field, Charles H. Wesley and Rayford W. Logan. The prize is offered for a book on some aspect of the history of the dispersion, settlement and adjustment, and/or return of peoples originally from Africa. Eligible for consideration are books in any chronological period and any geographical location. Only books of high scholarly and literary merit are considered.

National Educational Association's Carter G. Woodson Memorial Award

ASALH is a co-sponsor of the NEA's Carter G. Woodson Award. The Woodson Award is given for leadership in promoting Black History Month, for furthering the understanding of Black Americans' heritage, and for accomplishing significant positive change. The award is presented at the National Education Association Human and Civil Rights banquet as part of their annual conference.

National Educational Association's H. Council Trenholm Memorial Award

Trenholm was the former Secretary/Treasurer of the Association for the Study of African American Life and History during the early years of the Association. ASALH is not a co-sponsor of this award, but given the relationship of Dr. Logan and ASALH and Dr. Trenholm, we herald the winner yearly.

The Dorothy Porter Wesley Award

The Dorothy Porter Wesley Award was established in 2018 by the Information Professionals of the Association for the Study of African American Life and History (ASALH) to honor and document the outstanding work of Information Professionals; Bibliophiles, Librarians, Archivists, Curators and Collectors. Many of our Information Professionals have also played a major role in supporting the work of ASALH, by serving in leadership roles and as members.

Ray of Light Honorees

ASALH's Centennial Rays of Light Honorees awarded at ASALH's Centennial Anniversary in 2015 for their significant work in upholding and continuing the legacy of our Founder, Dr. Carter Godwin Woodson.

Carter G. Woodson House

Members coordinate, in partnership with the United States Parks Service, the restoration and promotion of the Woodson House as an historic site. While they have no programmatic or fiduciary responsibilities, they ensure the integrity of the preservation process and historic accuracy of the Woodson legacy.

Academic Program:

Members coordinate and manage the academic presentations for each Annual conference. This committee works in close conjunction with the Executive Director to identify historians, culturists, and other social scientists to present research findings to the members and the general public at the Annual Conference.

Public Relations: (Description Needed)

SECTION V:

Partnerships and Memberships

ASALH Membership and Partners

ASALH holds membership or partnerships with the following organizations. Please see the ASALH website for a complete listing.

NPS African American Civil Rights Network

America250

ACLS

New York Life

National Education Association

African American Civil War Memorial Freedom Foundation and Museum

American Evolution

American Historical Association

African Ancestry

Chesapeake Watershed

Diversity Comm, Inc.

The History Makers

National Park Service

National Underground Railroad Network to Freedom

Kiamsha

Association of Black Women Historians

Maryland Commission on African American History and Culture

The National Council for Black Studies

PBS Books

ASALH Information Professionals Group

The United States of America Vietnam War Commemoration

Veterans History Project

SECTION VI:

Important Documents, Policies, Goals and Objectives

Financial Policies and Procedures
Investment Policy
Whistle Blower Policy

Financial Policies and Procedures

Executive Council Approval

Authorization for signatures necessary on contracts, checks, and orders for payment, receipt or deposit or withdrawal of money, and access to securities of ASALH shall be provided by resolution of the Executive Council.

Any individual authorized to purchase goods and/or services for the organization shall follow the procedures set forth in these policies.

The Audit/Finance Committee shall be responsible for reviewing the annual operating and a capital budget prepared by the Executive Director and recommending the budgets to the Executive Council for approval.

The Executive Council shall be responsible for adopting the annual operating and capital budgets.

No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Executive Council.

Accounts

ASALH shall maintain its accounts in financial institutions that are federally insured.

All funds received by ASALH shall be deposited weekly.

All nonproductive funds shall be invested in accordance with the investment policy established by the Executive Council.

Authorization to Approve Invoices for Payment

All invoices under \$5,000 will be approved electronically (via e-mail) by the Executive Director. All invoices over \$5,000 unrelated to a pre-approved contract or agreement will be sent to the Treasurer for approval electronically (via e-mail); and

Authority to Sign

The President, Treasurer, and Executive Director are authorized to sign checks or orders of withdrawal. ASALH checks (of any amount) require only one signature from an authorized check signer (President, Treasurer, or Executive Director);

Checks or orders of withdrawal up to **\$5,000** require one signature.

All checks or orders of withdrawal over **\$5,000** require two signatures, one of which is an officer. Any checks payable to an authorized check signer shall require a signature by someone other than the payee unless it is for \$500 or less (e.g., expense reimbursements supported by receipts) or if the expense has been authorized by the Executive Council be approved.

An authorized check signer will make disbursements only upon review and approval of the transaction. This will include review for the existence of proper supporting documentation, such as a purchase order

and evidence of the receipts of the goods and services.

All signatures must be hand-written; stamps or other mechanical devices shall not be used.

Any checks payable to an authorized check signer shall be signed by someone other than the payee.

Review

The treasurer shall, on a monthly basis, review all disbursements.

The Audit/Finance Committee shall, on a quarterly basis, review all disbursements in the amount of **\$5,000** or more.

A courtesy copy of all bank statements and investment statements shall be sent by the financial institution to the Treasurer and outsourced CFO for review and identification of unusual items.

Insurance and Bonding

ASALH shall secure directors and officer's liability insurance and/or each person authorized to sign checks or withdraw funds shall be bonded.

The cost associated to secure the aforementioned coverage shall be that of ASALH.

The amount of insurance coverage shall be reviewed annually by the Audit/Finance Committee.

Credit Cards

The Executive Council has the authority to approve the establishment of a charge account in ASALH's name, including the credit limit.

ASALH shall maintain one corporate credit card under the supervision of the Executive Director.

The Executive Director has the responsibility to establish and enforce written procedures for the use of all open charge accounts and credit cards. The Audit/Finance committee will review all credit card procedures on an annual basis.

ASALH shall not issue corporate credit cards to employees. Employees shall follow an expense reimbursement policy whereby employees submit legitimate business expenses charged to their personal credit cards and ASALH shall reimburse them by check within thirty days.

Borrowing Funds

From time to time it will be necessary for ASALH to borrow funds from outside sources to fund operations and expansion. This will be necessary because of the seasonality of income from fees, donations, and sales, and due to major expansions or revisions of ASALH programs.

Funds are to be borrowed only as required to meet these needs, and borrowing is to be consistent with sound fiscal and management practices. Borrowings are not intended to make up for inadequate planning or spending above budgeted levels.

Borrowing funds should be done within the following guidelines:

- Borrowing should be within appropriate limits approved by the Executive Council prior to the time of borrowing.
- Amounts should be borrowed at the lowest available interest rates. Where borrowing from individuals can be done at lower than current commercial rates, this may be done.
- Most borrowing will be done at short-term conditions due to the seasonal nature of income.
- Long-term borrowing will be done only if rates are favorable and amounts for short-term would be at the same minimum level.

Loans to Officers, Directors or Employees

No loan may be made to any officer, director or employee of the organization, except in accordance with applicable District of Columbia law. Any such loan may be made only pursuant to a written agreement approved by the Executive Council and reviewed and approved by legal counsel. All such loans to an employee shall be repaid through payroll withholding and shall be callable by the organization upon termination of employment or, in the case of a relocation loan secured by a residence, upon the sale of the residence. Staff shall ensure that all such loans are properly reported for employment and income tax purposes.

Vendors

ASALH will make a good-faith effort to identify and solicit minority and women vendors. It will strive to utilize, whenever possible, minority and women vendors.

PART I

General Procurement Policy

The overall purpose of this Procurement Policy is to ensure that the Association for the Study of African American Life and History (ASALH) acquires the highest quality of desired goods and services at the most economical price.

Procurement Planning

Procurement planning is a part of the annual budgeting process. Each ASALH committee or cluster (if applicable) is responsible for planning their estimated procurement needs for each year and communicating the information to the Executive Director and Audit and Finance Committee for consideration of inclusion in the annual budget.

Controls on Procurement

Goods and services will only be procured within approved budgets except in cases of emergencies, which has to be approved by the Executive Director and/or Audit and Finance Committee.

Vendor and Contractor Selection

ASALH will carefully select its vendors and contractors to ensure that the organization is receiving the best possible prices and quality available. ASALH will make a good-faith effort to identify, solicit, and utilize minority and women-owned businesses whenever possible.

Contractor List

ASALH will maintain a list of current contractors. The contractor list will be updated accordingly and presented to the Audit and Finance Committee as a part of the annual budgeting process. The contractor list will specify the estimated annual amount for each contractor (or expense category if a contractor has not been identified) that is expected to exceed \$5,000 for the year. The contractor list will also identify related funding sources (i.e., grants, donations, etc.), if applicable, and the business name and/owner or representative.

The contractor list will be adjusted periodically to include all contractors that exceed the \$5,000 threshold during the year that were not anticipated to do so during the budgeting process.

Use of Contractors

ASALH will seek contractors' services for jobs that require technical expertise that ASALH doesn't currently have in-house and jobs that do not require more than 6 months of continuous engagement or full-time staff.

The decision to hire the services of a contractor will be made by the Executive Director in consultation with the Audit and Finance Committee.

As a need is identified, the Executive Director will send an invitation to specific consultant(s) requesting a proposal for services. All request for proposals must contain a specific "reply by" date and a clear description of the services sought. The Executive Director will review and discuss the proposals received with the Audit and Finance Committee (if necessary), prior to making a final selection. All contractors

must sign an agreement detailing the terms of the engagement prior to the commencement of the assignment.

Contractor Payments

ASALH will process all contractor payments based on the approved contractual terms.

All contractors are required to submit an invoice to the Executive Director for review and approval prior to payment. The Executive Director (or designated staff) will send the approved invoice and applicable support to the accountant to process the payments. In accordance with ASALH's financial policy, the Executive Director is authorized to procure and process payments up to \$5,000. All payments over \$5,000 require two signatures¹ (i.e., the Executive Director plus another authorized signer).

PART II

Federal Grants Procurement Policy

ASALH periodically receives grants to perform services for, or in conjunction with, Federal government agencies. The Federal government provides rules for how all grantees must spend, track, and report on Federal funds. This policy has been developed in accordance with the federal guidelines in 2 CFR Part 200 titled Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance) to clarify Federal requirements and procedures, as well as ensure that materials and services are obtained in an effective manner and in compliance with the provisions of applicable Federal statutes and executive orders. All procurements made by ASALH involving the expenditure of Federal funds will be made in accordance with the following procurement guidelines.

Responsibilities

As a Federal grant recipient, ASALH is the responsible authority for administering the procurement function and the settlement of all contractual and administrative issues related to procurements for the purchase of goods and services in support of Federal grants and other awarding instruments. These responsibilities include source evaluation, types of contracts, disputes, claims and other contractual issues. Matters concerning violation of statute are referred to the Federal, State, or local authority that has proper jurisdiction.

¹ Recurring payments over \$5,000 that are covered by a long-term agreement (i.e., an agreement greater than six months) AND has been approved by the Audit and Finance Committee, do not require a double signature for each monthly payment.

When using Federal grant funds, ASALH will follow applicable state statutes and rules and local policies only to the extent that those policies do not conflict with the Uniform Guidance.

Standards of Conduct

No ASALH employee, officer, or agent may participate in the selection, award, or administration of a contract supported by a Federal award if a real or apparent conflict of interest would be involved. Such a conflict would arise when the employee, officer, or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties specified, has a financial or other interest in, or will receive a tangible personal benefit from, a firm considered for a contract.

ASALH's officers, employees, and agents must neither solicit nor accept gratuities, favors, or anything of monetary value from contractors or parties to subcontracts.

Requirements for Grants

Adequate Documentation

ASALH will maintain adequate documentation to demonstrate compliance with Federal statutes, regulations, and the terms and conditions of the Federal award. The records must be sufficient to permit the preparation of reports required by general and program-specific terms and conditions. The documentation must also be sufficient to trace the funds to a level of expenditures adequate to establish that such funds were used according to the Federal statutes, regulations, and the terms and conditions of the Federal award.

Examples of adequate documentation include records that show:

- How the funds were spent;
- When the spending occurred;
- Who made the purchase;
- Who authorized the spending; and
- When the authorization took place

Unnecessary Purchases

ASALH will review all proposed procurements to avoid purchasing unnecessary or duplicative equipment, supplies, and services.

Economical Purchases

ASALH will consider consolidating or splitting up procurements to obtain a more economical purchase. Where appropriate, an analysis of lease or purchase alternatives will be made to determine which would be the most economical approach.

Contractor Evaluation

ASALH will only assign contracts to responsible contractors possessing the ability to perform successfully under the terms and conditions of the proposed procurement. Consideration will be given to such matters as contractor integrity, compliance with public policy, record of past performance, financial and technical resources, and accessibility to other necessary resources.

Excess and Surplus Property

If procuring equipment or supplies, ASALH will use Federal excess and surplus property instead of purchasing new equipment and property whenever such use is feasible and reduces project costs.

Shared Services

ASALH will look for state or local intergovernmental agreements or inter-entity agreements, where appropriate, for the procurement or use of common or shared equipment, supplies, and services to foster greater economy and efficiency, and in accordance with efforts to promote cost-effective use of shared services across the Federal Government. However, ASALH will get prior approval from the awarding agency prior to using one of those agreements or making changes to a program or project.

Value Engineering

ASALH will use value engineering clauses in contracts for construction projects of sufficient size to offer reasonable opportunities for cost reductions. Value engineering is a systematic and creative analysis of each contract item or task to ensure that its essential function is provided at the overall lower cost.

Prohibited Procurements

Conflict of Interest

A conflict of interest arises when an employee, officer, or agent, any member of their immediate family, their partner, or an organization which employs or is about to employ any of these parties, has a financial or other interest in or a tangible personal benefit from a firm considered for a contract.

When a real or apparent conflict of interest occurs no ASALH employee, officer or agent may participate in the selection, award, or administration of a contract supported by a Federal award.

ASALH officers, employees, and agents of the organization may neither solicit nor accept gratuities, favors, or anything of monetary value from contractors or parties to subcontracts.

All real or apparent conflicts of interest must be disclosed to the Audit and Finance Committee. Failure to comply with these standards can result in disciplinary action, including termination of employment.

ASALH will disclose in writing any conflict of interest to the Federal awarding agency or pass-through entity in accordance with applicable Federal awarding agency policy.

Suspension and Debarment

ASALH will check for suspended or debarred parties prior to awarding work for all covered transactions. Common types of covered transactions include:

- All non-procurement contracts such as sub awards;
- All procurement contracts requiring the consent of an official of a Federal agency;
- Other procurement contracts for goods or services expected to equal or exceed \$25,000;
- A principal person in a covered transaction, such as a principal investigator.

ASALH will check for suspended or debarred contractors by:

- Checking the Excluded Parties List in the System for Award Management (SAM); or
- Collecting a certification from the contractor; or
- Adding a clause or condition to the contractor's agreement.

ASALH will also maintain adequate records of which contractors were checked, when they were checked, and the results of the search.

Procurement Methods

ASALH must use **one** of the following five methods for the procurement of goods and services with Federal funds.

Method	Aggregate Dollar Amount	Note 1	Note 2
1. Micro-Purchase	Up to \$10,000	No quotations required if the price is reasonable.	To extent practicable distribute equitably among qualified suppliers.
2. Small Purchase (Simplified Acquisition Threshold)	Up to \$250,000	Rate quotations from an adequate number of qualified sources.	No cost or price analysis required
3. Sealed Bid	> \$250,000	Primarily construction projects-Firm fixed price contract.	Price is a major factor-formal process for bidding.
4. Competitive Proposals	> \$250,000	Fixed price or cost reimbursement.	RFP with evaluation methods for an adequate number of qualified sources.
5. Sole Source	Available for procurements of any dollar amount.	No competition/Must be authorized by agency (or Pass-through entity).	Unique or public emergency.

Micro-Purchase

The micro-purchase method is for the acquisition of goods or services when the aggregate dollar amount does not exceed the micro-purchase threshold (currently \$10,000). To the extent practicable, the non-Federal entity must distribute micro-purchases equitably among qualified suppliers. Micro-purchases may be awarded without soliciting competitive quotations if ASALH considers the price to be reasonable.

Small Purchase

The small purchase method is for those relatively simple and informal procurements for securing services, supplies, or other property that do not cost more than the Simplified Acquisition Threshold (currently \$250,000). If small purchase procedures are used, price or rate quotations must be obtained from an adequate number of qualified sources.

Sealed Bid

The sealed bid method is for bids that are publicly solicited. A firm fixed price contract (lump sum or unit price) is awarded to the responsible bidder whose bid, conforming with all the material terms and conditions of the invitation for bids, is the lowest in price. The sealed bid method is the preferred method for procuring construction if the conditions below apply.

- (1) For sealed bidding to be feasible, the following conditions should be present:
 - (a) A complete, adequate, and realistic specification or purchase description is available;
 - (b) Two or more responsible bidders are willing and able to compete effectively for the business; and
 - (c) The procurement lends itself to a firm fixed price contract, and the selection of the successful bidder can be made principally on the basis of price.
- (2) If sealed bids are used, the following requirements apply:
 - (a) Bids must be solicited from an adequate number of known suppliers, providing them sufficient response time prior to the date set for opening the bids. The invitation for bids must be publicly advertised for local and tribal governments;
 - (b) The invitation for bids, which will include any specifications and pertinent attachments, must define the items or services in order for the bidder to properly respond;
 - (c) All bids will be opened at the time and place prescribed in the invitation for bids. The bids must be opened publicly for local and tribal governments;
 - (d) A firm fixed price contract award will be made in writing to the lowest responsive and responsible bidder. Where specified in bidding documents, factors such as discounts, transportation cost, and life cycle costs must be considered in determining which bid is lowest. Payment discounts will only be used to determine the low bid when prior experience indicates that such discounts are usually taken advantage of; and
 - (e) Any or all bids may be rejected if there is a sound documented reason.

Competitive Procurement

The competitive procurement method is normally conducted with more than one source submitting an offer, and either a fixed price or cost-reimbursement type contract is awarded. It is generally used when conditions are not appropriate for the use of sealed bids. If this method is used, the following requirements apply:

- (1) Requests for proposals must be publicized and identify all evaluation factors and their relative importance. Any response to publicized requests for proposals must be considered to the maximum extent practicable;
- (2) Proposals must be solicited from an adequate number of qualified sources;
- (3) ASALH must have a written method for conducting technical evaluations of the proposals received and for selecting recipients;
- (4) Contracts must be awarded to the responsible firm whose proposal is most advantageous to the program, with price and other factors considered; and
- (5) ASALH may use competitive proposal procedures for qualifications-based procurement of architectural/engineering (A/E) professional services whereby competitors' qualifications are evaluated, and the most qualified competitor is selected, subject to negotiation of fair and reasonable compensation. The method, where price is not used as a selection factor, can only be used in procurement of A/E professional services. It cannot be used to purchase other types of services even when A/E firms are a potential source to perform the proposed effort.

Sole Source

ASALH recognizes sole source procurements are a form of noncompetitive procurement and as such additional steps are required to ensure that the procurement will be allowable to charge the Federal award. Sole source procurements require justification process that meet a narrow set of guidelines and authorization from the Federal agency.

The sole source (noncompetitive proposals) procurement method is a solicitation of a proposal from only one source and may be used only when one or more of the following circumstances apply:

- (1) The item is available only from a single source;
- (2) The public need or emergency for the requirement will not permit a delay resulting from competitive solicitation;
- (3) The Federal awarding agency or pass-through entity expressly authorizes noncompetitive proposals in response to a written request from ASALH; or
- (4) After solicitation of a number of sources, competition is determined inadequate.

Contracts

Contract Types

Firm Fixed Price Contract

The firm fixed price contract is used when the total effort or cost can be estimated with sufficient certainty. As the name implies, the price is fixed in the contract, and the risk of cost overruns are borne by the contractor and not ASALH. This procurement type also creates a built-in incentive for the contractor

to be efficient in the use of labor and materials. It is appropriate to use a firm fixed price contract when you can determine a fair and reasonable cost for the work before the work begins.

Time and Materials Contract

ASALH may use a time and materials type contract only after a determination that no other contract is suitable and if the contract includes a ceiling price that the contractor exceeds at its own risk. Time and materials type contract means a contract whose cost to ASALH is the sum of:

- (a) The actual cost of materials; and
- (b) Direct labor hours charged at fixed hourly rates that reflect wages, general and administrative expenses, and profit.

Since this formula generates an open-ended contract price, a time-and-materials contract provides no positive profit incentive to the contractor for cost control or labor efficiency. Therefore, each contract must set a ceiling price that the contractor exceeds at its own risk. Further, ASALH must assert a high degree of oversight to obtain reasonable assurance that the contractor is using efficient methods and effective cost controls.

Prohibited Contracts

ASALH may not use the “cost plus a percentage of cost” or “percentage of construction cost” methods of contracting as they are explicitly prohibited for procurements supporting Federal awards.

Use of Consultants

ASALH may use consultants (i.e., professional and consultant services provided by persons who are members of a particular profession or possess a special skill, and who are not officers or employees) when reasonable in relation to the services rendered and when not contingent upon recovery of the costs from the Federal government.

When determining the allowability of consultants costs in a particular case, no single factor or any special combination of factors is necessarily determinative. However, the following factors are relevant:

- (1) The nature and scope of the service provided in relation to the service required.
- (2) The necessity of contracting for the service, considering ASALH’s capability in the particular area.
- (3) The past pattern of such costs, particularly in the years before Federal awards.
- (4) The impact of Federal awards on ASALH’s business (i.e., what new problems have arisen).
- (5) Whether the proportion of Federal work to ASALH’s total business is favorable to ASALH incurring the cost, particularly where the services rendered are not of a continuing nature and have little relationship to work under Federal awards.
- (6) Whether the service can be performed more economically by direct employment rather than contracting.

- (7) The qualifications of the individual or entity rendering the service and the customary fees charged, especially on non-Federally funded activities.
- (8) Adequacy of the contractual agreement for the service (e.g., description of the service, an estimate of the time required, the rate of compensation, and termination provisions).

In addition to the factors listed above, to be allowable, retainer fees must be supported by evidence of bona fide services available or rendered.

Contract Administration

ASALH will maintain a system for contract administration to ensure that contractor performance and payments are monitored during the course of the contract. ASALH will evaluate contractor performance and document, as appropriate, whether contractors have met the terms, conditions and specifications of the contract.

Bonding

For construction or facility improvement contracts or subcontracts exceeding the Simplified Acquisition Threshold, the Federal awarding agency or pass-through entity may accept ASALH's bonding policy and requirements provided that the Federal awarding agency or pass-through entity has made a determination that the Federal interest is adequately protected. If such a determination has not been made, the minimum requirements are as follows:

- (a) A bid guarantee from each bidder equivalent to five percent of the bid price. The "bid guarantee" must consist of a firm commitment such as a bid bond, certified check, or other negotiable instrument accompanying a bid as assurance that the bidder will, upon acceptance of the bid, execute such contractual documents as may be required within the time specified.

Cost and Price Analysis

ASALH must perform a cost or price analysis in connection with every procurement action more than the Simplified Acquisition Threshold, including contract modifications. The method and degree of analysis are dependent on the facts surrounding the particular procurement situation, but as a starting point, ASALH must make independent estimates before receiving bids or proposals.

ASALH must negotiate profit as a separate element of the price for each contract in which there is no price competition and, in all cases, where cost analysis is performed. To establish a fair and reasonable profit, consideration must be given to the complexity of the work to be performed, the risk borne by the contractor, the contractor's investment, the amount of subcontracting, the quality of its record of past performance, and industry profit rates in the surrounding geographical area for similar work.

Costs or prices based on estimated costs for contracts under the Federal award are allowable only to the extent that costs incurred or cost estimates included in negotiated prices would be allowable for the non-Federal entity under 2 CFR Part 200 Subpart E—Cost Principles.

Protests, Disputes, and Claims

ASALH alone is responsible, in accordance with good administrative practice and sound business judgment, for the settlement of all contractual and administrative issues arising out of procurements. These issues include, but are not limited to, source evaluation, protests, disputes, and claims. These standards do not relieve ASALH of any contractual responsibilities under its contracts. The Federal awarding agency will not substitute its judgment for that of ASALH unless the matter is primarily a Federal concern. Violations of law will be referred to the local, state, or Federal authority having proper jurisdiction.

ASALH must make available, upon request of the Federal awarding agency or pass-through entity, technical specifications on proposed procurements where the Federal awarding agency or pass-through entity believes such review is needed to ensure that the item or service specified is the one being proposed for acquisition. This review generally will take place prior to the time the specification is incorporated into a solicitation document. However, if ASALH desires to have the review accomplished after a solicitation has been developed, the Federal awarding agency or pass-through entity may still review the specifications, with such review usually limited to the technical aspects of the proposed purchase.

ASALH must make available upon request, for the Federal awarding agency or pass-through entity pre-procurement review, procurement documents, such as requests for proposals or invitations for bids, or independent cost estimates, when:

- (1) ASALH's procurement procedures or operations fail to comply with the procurement standards in this part;
- (2) The procurement is expected to exceed the Simplified Acquisition Threshold and is to be awarded without competition, or only one bid or offer is received in response to a solicitation;
- (3) The procurement, which is expected to exceed the Simplified Acquisition Threshold, specifies a "brand name" product;
- (4) The proposed contract is more than the Simplified Acquisition Threshold and is to be awarded to other than the apparent low bidder under a sealed bid procurement; or
- (5) A proposed contract modification changes the scope of a contract or increases the contract amount by more than the Simplified Acquisition Threshold.

ASALH is exempt from the pre-procurement review of this section if the Federal awarding agency or pass-through entity determines that its procurement systems comply with the procurement standards in 2 CFR Part 200.

ASALH may request that its procurement system is reviewed by the Federal awarding agency or pass-through entity to determine whether its system meets these standards for its system to be certified. Generally, these reviews must occur where there is continuous high-dollar funding, and third-party contracts are awarded on a regular basis.

ASALH may self-certify its procurement system. Such self-certification must not limit the Federal awarding agency's right to survey the system. Under a self-certification procedure, the Federal awarding agency may rely on written assurances from ASALH that it is complying with these standards. ASALH must cite specific policies, procedures, regulations, or standards as complying with these requirements and have its system available for review.

Contract Provisions

All ASALH federally grant funded contracts must include all applicable provisions described in Appendix II to Part 200 – Contract Provisions for non-Federal Entity Contracts Under Federal Awards. These can be found at the Electronic Code of Federal Regulations website – www.ecfr.gov.

All contracts awarded by ASALH to subcontractors and involving a grant-funded purchase of goods or services, including small purchases, must also contain the following contract clauses:

- Provisions that allow for administrative, contractual, or legal remedies where the contractor violates or breaches contract terms as well as remedial actions;
- Provisions addressing termination by ASALH, including manner of termination and basis for settlement;
- Provisions addressing termination of contract for default as well as circumstances beyond control of sub-recipient;
- Provisions for bid guarantees, performance bonds, and payment bonds; and
- Provisions allowing access to sub-recipient records by ASALH, Federal awarding agency, Comptroller General of the United States, and any other duly authorized representative.

Competition

All ASALH procurement transactions must be conducted in a manner that provides, to the maximum extent practical, open and free competition.

Affirmative Steps

When soliciting bids for goods or services, ASALH will make a positive effort to use small businesses, minority-owned firms, and women's business enterprises (MWBES), to the fullest extent practicable. ASALH will take the following affirmative steps to ensure that this occurs:

- (1) Place qualified small businesses and MWBES on its solicitation lists;
- (2) Assure that small businesses and MWBES are solicited whenever they are potential sources;
- (3) Establish delivery schedules, where the requirement permits, which encourage participation by small businesses and MWBES;
- (4) Divide the total requirements of a contract into smaller tasks or quantities to permit maximum participation by small businesses and MWBES;
- (5) Use the services and assistance of the Small Business Administration (SBA) and the Minority Business Development Agency (MBDA) in the solicitation of and utilization of small businesses and MWBES, as appropriate; and
- (6) Require prime contractors, if subcontracts are allowed, to take the affirmative steps listed above.

Geographic Preferences

ASALH prohibits the use of statutorily or administratively imposed state, local, or tribal geographical preferences in the evaluation of bids or proposals, except in those cases where applicable Federal statutes expressly mandate or encourage geographic preference. However, geographic location may be a selection criterion when awarding contracts for architectural or engineering (A/E) services, provided that using such criteria leaves an appropriate number of qualified firms, given the nature and size of the project, to compete for the work.

Restricting Competition

ASALH prohibits the following actions considered to be restrictive of competition with procurements funded with Federal grants:

- (1) Allowing contractors that develop or draft specifications, requirements, statements of work, invitations for bids, or requests for proposals to compete for such procurements;
- (2) Placing unreasonable requirements on firms for them to qualify to do business;
- (3) Permitting noncompetitive pricing practices between firms or between affiliated companies;
- (4) Requiring unnecessary experience or excessive bonding;
- (5) Awarding noncompetitive contracts to consultants that are on retainer contracts;
- (6) Permitting organizational conflicts of interest;
- (7) Specifying a “brand name” product without permitting “an equal” product to be offered, and without describing the performance requirements that must be met for a product to qualify as an equal; and
- (8) Acting arbitrarily in awarding contracts (i.e., inconsistent, unfair, and non-transparent).

Furthermore, ASALH must ensure that all prequalified lists of persons, firms, or products which are used in acquiring goods and services are current and include enough qualified sources to ensure maximum open and free competition. Also, potential bidders must not be precluded from qualifying during the solicitation period.

Solicitation Requirements

When soliciting for competitive bids for good and services, ASALH must ensure that all solicitations:

- (1) Incorporate a clear and accurate description of the technical requirements for the material, product, or service to be procured. Such description must not, in competitive procurements, contain features which unduly restrict competition. The description may include a statement of the qualitative nature of the material, product or service to be procured and, when necessary, must set forth those minimum essential characteristics and standards to which it must conform if it is to satisfy its intended

use. Detailed product specifications should be avoided if at all possible. When it is impractical or uneconomical to make a clear and accurate description of the technical requirements, a “brand name or equivalent” description may be used as a means to define the performance or other salient requirements of the procurement. The specific features of the named brand which must be met by offers must be clearly stated.

- (2) Identify all requirements which the officers must fulfill and all other factors to be used in evaluating bids or proposals.

Record Retention

ASALH will maintain adequate records that detail the history of each procurement. These records must include, at least, records showing the rationale for (1) the method of procurement, (2) the selection of contract type, (3) contractor selection or rejection, and (4) the basis for the contract price.

All records will be maintained in accordance with ASALH’s Record Retention Policy, or at a minimum three years from the date of submission of the final expenditure report with the following exceptions:

- For records related to litigation, claims or audits started before the three-year period expires, ASALH must retain records until all actions have been resolved and final action related to the litigation, claims, or audits has been taken.
- For real property and equipment, records must be retained for three years from the date of final disposition of the property.
- When the Federal awarding agency maintains the records, the three-year retention requirement does not apply to ASALH.
- For program income received after the period of performance, the Federal award recipient must retain such records for three years after the end of the Federal award recipient’s fiscal year during which the program income was earned. For example, if a Federal award recipient concludes its period of performance in 2015, but earns program income in 2017, then it must maintain those program income records for three years after the end of 2017.

Investment Policy

During the June 8-9, 2007 meeting the Executive Council authorized the development of an investment policy to be circulated prior to and vote on at the October 2007 EC meeting. The motion was made by Mark Spradley, seconded by Daryl Scott and passed unanimously.

At the October 3, 2007 meeting, the Executive council approved the ASALH Investment Policy Manual, with the following provisions and change: 1) Add a cash management supplemental attachment; 2) Add management criteria; 3.) Under asset Allocation Policy (p.9)—delete Global Stocks at 10%, and add 5% to US stocks (40-45%) and 5% to Non US Stocks (13-18%). The motion was made by Sheila Flemming-Hunter, was seconded by Annette Palmer and passed unanimously.

I. Purpose

One of the primary roles of the Executive Council of the Association for the Study of African American History and Life (“ASALH” or “the Association”) is to act as a fiduciary to oversee the assets of the Association. Accordingly, ASALH’s investment accounts of are overseen by the Executive Council.

ASALH is presented with numerous investment opportunities on an on-going basis. At the same time, ASALH’s long-term rate of return is directly related to asset allocation and the effectiveness of the investments made. In order to manage in a dynamic environment, under the Executive Council’s guidance, this Investment Policy Manual has been developed to provide a framework to govern the management of ASALH’s assets.

The purpose of the Investment Policy Manual is to define policies to guide the implementation of the Executive Council’s investment goals and objectives, and to establish delegations of authority and responsibility, with the end result being effective management and control of the investment process.

This document is binding upon all persons with authority over ASALH’s assets, including: investment managers/advisors; custodians; consultants; brokers/dealers; all members of the Executive Committee; the Executive Council; and the Executive Director.

The Finance and Audit Committee of the Executive Council’s role is to advise the Executive Council on the preparation and maintenance of this Investment Policy Manual.

The Executive Council of ASALH shall be responsible for adopting an Investment Policy Manual that details the following:

- The functions of the Executive Committee with respect to investments;
- The functions of the Finance and Audit Committee regarding investments and financial reporting;
- The goals and objectives of the various investment portfolios; and
- The policies governing the selection and retention of investments and investment managers.

The ASALH Finance and Audit Committee shall:

- Prepare and maintain the Investment Policy Manual; and
- Submit the Investment Policy Manual, and any subsequent amendments to the manual, to the Executive Council for approval.

The Investment Policy Manual shall:

- Memorialize ASALH’s objectives and set forth appropriate and prudent policies and guidelines to assist in the achievement of those objectives, while at the same time allowing sufficient flexibility to permit ASALH to capture investment opportunities;
- Provide an investment framework for ASALH that sets parameters to ensure prudence and care in the execution of the investment program;
- Establish criteria to evaluate ASALH’s investment performance;

- Communicate investment policies, objectives, guidelines, and performance criteria to the Executive Council, Finance and Audit Committee, staff, external investment managers/advisors, consultants, custodians and all other interested parties;
- Serve as a document to guide ongoing oversight of ASALH’s investments; and
- Document the fulfillment of the overall fiduciary responsibilities of the ASALH Executive Council.

II. Scope

The Executive Council of ASALH is responsible for the general administration and proper operation of ASALH, including investment of ASALH’s assets. This Investment Policy Manual applies to all assets invested by ASALH.

The assets of ASALH are for the use of the Association to support programs and operations that further ASALH’s goals and objectives.

III. Fiduciary Standards

The role of the Executive Council is to supervise and make policy decisions regarding assets invested by ASALH. As fiduciaries, the Executive Council has the duty to invest the Association’s assets:

- For the exclusive purposes of supporting programs and operations of the Association;
- With the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims;
- By diversifying the investments of ASALH so as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so; and

A. Definitions

A “fiduciary” is a person who renders service in a fiduciary capacity. Service in a fiduciary capacity is defined as the exercise of any discretionary authority or control concerning the management or disposition of the assets of ASALH.

B. Identification

Specifically named as fiduciaries are:

1. Persons serving as members of the Executive Council of ASALH;
2. Employees of ASALH who exercise discretionary authority or control over the management or administration of ASALH or its assets; and
3. Persons, other than Executive Council members, who are designated by the Executive Council to carry out fiduciary responsibilities including the external investment managers, general investment consultants, specialized investment consultants, and custodians.

C. Duties and Responsibilities of Executive Council Members

1. Executive Council members shall use reasonable care to prevent another council member from committing a breach.
2. The Executive Council shall jointly manage and control the assets of ASALH. (However, pursuant to subsections C.3 through C.5 below, certain allocations and designations of fiduciary responsibility may insulate an Executive Council member from liability with respect to any loss resulting to ASALH arising from the acts or omissions on the part of another fiduciary to which such responsibilities have been allocated or designated.)
3. The Executive Council may allocate fiduciary responsibilities among fiduciaries.
4. The Executive Council may designate persons other than themselves to carry out fiduciary responsibilities.
5. The Executive Council shall not be liable for an act or omission of any person who the Executive Council designated to carry out a fiduciary responsibility. However, the Executive Council shall be liable to the extent that the Executive Council violated the aforementioned fiduciary standards with respect to (1) the allocation or designation; (2) the establishment or implementation of the procedures for the allocation or designation; or (3) the continuance or review of the allocation or designation.

D. Prohibited Transactions

1. A fiduciary shall not have any direct interest in the gains or profits of any investment made by ASALH.
2. A fiduciary shall not, directly or indirectly, for himself or as an agent, in any manner use the gains or profits of ASALH except to make such current and necessary payments as are authorized by the Executive Council.
3. A fiduciary shall not become an endorser or surety, or in any manner an obligor, for money loaned to or borrowed from ASALH.
4. A fiduciary shall not deal with the assets of ASALH in his own interest or for his own account.
5. A fiduciary shall not in his individual or in any other capacity act in any transaction involving ASALH on behalf of a party (or represent a party) whose interests are adverse to the interests of ASALH or the interests of its participants.
6. A fiduciary shall not receive any consideration for his own personal account from any person dealing with ASALH in connection with a transaction involving the assets of ASALH.

E. Liability for Breach of Duty

1. Subject to the provisions for appropriate indemnification set forth below under “Indemnification”, any person who is a fiduciary who breaches any of the responsibilities, obligations, or duties imposed upon the fiduciaries shall be personally liable to make good to ASALH any losses to ASALH resulting from each breach, and to restore to ASALH any profits of the fiduciary which have been made through use of assets of ASALH by the fiduciary, and shall be subject to the equitable or remedial relief which a court may deem appropriate, including removal of the fiduciary.
2. No person who has been convicted of any felony, or any misdemeanor involving moral turpitude, or conspiracy to commit any of these crimes, or attempt to commit any of these crimes, or any crime in which any of the foregoing crimes is an element, shall serve or be permitted to serve as a fiduciary of ASALH. No person shall knowingly permit any other person to serve as fiduciary in violation of these disqualification provisions.
3. For the purposes of this section, a person shall be deemed to have been “convicted” from the date of judgment of the trial court or the date of the final sustaining judgment on appeal, whichever is the later date.
5. No fiduciary may be liable with respect to a breach of fiduciary duty under this section if the breach was committed before he or she became a fiduciary or after he or she ceased to be a fiduciary.
6. Except as indicated in section III.C above, any provision in an agreement or instrument which purports to relieve a fiduciary from a responsibility, obligation or duty or liability for any responsibility, obligation, or duty shall be void as against ASALH policy.

IV. Investment Mission & Guiding Principles

A. Investment Mission

The Executive Council of ASALH is charged with the fiduciary responsibility for ensuring that sufficient assets are available to fund programs and operations when due. To accomplish this mission, ASALH has key goals including the prudent investing of all assets in a well-diversified manner to optimize long-term returns, while controlling risk through excellence in execution of the investment objectives and strategies of ASALH, and to ensure the timely payment of all present and future obligations of ASALH.

B. Guiding Principles

The objectives of the Executive Council will be implemented based on the following principles:

1. Asset allocation is the most important determinant of investment performance.

2. Liquidity will be emphasized to support programs and operations.
3. The investment strategy is long-term, recognizing that the average age of ASALH's liabilities is relatively long. For this reason, emphasis will be placed upon long-term or strategic decisions rather than tactical or short-term market timing decisions, recognizing the long-term horizon could result in short-term volatility.
4. Where tactical or short-term decisions are employed, they will be limited in scope and monitored, so as to maintain a focus on the longer term.
5. Common stocks will be emphasized because, over the long-term, equity investments have to provide superior real rates of return compared to fixed income. Modern portfolio theory has shown that over time, equity markets offer an opportunity for higher returns relative to most other major asset classes. The Executive Council recognizes that the volatility of investment returns for common stocks may exceed that for fixed income investments, and equity exposure can cause short-term volatility.
6. All major sectors of the capital markets should be considered in order to diversify and minimize total investment program risk. Such sectors may include, but are not limited to, equities (both U.S. and international, public and private), fixed income, convertible bonds, short-term cash equivalents, real estate property and securities, and alternative investments.
7. Periodic rebalancing of the allocation of assets among asset classes will be considered in order to control risk and improve returns.
8. A portion of ASALH's investments should be managed using passive management techniques in order to lower costs and reduce the active management risk.
9. Internal and external management of assets may be employed in active and/or passive strategies.
10. The Executive Council has delegated to the Executive Director the responsibility for monitoring the implementation of policies approved by the Executive Council and for making appropriate recommendations to the Executive Council.
11. Commitment to excellence should be reflected in a manager's performance ranking over a market cycle, typically a three to five-year period or as otherwise determined by the Executive Council.
12. Separate accounts are preferred over commingled accounts in most, but not all, cases.
13. Cost control is valued, particularly regarding investment management fees, and the focus will be on returns net of fees.

14. The selection of ASALH's investment vehicles and policies will be compared relative to other educational not for profit entities. Investment performance, asset management costs, staffing and overall expenses will be compared to other educational not for profit entities, with special emphasis on comparisons entities of comparable size.
15. Economic justification for investment proposals will override social and/or local justifications. Social and/or local investments will only be considered when they provide reasonable and competitive rate of return expectations versus other comparable investments.

V. Plan Investment Performance Objectives

The Executive Council desires to balance the goal of higher long-term returns with the goal of minimizing contribution volatility, recognizing that they are often competing goals. This requires taking both assets and liabilities into account when setting investment strategy, as well as an awareness of external factors such as inflation.

Therefore, the investment objectives over extended periods of time (generally, five to ten years) are to achieve an annualized investment return that:

- A. In nominal terms, equals or exceeds the actuarial investment return assumption of ASALH adopted by the Executive Council. The actuarial rate of interest is reviewed and monitored as a measure of the long-term rate of growth ASALH's assets. The actuarial rate of interest as of 6/30/05 was 7.75%. When adopting the actuarial rate of interest, the Executive Council anticipates the investment portfolio may achieve higher returns in some years and lower returns in other years.
- B. In real terms, exceeds the U.S. inflation rate by at least 3.0%. The inflation related objective compares the investment performance against the rate of inflation as measured by the Consumer Price Index (CPI) plus 3.0 percent.
- C. Meets or exceeds ASALH's static investment policy benchmark, which equals the weighted average of the benchmarks for each asset class and the target weightings for each asset class. The static policy benchmark enables comparison of the actual performance to a passively managed proxy, and it measures the contribution of active investment management and policy implementation.

VI. Performance Benchmarks for Asset Classes

To facilitate periodic reporting and to provide a relative measure to gauge success, performance benchmarks are approved by the Executive Council. These benchmarks include, but are not limited to, the broad asset class benchmarks used in the calculation of the policy benchmark.

The approved performance benchmarks for asset classes are shown in the second table on the next page:

Static Investment Policy Benchmark

Asset Class	Benchmark	Percentage Contribution to Benchmark
U.S. Stocks	Wilshire 5000 Index	40%
Non-U.S. Stocks	MSCI All Country ex-US Free Index	13%
Global Equities	MSCI All Country Index	10%
Private Equity	Russell 3000 Index + 400 basis points	<u>2%</u>
Total Equity		65%
Fixed Income	Lehman Brothers Universal Index	28%
Real Return Strategies	Lehman Brothers US TIPs Index	2%
Real Estate	NCREIF/Wilshire Real Estate Index	<u>5%</u>
Total		100%

<u>Asset Class</u>	<u>Benchmark (as of 12/31/06)</u>
Domestic Equity	Wilshire 5000 Index
International Equity	MSCI All Country ex-US Free Index
Global Equities	MSCI All Country Index
Private Equity	Russell 3000 Index + 400 basis points
Fixed Income	Lehman Brothers Universal Index
Real Return Strategies	Lehman Brothers US TIPs Index
Real Estate	NCREIF Index
REITs	Wilshire Real Estate Securities Index
Cash	30-day Treasury bill

VII. Asset Allocation Policy

At least every two years, the Executive Council shall perform an asset allocation study to assist the Executive Council in determining its strategic asset allocation targets and ranges, as well as overall policy. Adoption of the asset allocation recommendation requires a vote of the majority of the Executive Council. The asset allocation study should incorporate both the asset and the liability sides of the equation.

- On an annual basis, the Executive Council reviews its asset allocation policy to determine if it is necessary to perform a formal study for the Executive Council's consideration. At this time, the Executive Council determines whether there have been significant changes with regard to (1) the economic environment, (2) the Executive Council's objectives, and/or (3) other considerations affecting the asset allocation policy. If the answer to any of these three items is yes, then the Executive Council will commission an asset allocation study to reassess and possibly change its asset allocation policy.
- On a quarterly, the Executive Committee conducts a review of the actual weightings of each asset class versus the targets for each asset class.

The foundation of asset allocation rests on the principles of expected return and diversification. A diversified investment portfolio consists of multiple asset classes whose investment returns respond differently to varying economic scenarios. Diversified portfolios can reduce expected risk for a given level of expected return. Maximizing return for a desired level of risk would be expected to increase the probability of meeting the aforementioned objectives.

A table showing the approved asset allocation targets and ranges is shown on the next page:

VII. Roles and Responsibilities

A. Executive Council

Subject to certain restrictions imposed by state law and its fiduciary duties, the Executive Council has the full power to invest the assets of the several systems. In carrying out its fiduciary duties with respect to the assets of ASALH, the Executive Council will:

Consider and act upon recommendations made by the Finance and Audit Committee with respect to the investment programs and compliance of the investment programs with Executive Council policies;

Adopt an Investment Policy Manual that details, at a minimum, the:

- Investment goals and objectives of the several investment programs;
- Policies that govern the selection and retention of direct investments;
- Asset allocation guidelines;
- Policies that govern the selection and removal of investment managers;
- Eligible investment categories; and
- Proxy voting guidelines.

ASSET ALLOCATION POLICY

Target	Range	
U.S. Stocks	40%	40 – 45%
Non-U.S. Stocks	13%	13 – 18%
Private Equity	2%	0 – 3%
Total Equity	65%	60 – 70%
Fixed Income	28	23 – 33%
Real Return Strategies	2	1 – 3%
Real Estate	5%	3 – 7%
TOTAL ASSETS	100%	

- Review compliance with, and the continued appropriateness of, the provisions of the Investment Policy Manual;
- Monitor the performance of the total fund, each asset category, and each investment manager of the fund;
- Review the performance of the investment consultants to the Executive Council;
- Select an external investment manager for any direct owned real estate purchased as an investment;
- Ensure that a study of the relationship between ASALH’s assets and liabilities is performed at least every two years; and
- Consider appropriate corporate governance actions.

B. Executive Committee

The Executive Committee shall advise the Executive Council and make recommendations on the investment programs of ASALH and compliance of the investment programs with Executive Council policies.

The Executive Committee shall advise the Executive Council and make recommendations with respect to the appointment of the following service providers:

- Investment managers and general partners of investment partnerships;
- Transition managers;
- General investment consultants;
- Investment consultants for private equity, real estate, and other specialty investment consultants;
- Optional Retirement Program Consultant; and
- Custodian banks.

The Executive Committee will recommend to the Executive Council specific actions to achieve the investment goals and objectives of ASALH, including active and passive investment strategies as well as internal and external investment strategies.

The Executive Committee will:

- Monitor ASALH's compliance with the Investment Policy Manual for the investment programs, and report to the Executive Council as appropriate;
- Monitor asset allocation to individual asset classes utilized in the investment programs;
- Monitor active and passive and internal and external investment management strategies utilized in the investment programs;
- Review the performance of each asset class within the investment programs;
- Review both the internal and external investment manager performance;
- Review staff's due diligence activities concerning the selection of investment managers and consultants to assure that they are consistent with the policies of the Executive Council;
- Review the cost effectiveness of the investment program, including trading efficiency and external manager fees; and
- Review the performance and independence of the investment consultant(s).
- Review the performance and independence of specialized consultants.
- The Executive Committee will keep minutes of its meetings and ensure the minutes are made available to the Executive Council.

C. Audit and Finance Committee

The Audit and Finance Committee shall be responsible for preparing an Investment Policy Manual for submission to the Executive Council that shall detail all of those items set forth in Section VIII. A. above. The Finance and Audit Committee shall maintain the Investment Policy Manual and shall be responsible for preparing and submitting any amendments to the Executive Council for approval.

The Finance and Audit Committee shall generally meet each month but may meet more or less frequently as required.

D. Executive Director

Through the investment managers and consultants, the Executive Director will carry out the following duties:

- Recommend to the Audit and Finance Committee the Investment Policy Manual;

- Recommend to the Executive Committee strategies to achieve the investment goals and objectives;
- Recommend to the Executive Committee an external investment manager for any direct owned real estate purchased investment;
- Within the policy parameters approved by the Executive Council, implement investment manager structures for each asset category in which ASALH invests, including but not limited to the funds to be allocated to active and passive portfolios, and to internally and externally managed portfolios;
- Conduct all necessary due diligence, utilizing consultants when appropriate, relating to the appointment of investment managers, general partners, consultants, and custodians;
- Approve guidelines and contracts for each investment manager retained by ASALH;
- Execute portfolio tactical asset allocation and rebalancing in accordance with the policies of the Executive Council;
- Recommend to the Executive Committee any corporate governance actions for consideration; and
- Advise the Executive Council and the Finance and Audit Committee on any other investment matters and make recommendations for Executive Council or Finance and Audit Committee action when necessary.

E. Independent Investment Consultant(s)

ASALH may hire one or more Independent Investment Consultant(s) to provide advice and services including but not limited to the following areas:

- Research and Reporting,
- Benchmark and performance measurement and analytics,
- External manager and general partner oversight,
- Asset allocation, and structural analysis,
- Risk management,
- Investment policies and procedures,
- Systems and technological services,
- Ongoing Trustee education,
- Presentations and advice at Finance and Audit Committee and Executive Council meetings and others as requested, and
- Assistance with external manager and general partner searches as needed.

IX. Investment Restrictions

ASALH may not invest more than 25% of the total assets (at market value) invested in common stocks in non-dividend-paying common stocks.

Unless the Executive Council grants prior authorization, ASALH MAY NOT:

- Invest more than 5% of the total assets of ASALH in any one company.
- Invest any funds of ASALH in any one company in excess of 5% of that company's total capital.
- Borrow money.

- Purchase securities on margin when the notional value of open positions exceeds the market value of the account.
- Effect short sales of equities, other than those executed by external managers or for the implementation of tactical asset allocation on a market sector.
- Pledge or hypothecate securities with the exception of fully collateralized security lending agreements and reverse repurchase agreements.
- Employ derivatives to reduce portfolio duration to less than that of cash equivalents or to increase duration to more than that available from owning long term U.S. Treasury Bonds.

ASALH Whistle Blower Policy

ASALH encourages staff and members of the Executive Council to report information to the appropriate authorities revealing failure to comply with tax reporting obligations or other mismanagement activities without fear of retaliation, termination, or transfer as it relates to Section 1107 of the Sarbanes-Oxley Act.

“Under Section 1107, it is a felony to retaliate against an individual for providing law enforcement authorities with truthful information relating to the commission, or possible commission, of any federal offense.” The reporting process should follow the established internal process to allow for correction, if the correction does not take place, outside authorities should be contacted to ensure compliance and protection of the integrity of ASALH.

Signed : _____
(Executive Council Member)

Date : _____

SECTION VII:

Executive Council Standing Rules and Other Important Information

Executive Council Standing Rules

Branches

- That all branches be sent a certified letter stating that no branch can use our National 501C3 Identification that have not completed their financial reporting to the organization. Branches must be compliant with the guidelines in the National Constitution and Bylaws and any branch that is not in compliance will not allowed to use our number. The counsel and auditor will serve as council to the staff regarding the staff that development of the letter. **Adopted 2/2006**
- Branches must complete and submit their financial report on or before March 31st annually. If a Branch does not meet the March 31st financial reporting deadline, the branch may receive a written warning on or about April 15 that it may be suspended (i.e., lose its ASALH branch privileges) if the financial report is not provided by June 30th. If the June 30th deadline is not met, the branch may be suspended until the branch financial reports are provided. If the reports are not submitted by July 30th the branch may lose its charter as an ASALH branch. **Adopted 12/2020**

Executive Council

- Board members make an annual contribution to the Annual Fund of \$1000.00 and a \$300.00 contribution annually for the BH Month Luncheon for total Contribution of \$1,300.00 annually. **Adopted 6/2008**
- The Executive Committee should consider the consequences for Executive Council members when they are not compliant with established financial obligations as set by the Council. **Adopted 2/2010**
- Any current board member that is in financial arrears be disqualified from being on the slate of officers. **Adopted 3/2010**
- Executive Council members, luncheon committee volunteers, and ASALH staff are excluded as winners of prizes at the luncheon. It is suggested that Executive members may purchase tickets but should make every effort, take every action so that there does not appear to be a conflict of interest in winning a prize at the luncheon. **Adopted 6/2010**
- Establishment of a Presidential Advisory Committee who serve at the pleasure of the President. These appointments will be co-terminus with the term of the sitting President of the Association. Each member will have a term of (1) one, (2) two, or (3) three years depending upon the time of appointment during the President's term of office. **Adopted 6/2010**
- That we offer parliamentary procedure and board development workshops at the February meeting. **Adopted 9/2012**
- To fill a vacancy on the Executive Council we will continue with our traditional practice of going with the next highest person to fill the vacancy. **Adopted 6/2018**

- Final committee reports must be submitted to the President and Secretary within 15 business days of the Executive Council meeting and the Secretary will send out those reports within 10 business days of the Executive Council meeting. Final committee reports must be submitted to the President and Secretary within 15 business days of the Executive Council meeting and the Secretary will send out those reports within 10 business days of the Executive Council meeting. **Adopted 2/2019**
- The Executive Council will use of Zoom Business Platform and Goggle Docs as a means of communication. **Adopted 6/2019**
- The Executive Council will use the framework for the strategic plan which includes VMOSA and the objectives submitted by the Planning Committee. **Adopted 6/2019**

The Approval Process for Executive Council Initiatives

Regular Approval

- 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 this [PDF](#).

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. **Adopted 5/2022**

Programatic

- That the Executive Committee establish the office of historian/archiver with the understanding that it will be someone outside of the council. **Adopted 2/2006**
- The tag line, “ASALH for Life” should be used in all of the marketing materials and communications regarding membership. **Adopted 2/2010**
- The “Local Luminary Award” be established. The criteria for nominees will include but not limited to: (a) an outstanding person whose life’s work advances the mission of ASALH; (b) The nominee resides in the locale of the Annual Convention; and (c) the person is nominated by the Local Arrangements Committee and/or the Host Committee. **Adopted 2/2019**

Finance/Operations

- The Audit and Finance Committee assume the following responsibilities:
 - Construct and adequate budget
 - Develop a plan for designating funds for publications
 - Develop a plan for conference expenditures
 - Develop a strategy for raising funds to reinstate the essay contest. **Adopted 2/2002**
- The Executive Director has authorization to sign checks up to \$5000.00 without prior approval of the treasurer. **Adopted 3/2010**
- In the event that an emergency check is required beyond the signing limit of the Executive Director approval can be received from the treasurer by email or fax. **Adopted 3/2010**
- Step one of the budget management plan will read: All committees and officers will submit the ASALH Executive Council Committee Report Form to the President, Treasurer and ED by June 30th each year. **Adopted 6/2011**
- That corporate sponsorships of the annual theme of ASALH be obtained beginning in 2012. **Adopted 10/2011**
- That the Executive Director be provided recommendations for conferences at least two years in advance. **Adopted 6/2012**
- The Executive Council must be notified if the Audit and Finance Committee needs to tap into the Reserves. **Adopted 2/2019**
- The Executive Council must approve any tap into the Reserve Funds. **Adopted 2/2019**
- Executive Council members must pay all Executive Council dues and financial obligations in full by December 31 of each calendar year or they will forfeit their position on the Executive Council. **Adopted 6/2020**
- It was moved by Gladys Mack that the Audit and Finance Committee recommendations that 1) ASALH checks (of any amount) require only one signature from an authorized check signer (President, Treasurer, or Executive Director); 2) All invoices under \$5,000 will be approved electronically (via e-mail) by the Executive Director. All invoices over \$5,000 unrelated to a pre-approved contract or agreement will be sent to the Treasurer for approval electronically (via e-mail); and 3) Any checks payable to an authorized check signer shall require a signature by someone other than the payee unless it is for \$500 or less (e.g., expense reimbursements supported by receipts) or if the expense has been authorized by the Executive Council be approved. The motion passed. **Adopted February 2022**

All Committees of ASALH will be chaired by a member of the Executive Council. **Adopted December 2022.**

The Vice President for Programs and the Executive Director is charged with responsibility to oversee the programming activities for the Woodson House and shall ensure that specific program decisions and related policies are approved by the Executive Council for approval prior to committing to the program. Adopted December 2022. (Also place the information on the Woodson House

on page 56 under the description.)

The following rollout process for the Branch Procedural Manual was adopted in December 2022. The Membership Committee will:

- The Membership Committee will review parts of the manual monthly through the 2023 fiscal year.
- The Membership Committee will ensure that all members and branches are in compliance with the operational compliance requirements (pg.46) effective January 31, 2023 and the additional information contained in the manual effective January 1, 2024.
- The Membership Committee will hold meetings with the officers of Branches in January of each year to review all pertinent provisions within the manual.
- The Treasurer shall meet with the Branch Treasurers at least once every year to review the financial responsibilities of treasurers.
- Any changes/edits to the document will be sent to the Governance Committee for review.
- Upon review all changes/edits other than misspellings will be taken to the Executive Council for approval.
- The Branch Handbook will remain in effect in perpetuity.

Private Pages for Members Only

These PRIVATE pages include important information to support the work of the Executive Council and ASALH.

1. [The Executive Council Private Page](#) - Contains Agendas, minutes, and other important information can be found here. This page is confidential for EC members only. The password is “goodtrouble”
2. [The ASALH Entire Membership Private Page](#) - Here you will find information to support the Annual meeting is found on this page. The password is “Woodson1915”
3. [The Branch Members Private Page](#) - This page contains information for branches that is germane to their work. There is no password for this page. Agendas and important documents to support the monthly meetings with branch members (the 3rd Thursday of all 12 months) is located here. The password is “Woodson1915”

Additional Documents

[ASALH CONSTITUTION and BYLAWS](#) - Can be viewed on the ASALH website ASALH

[ORGANIZATION CHART](#) – Can be viewed on the Executive Council Private Page

[PROJECT PLAN APPROVAL PROCESS](#) – Can be viewed on the Executive Council Private Page

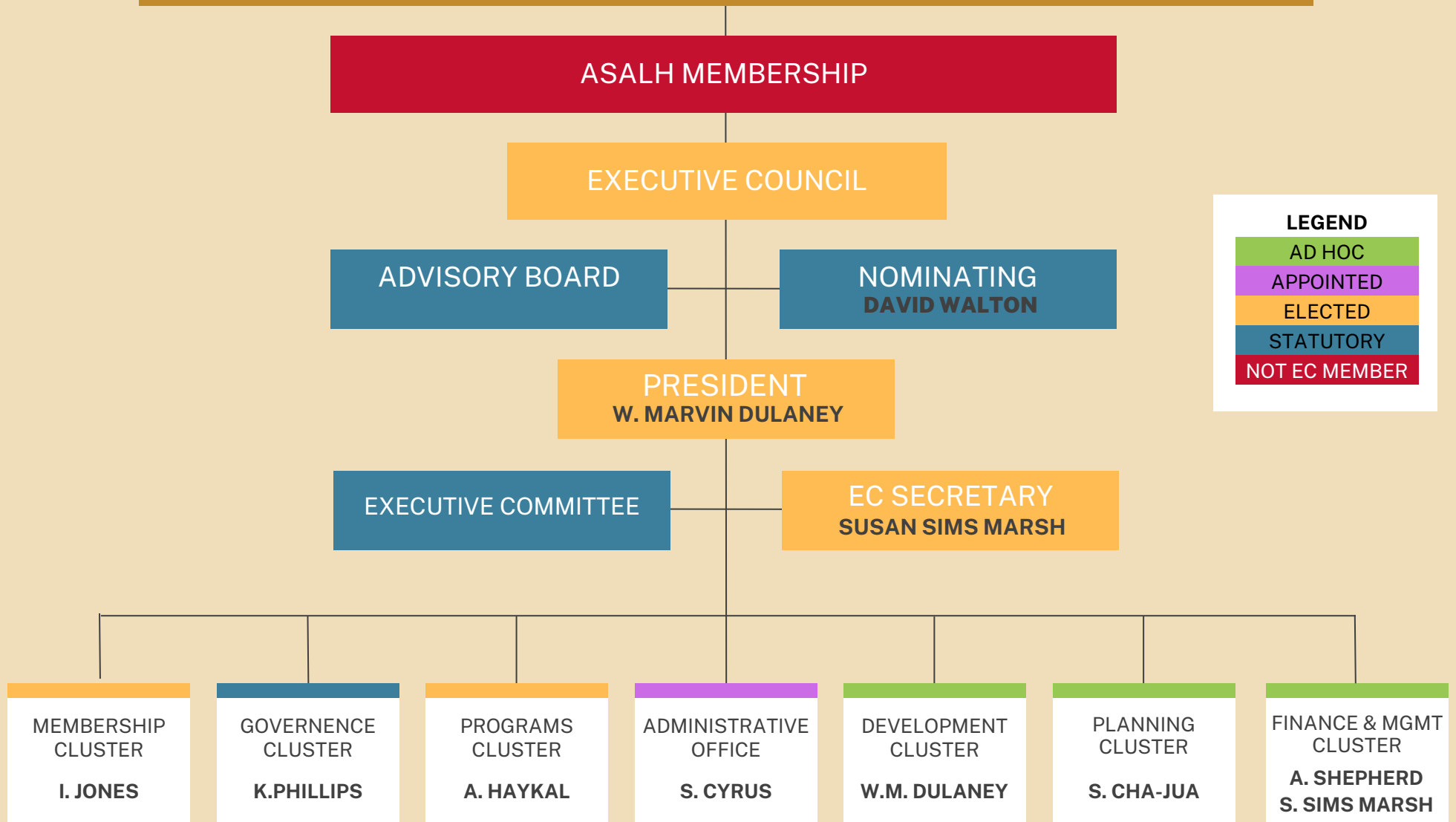
If a password is required, please view previous section for details.

Exhibit 4.

ASALH Organizational Chart

ASALH ORGANIZATION CHART 2023

THE ASSOCIATION FOR THE STUDY OF AFRICAN AMERICAN LIFE AND HISTORY

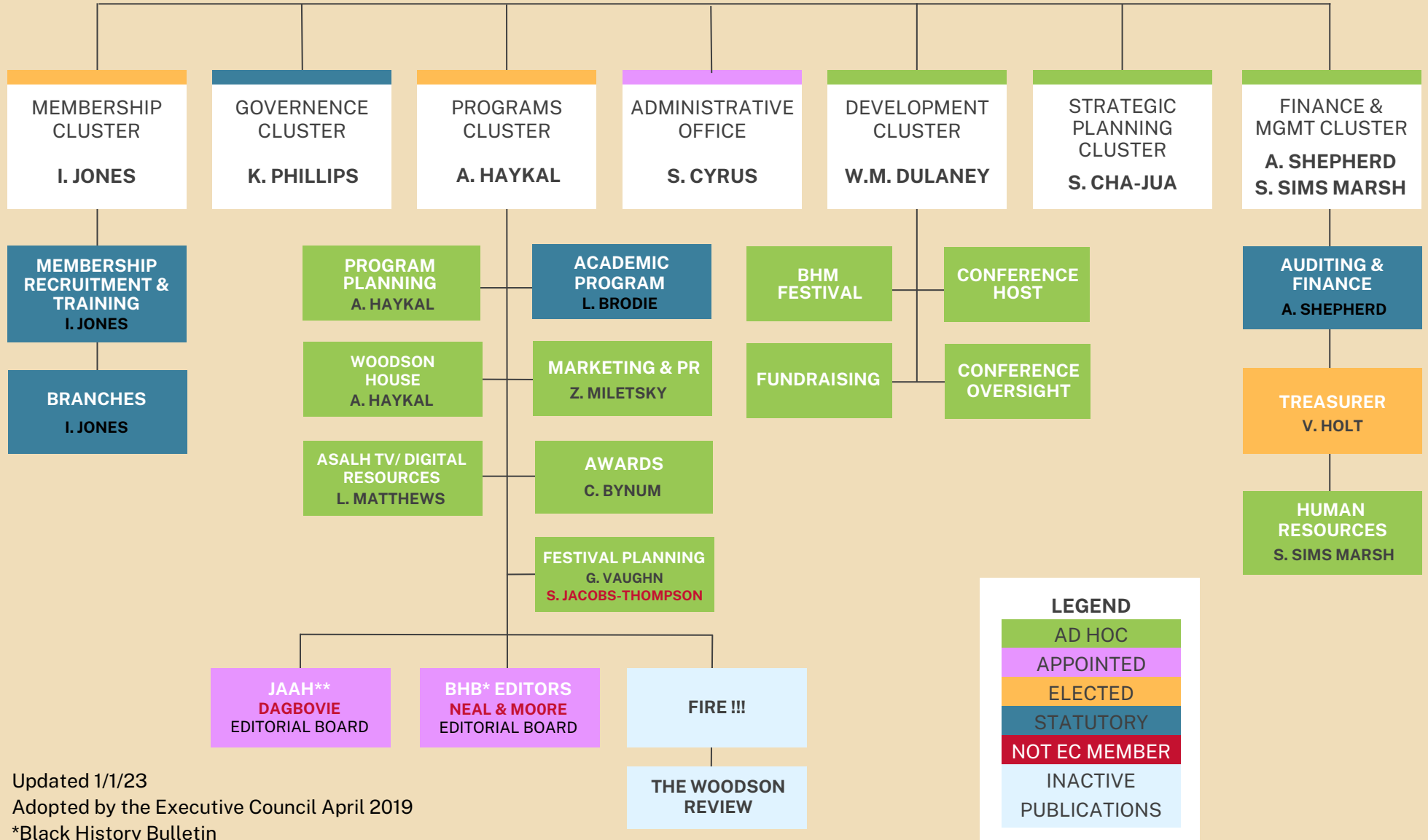


Updated 1/1/23

Adopted by the Executive Council April 2019

ASALH ORGANIZATION CHART 2023

THE ASSOCIATION FOR THE STUDY OF AFRICAN AMERICAN LIFE AND HISTORY



Updated 1/1/23

Adopted by the Executive Council April 2019

*Black History Bulletin

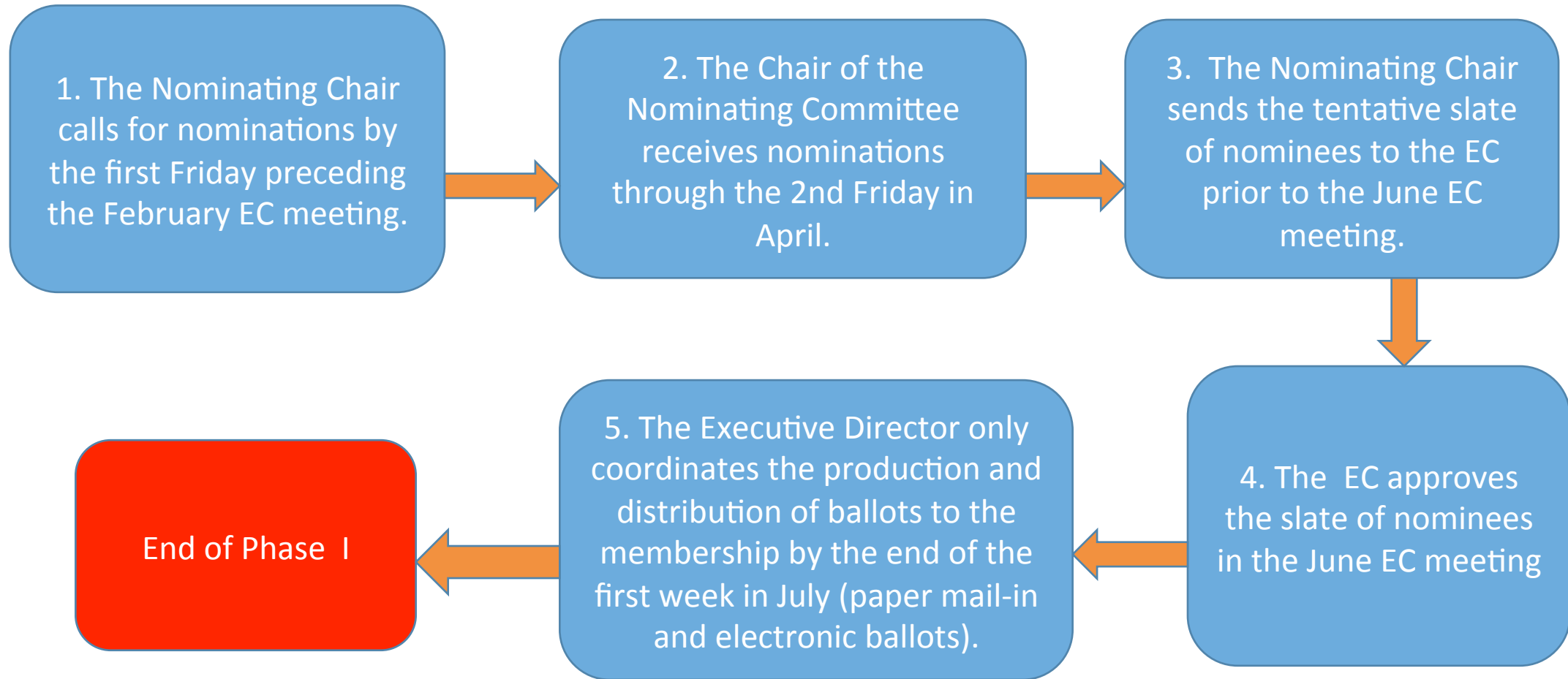
**Journal of African American History

Exhibit 5.

Election Cycle Process for Executive

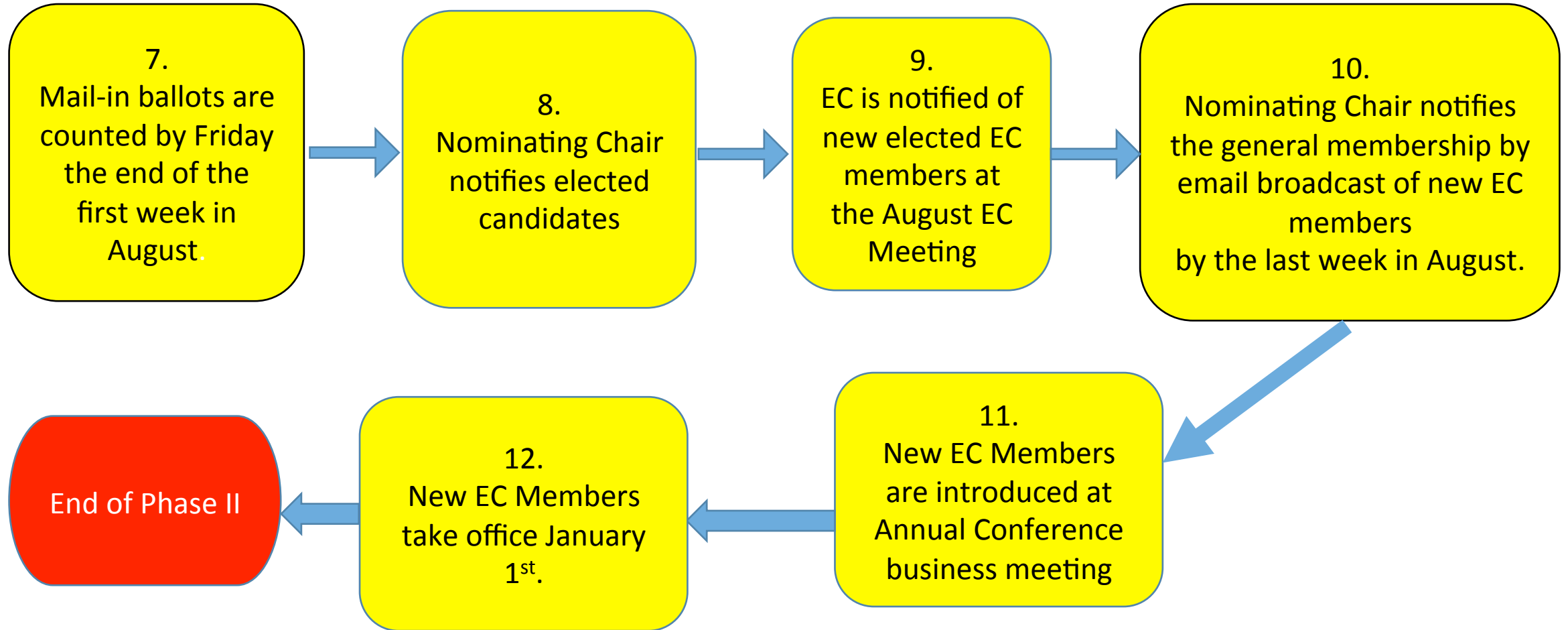
Council and Officers

**Election Cycle Process for the Executive Council and Officers
(current year)
Phase I**



Election Cycle Process for the Executive Council and Officers (current year)

Phase II



The Nominating Committee is unavailable until Phase II ends.

Exhibit 6.

Susan Simms Marsh Memorandum

TO: Marvin Dulaney
Sylvia Cyrus

FROM: Susan Simms Marsh, Esq.

DATE: October 25, 2023

SUBJECT: Executive Director October 24, 2023 Email to Attorney Williams Regarding Engagement Letter

Regarding the 4:28 PM October 24, 2023, email from the Executive Director to Attorney Williams, the email states:

“[d]uring the September 18, 2023 Annual Business Meeting of ASALH, the ASALH membership voted to have the ASALH Executive Council present a report to the ASALH membership by October 30, 2023 to ‘... determine the President and to determine the results of the 2023 election ...’ See attached 2023 Annual Business meeting minutes at page 5.”

The motion approved by ASALH Membership during September 18, 2023 Virtual Annual Business Meeting states the following:

Motion: It was moved by Sundiata Cha Jua and seconded that there be a 30-day period that the Executive Council **consult** with legal counsel and during that period, at least by the October 30, 2023, that a meeting of the membership be held to determine the President and to determine the results of the 2023 election as it is the right of the membership to make those decisions. (Emphasis added). **The motion passed.**

The sentence in the Executive Directors October 24, 2023 email is provided in pertinent parts as follows:

“[o]n September 20, 2023, the ASALH Executive Council voted to retain a lawyer and a parliamentarian at a cost of no more than \$20,000.00 to assist in preparing the report to the membership by October 30, 2023”

With all due respect the above quoted sentence which purports to represent the action taken by the Executive Council is totally inaccurate.

I want to refresh your recollection as to the motion made at the September 20, 2023 Executive Council meeting. In this regard, I was the mover of the motion during September 20, 2023 Executive Council meeting that was seconded and approved by the Executive Council and the approved motion in question is presented as follow:

Motion: It was moved by Susan Simms Marsh and seconded that the Executive Council hire an attorney with experience in nonprofit law at an amount not to exceed \$20,000.

Moreover, said motion is accurately reflected in the September 20, 2023, Executive Council minutes provided as an attachment to the October 24, 2023, email to Attorney Williams.

As it relates to the questions that Holland and Knight need to consider and answer, I present that the following enumerated questions need to be addressed and answered in the memorandum to the Executive Council as following:

1. Whether the Executive Council had the authority to vote on the slate of nominees for the ASALH Executive Council Class of 2026 presented by the ASALH Nominating Committee during the June 29, 2023 Executive Council Meeting Executive Session.
2. Whether the President had the unilateral authority to have place on the ASALH ballot as a candidate nominees who had not been previously approved as a candidate during the June 29, 2023 Executive Council Meeting Executive Session.

cc: Attorney Williams

Exhibit 7.

Chronology President Status

CHRONOLOGY PRESIDENT STATUS

SEPTEMBER

13 TH	4:49 PM	Dulaney email to Marsh with attachment-Letter of Resignation.
13 th	5:19 PM	Marsh emails Dulaney Letter of Resignation to Executive Council
14 th	12:42 PM	Jones email regarding Dulaney Letter of Resignation
14 th	2:39 PM	Dulaney email to Marsh with attachment-Letter Rescinding Resignation
14 th	3:07 PM	Dulaney email regarding Jones email ¹
14 th	5:49 PM	Marsh emails Dulaney letter rescinding Resignation Email thread from Executive Council members
18 TH	7:30 PM	ASALH Annual Business Meeting

OCTOBER

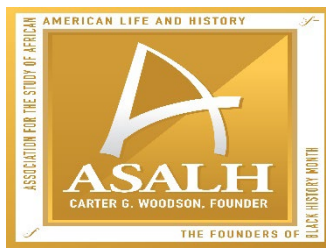
2 ND	11:41 AM	Jones email regarding September 28, 2023 Executive Council Meeting and Attorney Cooke advice
5 th	8:42 AM	Dulaney email regarding Jones email

¹ Dulaney resides in Texas is on Central Standard Time

Exhibit 8.

6.22.2023 Executive Council Meeting

Minutes



EXECUTIVE COUNCIL MEETING MINUTES

June 22, 2023

Zoom

The Executive Council meeting held, via Zoom, on Thursday, June 22, 2023, at 8:00 pm (EST). Ida Jones, Vice President of Membership for ASALH called the meeting to order at 8:08 pm and presided and Susan Simms Marsh, Secretary of ASALH, served as Secretary of the meeting.

Secretary Susan Simms Marsh conducted the roll call: Ida Jones, Aaisha Haykal, Susan Simms Marsh, Valerie Holt, Jeff Banks, Denise Rolark Barnes, Lyman Brodie, Gloria Browne-Marshall, Sundiata Cha-Jua, Deidra Foreman, Eric Jackson, Lopez Matthews, Zebulon Miletsky Greg Mixon, Kenvi Phillips, Anita Shepherd, Gladys Gary Vaughn, David Walton, and Sylvia Cyrus.

The above constituting a majority and quorum of the Executive Council necessary for the transaction of business.

ADOPTION OF THE AGENDA

Motion: It was moved by David Walton and seconded to adopt the agenda.

VICE PRESIDENT OF MEMBERSHIP REPORT (WRITTEN REPORT)

The Vice President of Membership presented a written report, and the report is attached to the minutes.

Motion: It was moved by David Walton and seconded to change the name of the Cleveland Branch to the John and Gloria Rose Branch. **The motion passed.**

GOVERNANCE COMMITTEE REPORT (WRITTEN REPORT)

The Governance Committee Chair presented a written report, and the report is attached to the minutes.

Motion: It was moved by Susan Simms Marsh and seconded that whether the ASALH Executive Council Code of Conduct statement “As member of the Executive Council I will not . . . Interfere with the duties of the executive director or undermine the executive director’s authority” is legal under the laws of the District of Columbia be referred to ASALH’s outside counsel for opinion. **The motion passed.**

NOMINATING COMMITTEE REPORT (WRITTEN REPORT)

The Nominating Committee chair presented the two recommendations in the written report, and the report is attached to the minutes.

Recommendation No. 1

“The Nominating Committee must host three “Roles, Responsibilities, and Commitments for Executive Council Members” informational sessions every year. The first must happen by March 31st of every year. The second at the Annual Conference. The third by December 31st of every

year. In addition, ASALH will publish a document outlining the “Roles, Responsibilities, and Commitments for Executive Council Members” as well, to be updated as needed.

Motion: It was moved by David Walton to approve the Nominating Committee recommendation that the committee must host three “Roles, Responsibilities, and Commitments for Executive Council Members” informational sessions every year. The first must happen by March 31st of every year. The second at the Annual Conference. The third by December 31st of every year. In addition, ASALH will publish a document outlining the “Roles, Responsibilities, and Commitments for Executive Council Members” as well, to be updated as needed. **The motion passed.**

Recommendation No. 2

The Nominating Committee must host at least one “Meet the Candidates Forums” every year. This must happen between the Executive Council’s approval of the candidates who will appear on the ballot and the opening of voting every year. The amount of “Meet the Candidates Forums” will be determined as needed, i.e., if there are 20 candidates, the forum can be split into two separate dates.

Motion: It was moved by David Walton to approve the Nominating Committee recommendation that the Committee must host at least one “Meet the Candidates Forums” every year. This must happen between the Executive Council’s approval of the candidates who will appear on the ballot and the opening of voting every year. The amount of “Meet the Candidates Forums” will be determined as needed, i.e., if there are 20 candidates, the forum can be split into two separate dates. **The motion passed.**

The meeting recessed at 9:26 pm for an Executive Session.

The meeting reconvened at 10:22 pm.

The meeting adjourned at 10:23 pm.

Prepared By

Susan Simms Marsh

Susan Simms Marsh
Secretary

June 22, 2023

FROM: David M. Walton, Nominating Committee Chair, ASALH, *David M. Walton*
TO: ASALH Planning Committee and Executive Council

SUBJECT: Nominating Committee Report, ASALH

PRESENTED BY DAVID WALTON:

The Nominating Committee successfully hosted two candidate informational sessions. The sessions were designed to inform the general membership of the duties and obligations of EC members, as well as a vehicle to recruit candidates for this election cycle for the ASALH EC class of 2026.

We will host two “Meet the Candidates” Forums on **July 6 and July 7, 2023, via Zoom (both 7pm-9pm EST)**. The remaining 2023 election cycle timeline (as outlined by ASALH By-Laws) is:

- a. **July 7-July 31:** Election Period – Don’t Forget to Vote!!
- b. **July 31:** (5:00pm EST) Deadline for submitting an e-ballot and postmark date for physical ballot
- c. **August 11:** Count the Ballots in Washington D.C.
- d. **September:** Election results announced

Action Items:

1.

“The Nominating Committee must host three “Roles, Responsibilities, and Commitments for Executive Council Members” informational sessions every year. The first must happen by March 31st of every year. The second at the Annual Conference. The third by December 31st of every year. In addition, ASALH will publish a document outlining the “Roles, Responsibilities, and Commitments for Executive Council Members” as well, to be updated as needed.”

2.

“The Nominating Committee must host at least one “Meet the Candidates Forums” every year. This must happen between the Executive Council’s approval of the candidates who will appear on the ballot and the opening of voting every year. The amount of “Meet the

Candidates Forums” will be determined as needed, i.e., if there are 20 candidates, the forum can be split into two separate dates.”

PRESENTED BY ERIC JACKSON & DENISE ROLARK BARNES:

List of Nominees for the ASALH EC class of 2026:

Corporate:

1. Anthony J Cade II
2. Erica McKnight
3. Donna Gray-Banks

Student:

1. Eola Lewis Dance

General:

1. Karen Cook Bell
2. Constance L Diggs
3. Jacob S. Dorman
4. Natanya Duncan
5. Leslie K Etienne
6. Aisha Johnson
7. Charles D. Johnson
8. Lionel Kimble
9. Moses Massenburg
10. Gregory Mixon
11. Daryl Michael Scott
12. Gladys Gary Vaughn
13. David Mathew Walton
14. Augustus Wood

NOMINATIONS—CLASS OF 2026 ASALH EXECUTIVE COUNCIL

The Nominating Committee of the Association for the Study of African American Life and History (ASALH) presents the roster of candidates for the Executive Council, class of 2026. The Executive Council and the Executive Officers set the policy direction for ASALH and are responsible for carrying out the mission of the organization and ensuring its fiscal soundness. Executive Council members serve three-year terms.

CORPORATE MEMBERS

From this group, you may select two (2) candidates. Three names are listed.

Nominee for Corporate Member #1



ANTHONY CADE II

Residence: Maryland
Email Address: americanhistorianllc@gmail.com
Current Employer: United States Air Force

Professional Background: I am a retired United States Marine and Military Historian with the federal government. I research and write on the African American experience during the American Civil War, and I work to bring more People of Color into academia and history in my spare time.

Major Accomplishments: Excellent Student Paper Award, 19th Century Press Symposium. Shirley H. and Robert L. Richards Award, Elizabeth Heckman Fellowship, inducted into the Edward Boutchet Society, finished my dissertation within four years, and I served honorably in the Marine Corps.

Previous Service to ASALH: Presented papers and chaired panels for ASALH.

What I Hope to Accomplish as an Executive Council Member of ASALH: I hope to use my leadership skills to further ASALH's mission to research and disseminate African American history. I think my position with the federal government allows me to connect and negotiate with people from various backgrounds, and I plan to use my background and leadership ability to buoy ASALH into the future.

Nominee for Corporate Member #2



DONNA GRAY-BANKS

Residence: Palm Coast, FL

Email Address: freshbookfestivals@gmail.com

Current Employer: Midtown Community Development Corporation, Inc.

Professional Background: CEO Midtown Community Development Corporation, Inc. (MCDC) www.midtowncdc.org. CEO F.R.E.S.H. Book Festivals (F.R.E.S.H.) www.freshbookfestivals.net. 30-Year Notary Public. Author. Former Community Resource Coordinator for the City of DeLand and the City of New Smyrna Beach

Major Accomplishments: Built one of the largest melanated Book Festivals in the State of Florida. Assisted in establishing a Black History Banner Program in the City of Daytona Beach. Assisted in the development of the first affordable housing development in New Smyrna Beach in 50 years. Currently working with MCDC board to build 200-unit senior housing development

Previous Service to ASALH:

What I Hope to Accomplish as an Executive Council Member of ASALH: Because of the known reading scores for children across the country, I want to be an advocate for celebrating literacy in its many forms. To spread the current program MCDC initiated - "Reading Rangers" across the country. This program puts Reading Rangers in each school to assist teachers with reading comprehension and development. And, to be laser-focused during the summer months on reading comprehension. To obtain as many books that have been banned and place them into Churches and assist with developing mini-libraries.

Nominee for Corporate Member #3



ERICA MCKNIGHT

Residence: Washington, DC

Email Address: elmcknight@gmail.com

Current Employer: The David & Lucile Packard Foundation

Professional Background: I am an experienced nonprofit attorney having served as legal counsel to a private foundation, presidential foundation, professional membership association, and multiple higher education institutions. Currently, I serve as Associate General Counsel for The David & Lucile Packard Foundation, an \$8 billion private foundation based in the Bay Area of California. In my current role, I advise the organization on compliance with IRS regulations impacting 501(c)(3) nonprofit organizations, grantmaking compliance, employment issues, and other transactional matters. Previously, I served as the first African-American attorney for the Obama Foundation. I also worked as a civil rights enforcement attorney with the Office for Civil Rights at the U.S. Department of Education. I am passionate about social justice and have spent my career both as an attorney and program manager in the nonprofit sector.

In addition to my professional work as an attorney, I also currently serve as a member of the Board of Directors for Partnerships for Trauma Recovery, a nonprofit organization that provides holistic care and mental health services to survivors of international human rights abuses. In this work, I serve on the Board's Governance Committee where we advise the Executive Director on key strategic matters for the organization, review organizational budgets, and provide guidance on other matters as needed. I also currently serve as a member of the PTR Board's subcommittee leading the search process for a new Executive Director as the current leader plans her transition.

On a personal note, I am a fourth generation Washingtonian and proud graduate of Spelman College. I was raised with a deep respect and appreciation for the contributions our elders and ancestors made both locally in Washington, D.C. and across this country. I would bring the values developed from my personal background and the experiences, skills, and knowledge of nonprofit legal and governance issues gained from my professional experiences to support ASALH's important mission.

Major Accomplishments: First African-American attorney to serve as counsel for the Obama Foundation following President Obama's historic presidency. As a law student, received the NAACP Legal Defense Fund (LDF) Earl Warren Civil Rights Training Scholarship. As a graduate student studying public policy, co-founded the Black Policy Conference at Harvard Kennedy School.

Previous Service to ASALH: I recently joined ASALH in February this year.

What I Hope to Accomplish as an Executive Council Member of ASALH: I am excited to bring my knowledge of nonprofit law, strategic planning, governance, and the philanthropic sector to support ASALH's growth in the coming years. I hope to bring my skills, experience, network, and deep interest in Black history to serve on ASALH's Executive Council where I hope to contribute to the organization's strategic growth during a pivotal time where Black history and civil rights are under increasing attack.

STUDENT MEMBERS

From this group, you may select one (1) candidate. One name is listed.

Nominee for Student Member #1



EOLA LEWIS DANCE

Residence: Newport News, VA

Email Address: eolal.dance@gmail.com

Current Employer: Black Lunch Table and Howard University Doctoral Student

Professional Background: Currently a doctoral student, my professional training includes ethnohistory with more than 20 years of experience emphasizing research, documentation, interpretation, education, supervision, preservation, collections management, conservation, and mentoring. Expert knowledge of American history and development of programs and exhibits relevant to communities today, especially underrepresented communities to include Native Americans, African Americans, Black women, LGBTQ, and global communities with shared interests. Solid foundation in researching and communicating topics significance to African American women with emphasis on the African Diaspora, Colonial Era, Women's History, the African American experience, the American Civil War, the Underground Railroad, the Great Depression, and Civil Rights movements. Expert skills utilized in partnerships, community engagement, ethnographic inquiry, interpretation, youth engagement, and planning: vision, strategic, and succession. Demonstrated leadership ability and capable representative for private and public forums addressing sensitive issues including legislative affairs and media relations.

Major Accomplishments: I currently serve as the executive director of a non-profit in the arts and social justice, I am a doctoral candidate in history at Howard University studying Public History, the African Diaspora and US history. My academic pursuits and career have focus on

American Slavery, African origins, and descendant engagement. This work led to the opportunity to visit Luanda, Angola and foster partnerships in the arts, engineering, and cultural tourism. My commitment to training future stewards of historic sites and collections resulted in recognition from the Greening Youth Foundation as a 2021 Trail Blazer recipient. Additionally, I have served as the president of the Howard University History Student Government Association.

Previous Service to ASALH: Since 2008 I have been a member of ASALH nationally and/or locally, my engagement has centered around research and interpretation and training the next generation of museum professionals. During the centennial year (2015) I became a life member of ASALH and have off and on been a member of the Hampton Roads Chapter.

What I Hope to Accomplish as an Executive Council Member of ASALH: As an executive board member I look forward to the opportunity to share my knowledge, skills, and abilities related to research, archives, descendant engagement, strategic thinking/planning, and professional development. I am especially interested in preparing young professionals for careers, I am committed to engaging associated groups in the documentation and authoring of history, and I am especially interested in strategic action as the country approaches the America 250th. I would like to support ASALH in leading the country in articulating the experiences and relevance of Black experiences and contributions to the making of America.

GENERAL MEMBERS

From this group, you may select up to seven (7) candidates. Fourteen names are listed.

Nominee for General Member Nominee #1



KAREN COOK BELL

Residence: Bowie, MD
Email Address: karencookbell@gmail.com
Current Employer: Bowie State University

Professional Background: I have 25 years' experience in higher education and public history as a professor, administrator, and archivist at the National Archives. My areas of specialization include slavery, the Civil War and Reconstruction, and women's history. I am currently Chairperson of the Department of History and Government at Bowie State University in Bowie, Maryland, and a member of Iota Gamma Omega Chapter of Alpha Kappa Alpha Sorority, Inc.

Major Accomplishments: I am Professor of History and the University System of Maryland Wilson H. Elkins Endowed Professor. I am Founding Director of the Du Bois Center for the Study of the Black Experience at Bowie State University. My scholarship has appeared in the *Journal of African American History*; *Journal of Women's History*; *Georgia Historical Quarterly*; *Passport*; *U.S. West-Africa: Interaction and Relations* (2008); *Before Obama: A Reappraisal of Black Reconstruction Era Politicians* (2012); *Converging Identities: Blackness in the Contemporary Diaspora* (2013); and *Slavery and Freedom in Savannah* (2014). I have published *Claiming Freedom: Race, Kinship, and Land in Nineteenth Century Georgia* (University of South Carolina Press, 2018), which won the Georgia Board of Regents Excellence in Research Award. My current book, *Running from Bondage: Enslaved Women and Their Remarkable Fight for Freedom in Revolutionary America*, is published with Cambridge University Press and was a finalist for the Pauli Murray Book Prize for Best Book in African American Intellectual History; Honorable Mention for the Letitia Woods Brown Book Prize; and winner of the Afro-American Historical and Genealogical Society International Book Award. I am editor of *Southern Black Women's Struggle for Freedom during the Civil War and Reconstruction* which is under contract with Cambridge University Press and Co-editor of the Broadview Edition of *Twelve Years a Slave*. My writings have also appeared in the *Washington Post* and *Ms. Magazine*. I am a contributor for *Black Perspectives*, the blog of the African American Intellectual History Society and a former AAUW Dissertation Fellow.

Previous Service to ASALH: I am a member of the ASALH Prince George's County, Maryland Truth Branch. I was elected to the Executive Council in 2013. I have volunteered to chair sessions at ASALH, organize panels, and presented at ASALH over the past twenty years.

What I Hope to Accomplish as an Executive Council Member of ASALH: As a member of the Executive Council Class of 2026, I will work diligently with the ASALH leadership to promote the study of Black History at all education levels in fulfillment of the mission that Dr. Carter G. Woodson established for ASALH. As was the case in Dr. Woodson's lifetime, the battlefield for teaching Black History is once again in the K-12 classrooms across the nation. I will work to enhance innovative programming such as ASALH TV and ASALH Podcasts and contribute to the development of educational resources.

Nominee for General Member Nominee #2



CONSTANCE L. DIGGS

Residence: Bronx, NY

Email Address: constancediggs@gmail.com

Current Employer: Alliance Theological Seminary at Alliance University

Professional Background: Dedicated and enthusiastic professional with over 30 years experience as a writer, educator, and nonprofit manager. Culture historian with a focus in Africana Studies and Religion. Consistently receiving outstanding feedback for communications workshops and college level American Civics, African American History, Black Church History and Spiritual Formation courses. Proven expertise in establishing systems and resources for nonprofit organizations, and accreditation management and compliance for university and seminary educational institutions. Skilled academic advisor to graduate and undergraduate students building trust with students from a variety of backgrounds, including first generation college students. Possess strong written and verbal communication skills and ability to collaborate on projects.

Major Accomplishments:

Previous Service to ASALH: Formerly VP Manhattan Branch, Current member of Public Commentary Committee.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue to serve as a resource in building the ASALH Brand and support the strengthen and increase corporate and academic alliances with a focus on developing the K-12 market.

Nominee for General Member Nominee #3



JACOB S. DORMAN

Residence: Reno, NV
Email Address: jdorman@unr.edu
Current Employer: The University of Nevada, Reno

Professional Background: AB summa cum laude Stanford University 1996, History, (specializing in African and African American History). PhD UCLA 2004, US (African American) history, advisor: Brenda Stevenson. Assistant and Associate Professor, History and American Studies, The University of Kansas 2007-2017. Associate Professor, History, The University of Nevada, Reno, 2018-present.

Major Accomplishments: Author of 11 journal articles and two scholarly books, winner of five book awards including the AHA/ASALH Wesley Logan Prize. Recent publication in current

issue of the Journal of African American History. *The Princess and the Prophet: The Secret History of Magic, Race, and Moorish Muslims in America* (Boston: Beacon Press, March 3, 2020). Winner, Illinois Historical Society Book Award. “a prodigious feat of detective work and archival magic. A spectacular book in so many ways.” —Robin D. G. Kelley, UCLA. *Chosen People: The Rise of American Black Israelite Religions* (New York: Oxford University Press, 2013) Winner of the Wesley-Logan Prize for African diaspora history from the American Historical Association; the Albert J. Raboteau Prize in Africana religions, and the Byron Caldwell Smith Book Award. An American Library Association Choice Outstanding Academic Title for 2013. "A masterful (even paradigm-shifting) book on Black Judaism, a genuine tour de force...an engaging and thoughtful read." --John L. Jackson, Jr., Penn

Previous Service to ASALH: I have served on the Program committee for two years.

What I Hope to Accomplish as an Executive Council Member of ASALH: I would like to do more to advertise ASALH to scholars and recruit them to give papers and chair panels by actively identifying scholars and making a concerted effort to bring them into the fold. I would also like to reach out to scholars who go to AAIHS but not to ASALH. I would also like to help organize and recruit new branches, especially in the West where there are not as many. Finally, I would like to help plan an ASALH meeting on the West Coast, perhaps in the Bay Area or LA, places with Black communities and long and important African American histories. That also would be a way to get more geographic diversity into the organization.

Nominee for General Member Nominee #4



NATANYA DUNCAN

Residence: Flushing, New York
Email Address: garveyite@hotmail.com
Current Employer: Queens College

Professional Background: Natanya Duncan is the Director of Africana Studies at Queens College City University of New York and an Associate Professor of History. A historian of the African Diaspora, her research and teaching focuses on global freedom movements of the 20th and 21st Century. Duncan’s research interest includes constructions of identity and nation building amongst women of color; migrations; color and class in Diasporic communities; and the engagements of intellectuals throughout the African Diaspora. Her forthcoming University of Illinois Press book, *An Efficient Womanhood: Women and the Making of the Universal Negro Improvement Association*, focuses on the distinct activist strategies in-acted by women in the Universal Negro Improvement Association (UNIA), which Duncan calls an efficient

womanhood. Following the ways women in the UNIA scripted their own understanding of Pan Africanism, Black Nationalism and constructions of Diasporic Blackness, the work traces the blending of nationalist and gendered concerns amongst known and lesser known Garveyite women.

Major Accomplishments: Duncan’s publications include works that explore the leadership models of UNIA women and include “Now in Charge of the American Field”: Maymie De Mena and Charting the UNIA’s New Course” in *Journal of Liberty Hall* (Vol. 3 2017); "Henrietta Vinton Davis: The Lady of the Race" in *Journal of New York History* (Fall 2014 Vol 95 No. 4); “Laura Kofey and the Reverse Atlantic Experience” in *The American South and the Atlantic World* (University of Florida Press, 2013). Most recently she co-edited a special volume of *Caribbean Women and Gender Studies Journal*, “Gender and Anti-colonialism in the Interwar Caribbean” published December 2018.

Previous Service to ASALH: Natanya Duncan has served on the Executive Council of ASALH for over a decade. She led the team to pivot and manage ASALH's 2020 virtual conference. She has served on the ASALH Governance Committee and ASALH Nominations Committee. She was part of the team to create the Dr. Felix Armfield Series for Emerging Scholars at the ASALH Annual Conference. This series of sessions increased ASALH's outreach to young scholars by connecting them with senior scholars for advice and support.

What I Hope to Accomplish as an Executive Council Member of ASALH: As an Executive Council Member, Duncan will work to build programming to support emerging scholars and build the ASALH brand. She will also dedicate herself to ensuring ASALH is on sound financial footing.

Nominee for General Member Nominee #5



LESLIE K. ETIENNE

Residence: Indianapolis, Indiana

Email Address: lketienn@iu.edu

Current Employer: Indiana University-Purdue, Indianapolis (IUPUI) School of Liberal Arts

Professional Background: Assistant Professor of Africana Studies, Director of Africana Studies Program, Founding Executive Director of the Center for Africana Studies and Culture at IUPUI, Adjunct Assistant Professor of American Studies IUPUI, IUPUI School of Education/Center for Africana Studies and Culture Children Defense Fund Freedom School Site.

Major Accomplishments: Charles R. Bantz Chancellor's Community Fellowship Award 2021, Advocate of the Dream 2021 & 2023 IUPUI Black Student Union, Indianapolis Urban League

African American Quality of Life Grantee, Digital Gardener Faculty Fellow Indiana University Digital Gardener Initiative Indiana University Mosaic Active Learning Initiative Fellow, IUPUI Arts and Humanities Institute Fellow State of Indiana Cultural Competency and Ethnic Studies in Education Committee.

Previous Service to ASALH: Vice President of Membership Joseph Taylor Branch (Indianapolis) 2019-2023, Charter Member of Joseph Taylor Branch, Indianapolis ASALH Convention Local Events Committee Member 2017, Presenter and Panel Chair ASALH Conventions 2017, 2018, 2022.

What I Hope to Accomplish as an Executive Council Member of ASALH: Dr. Etienne will assist with ways to increase collegiate and community participation in ASALH. His energy and multiple levels of expertise will be an asset to ASALH.

Nominee for General Member Nominee #6



AISHA JOHNSON

Residence: Smyrna, GA
Email Address: aishajohnsonphd@gmail.com
Current Employer: Georgia Institute of Technology

Professional Background: Dr. Aisha Johnson (she/her), Associate Dean for Academic Affairs and Outreach at Georgia Institute of Technology Library is a revelator of Southern library history. Formerly an Assistant Professor/MLS Program Director for the School of Library and Information Sciences at North Carolina Central University, she is committed to archival research, the production of minority librarians and archivists for cultural preservation, and redefining the scholar. Johnson stands on a soapbox for unveiling the history of underrepresented communities. She has focused much of her research on the development of literacy in the African American community and philanthropic efforts to develop public libraries in the South. Her advocacy for librarianship and archives is not only conveyed in her research, but also her professional career. She is well-versed in archival research, instruction, program administration, assessment, and evaluation as well as curriculum development to produce practical professionals. With such a dedication to the field, Dr. Johnson encourages redefining the scholar by introducing primary source research with emphasis on synthesis and encouraging scholar practitioners.

Major Accomplishments: I have earned four degrees including a Master's in Library and Information Sciences (Florida State) and a Master's in Business Administration (Clark Atlanta) as well as a PhD in Information Studies (Florida State). An experienced scholar and professional, I have made advocacy and outreach for the underserved my platform for social justice in libraries and education. Historical scholarship is the foundation. As a result of the impact, I was dubbed the 2020 Distinguished Alumni of Florida State University's College of Communication and Information, School of Information. In 2021, the Association for the Study of African American Life and History recognized her work and impact with the Freedom Scholar Award.

Previous Service to ASALH: While I have presented at ASALH and have had the absolute honor of recognition, I have not been able to serve the organization in an official capacity.

What I Hope to Accomplish as an Executive Council Member of ASALH: Assist in budget management, community building, educational program planning, and conducting outreach activities.

Nominee for General Member Nominee #7



CHARLES D. JOHNSON

Residence: Durham, NC
Email Address: cjohns63@nccu.edu
Current Employer: North Carolina Central University

Professional Background: Assistant Professor and Director of the Public History Program at North Carolina Central University.

Major Accomplishments: Recent - "Formation of African Diaspora Studies: Joseph E. Harris and the Howard Model," Keynote Address, Conference on African American and African Diasporic Cultures and Experiences Conference (CACE), University of North Carolina Greensboro, February 2023. Elected by my professional peers to the National Board of Directors, National Council of Public Historians (NCPH), 2023-2026. Book, *More Than Just a Game: Football Rivalry Between NCAT and NCCU* (August 2023 - Arcadia), coauthored with Arwin Smallwood. Lead Historian, "American Voices Against Apartheid", an international exhibition being installed in the Apartheid Museum in Johannesburg, SA, in April 2023, and in the Kennedy Center in Washington, DC, and the Reginald Lewis Museum in Baltimore in Fall 2023 and Spring 2024 respectively. PI for \$148,000 for American Council of Learned Societies

(ACLS) Digital Extension Grant, "Expanding the Digital Library on American Slavery Through Local Community-Engaged Digital Humanities Research," 2022-2024.

Previous Service to ASALH: I was the Chair of the Digital Humanities and Public History Committee for the Annual Meeting and Conference in the Fall of 2022. In that capacity, I led the development of our workshops and sessions. For several years, I have promoted student participation by organizing panels for graduate and undergraduate students at ASALH including my own.

What I Hope to Accomplish as an Executive Council Member of ASALH: Increase graduate and undergraduate student participation in ASALH, especially our annual meeting and conference. Increase professional membership and participation in the work of ASALH. Promote the Digital Humanities and Public History, especially in the African Diaspora.

Nominee for General Member Nominee #8



LIONEL KIMBLE

Residence: Chicago, IL

Email Address: lkimble@csu.edu

Current Employer: Chicago State University and The Chicago Urban League

Professional Background: Associate Professor of History and Africana Studies. Vice President and Executive Director of the Research and Policy Center of the Chicago Urban League.

Major Accomplishments: Publication Record - "'The only to get what's coming to us': African American Coalition Building and Veterans' Rights in Post-World War II Chicago," *Journal of Illinois History* (Spring, 2009). *A New Deal for Bronzeville: Housing, Employment, and Civil Rights in Chicago, 1935-1955* (Southern Illinois University Press, 2015). 'I Too Serve America: African American Women War Workers in Chicago, 1940-1945,' *Journal of Illinois State Historical Society* (Winter 2000/2001). Professional Service - Lead Historian for the Illinois Freedom Project funded by the National Park Service Advisory Council for the Franklin Roosevelt Presidential Library and Museum Exhibit on the Roosevelt's and Race. Vice-president in the Black Chicago History Forum. Advisory Board of the A. Philip Randolph Pullman Porters Museum. Faculty Advisory Council of the Black Metropolis Research Consortium Labor and Working Class History Association (LAWCHA), Executive Board (2009-2012).

Previous Service to ASALH: Executive Council (2012-2015, 2017); Vice President for Programs (2017-2020); Academic Program Committee member (2010-present); Academic

Program Committee co-chair/vice-chair (2014, 2015, 2016, 2012, 2021, 2022, 2023); National Centennial Celebration Steering Committee; Chicago Centennial Celebration co-chair; Membership Committee; Nominating Committee; National Historic Sites Committee.

What I Hope to Accomplish as an Executive Council Member of ASALH: I joined the Association as a graduate student in 1998. One of the things that piqued my interest and motivated me to join was my discovery of a copy of the Journal of African History in the university library. At that stage in my career, the Journal exposed me to a dynamic community of African American scholars, that I really did not see in Iowa, provided me with the inspiration to complete my own research and helped me to become an active participant in the field. In retrospect, I believe my experience may not be all that different from other ASALH members. For the past several years, I have had the great opportunity to participate in a number of discussions regarding the direction of ASALH and how the organization has and will change to meet the changing economic and programmatic landscape. One way to do this is to make our annual meeting a venue where existing and emerging black studies groups to convene their meetings and encourage their members to participate in ASALH. We were successful when we did this in Indianapolis, we have been successful when we did this with the Association of Black Women Historians, and I am confident we can do the same with other groups. Over the years we have noticed a trend that young scholars have increasingly expressed that there is no space for them in the Association. It's critical that we make concerted efforts to provide the space, resources, and opportunities to build their careers, find mentors, and learn the organization well enough so that one day they can take leadership roles. Our conversations and understanding of voices of young scholars have to change. as a result, the way by which we put on our programs must reflect these new scholarly trends. The economic and racial realities that confront ASALH present a number of challenges. One way to address is to return to the "big tent" rhetoric of our centennial and build stronger connections to organization with similar missions. Looking back, I think that we largely accomplished this. Our previous conventions have been some of the largest in recent history. But, as new organizations are founded and look to convene their own conferences and universities are increasingly cutting back on travel funding for our members in academic institutions, instead of a big tent we may find ourselves in a stiff competition for attendees. If elected to the Executive Council, I would like to continue to reach out to these new academic groups and continue to strengthen our existing relationships. During my service to ASALH, I worked hard to help make sure ASALH can continue to be a place where dynamic intellectual discussions are occurring. My work with ASALH TV, the Social Justice Consortium, and PBS Books have all helped ASALH create a space in a new intellectual space. If elected, I will work to make sure that we continue grow and remain the premier Black History organization.

Nominee for General Member Nominee #9



MOSES MASSENBURG

Residence: Los Angeles, CA

Email Address: bessiewoodsonyancey@gmail.com

Current Employer: Stanford University

Professional Background: I am a farmer and environmental activist. I earned a PhD in history at Michigan State University where I completed a dissertation on the history of the ASNLH. Assistant Professor at Stanford University.

Major Accomplishments: California Strategic Growth Council, Sacramento Office of the Governor Culture and History Consultant, 2021-Present. University of California, Los Angeles, Luskin School of Public Affairs, Consulting Historian on Watts, 2020-Present. R.E.A.C.H. Complex, Atlanta, Georgia. The Kindezi School, Teacher, Africana Women’s History and Black History, 2014-2016. C.T. Vivian Leadership Institute, Atlanta, Georgia, Black History Instructor, 2015-2016.

Previous Service to ASALH: Research Assistant Fall 2012- Present; Academic Program Committee Fall 2012-Present; ASALH Executive Council Student Representative Spring 2016-2023; Atlanta Branch of ASALH Founding President Fall 2014-Sept. 2016; Annual Black History Luncheon Logistics Assistant Winter 2014-Present; Bessie Woodson Yancey Branch of ASALH Spring 2019-Present; Organizing President (Compton and Watts, CA); Watts Area African American Cultural Heritage Trail Fall Historical Consultant 2020-Present.

What I Hope to Accomplish as an Executive Council Member of ASALH: I’d like to expand membership and institutional presence on the west coast and in Mexico and Canada.

Nominee for General Member Nominee #10



GREGORY MIXON

Residence: Charlotte, NC
Email Address: gmixon@uncc.edu
Current Employer: University of North Carolina at Charlotte

Professional Background: Professor of History specializing in African American History 1400-1930, United States History, Southern History, Comparative History--African Diaspora.

Major Accomplishments: I have been an ASALH member since the 1970s. I have also published two books focused on African American and Southern History: 1. *The Atlanta Riot: Race, Class, and Violence in a New South City* (2005 University Press of Florida) 2. *Show Thyself a Man: Georgia State Troops, Colored, 1865-1905* (2016 University Press of Florida). I have also served on the Academic Program Committee and currently serve on Executive Council.

Previous Service to ASALH: Member since 1978. Presented academic papers on ASALH conference panels, served as commentator for conference panels, served as moderator, planned ASALH conference panels. Served on Academic Program Committee 2006-2007, 2007-2008 2008-2009, 20012-2013, 2018-2022; Film Festival Committee 2022, Awards Committee 2022, currently serving on Executive Council on Academic Program Committee and Awards Committee. Charter member and first president of the Romare Bearden Branch

What I Hope to Accomplish as an Executive Council Member of ASALH: I'd like to expand membership and institutional presence of ASALH. Increase graduate and undergraduate student participation in ASALH, especially our annual meeting and conference. Increase professional membership and participation in the work of ASALH.

Nominee for General Member Nominee #11



DARYL MICHAEL SCOTT

Residence: Upper Marlboro, MD
Email Address: darylmichaelscott@outlook.com
Current Employer: Morgan State University

Professional Background: Historian

Major Accomplishments: Professor of History and Chair at Howard University and Morgan State University. Won 1998 James Rawley Prize for Best Book in Race Relations History. Awarded Mary McLeod Bethune Award by ASALH. Published in *JAAH*, the *Journal of American History*, and the *American Historical Review*.

Previous Service to ASALH: 35 year Lifetime Member. Created and Served as Academic Program Chair Multiple times between 2003-2010. *JAAH* Editorial Board 2003-2015. Publications Committee Chair, 2005 thru 2012. Established the ASALH Press. Edited the Black History Theme Products, 2004 thru 2013. First Vice President for Programs, serving two three year terms. Centennial President of ASALH, 2013-2015. Currently Vice-Chair of the Academic Program Committee for 2023 Annual Meeting in Jacksonville, FL.

What I Hope to Accomplish as an Executive Council Member of ASALH: Assist ASALH in navigating the assault on African American History from K thru 16, which was one of our founding missions. Assist ASALH in pursuing new publication opportunities to better serve the scholarly community. Assist ASALH in preparing for the 100th Anniversary of the establishment of Negro History Week, now Black History Month.

Nominee for General Member Nominee #12



GLADYS GARY VAUGHN

Residence: Cabin John, MD

Email Address: mychinadoll@comcast.net

Current Employer: United States Department of Agriculture (USDA), Office of the Assistant Secretary for Civil Rights, Washington, DC

Professional Background: Public Service at USDA: Chief, Training and Cultural Transformation programs for the Office of the Assistant Secretary for Civil Rights, Director, Office of Outreach, and National Program Leader for Human Sciences Research; co-author of five national award-winning critical issues curricular; author or co-author of grants generating more than \$12 million for programs designed to improve well-being of children, families and communities; Associate Professor, Family and Consumer Sciences, North Carolina Central University.

Major Accomplishments: Creating a leadership institute for women of African descent aged 21-45 to encourage them to aspire to leadership positions in their communities, civic, social and professional organizations and faith congregations; helping to found a national organization to recover and record the contributions of black women in family and consumer sciences; serving as National President of The Links, Inc.; and service to the International Board of Directors of Habitat for Humanity, The Black Women's Agenda, and Delta Sigma Theta Sorority. Co-author of two books that help close critical gaps in the history of accomplishments of Black women and Black women's organizations.

Previous Service to ASALH: Member, Executive Council; Creator of Black History Month Festival; Chair of the Development Committee; Co-Chair and member, Black History Month Luncheon Leadership Team; Contributor, Centennial Campaign; Assisted with implementation and marketing of the ASALH Legacy Award.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue critical work examining ASALH's fund development structure in building a sustainable fund development program and office that addresses current and long-term operational and programming needs; engage members in building ASALH's capacity to reach new audiences; enhance ASALH's operations, governance and communications to build better/sustaining bridges to the public; help foster accurate understanding about the contributions of peoples of

African descent in building the United States and the world; and create and secure funding for a long-term academic program that produces the next generation of scholars trained to research, record and disseminate the history of peoples of African descent.

Nominee for General Member Nominee #13



DAVID MATHEW WALTON

Residence: Cullowhee, NC
Email Address: dwalton@wcu.edu
Current Employer: Western Carolina University

Professional Background: August 2020 - Present: Director of Global Black Studies and Assistant Professor of History, Western Carolina University. August 2017 - August 2020: Assistant Professor – Department of History, University of North Carolina at Pembroke.

Major Accomplishments: Created a Black Studies minor at UNC- Pembroke and Western Carolina University. 2019 National Council for Black Studies Ida B. Wells and Cheikh Anta Diop Award for “Outstanding Leadership and Promotion of Africana Studies”. 2016-2017 King Chavez Parks Future Faculty Fellowship - \$35,000.00. 2015-2016 TIAA-CREF Ruth Simms Hamilton Graduate Merit Fellowship for Diaspora Studies – \$34,000.00. 2015 Kappa Alpha Psi Fraternity, Inc. William L. Crump History Award for the essay “Freedom Yes, Apartheid No: Kappa Alpha Psi and the Anti-apartheid Lobby”. 2014 MSU History Department - Irene Steindler Endowment in History Award.

Previous Service to ASALH: Life Member. Charter member of the Romare Bearden Branch. Former Atlanta Branch member. Chaired many panels and presented research on many panels for over a decade of ASALH conferences. January 2021 – Present: Executive Council Member. Former Publications Committee Co-Chair. Former Awards Committee Member. Current Nominating Committee Chair.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue to develop quality programming for ASALH-TV. Continue to ensure fair and transparent ASALH elections. Recruit and support more undergraduate and graduate student participation and membership. Garner more involvement and support from NPHC organizations.

Nominee for General Member Nominee #14



AUGUSTUS C. WOOD

Residence: Champaign, Illinois

Email Address: woodiii2@illinois.edu

Current Employer: University of Illinois at Urbana-Champaign

Professional Background: Postdoctoral Associate, 2020-2022, University of Illinois at Urbana-Champaign. Assistant Professor, School of Labor and Employment Relations, University of Illinois at Urbana-Champaign.

Major Accomplishments: Guest Editor, Special Issue of *Labor Studies Journal*, "More Expendable Than Essential: Black Workers' Rights and Racial Class Struggles Under the COVID Crisis," December 2022.-First edition of *Labor Studies Journal* to focus solely on Black workers. Author, "Toward a Theory of Super-Exploitation: The Subproletariat, Harold "Hal" Baron, and the Crisis of the Political Economy of Black Labor," *Labor Studies Journal*, December 2022. Author, "Class Warfare in Black Atlanta: African American Grassroots Struggles, Power, and Repression Under Gentrification, 1966-2022," Forthcoming Book with UNC Press.

Previous Service to ASALH: 2015-2016 Academic Program Committee Member.

Papers Presented/Panels Organized -

Augustus Wood, "Politically Oriented, Liberation Minded: Black Student Power and Social Movement Organizing at the University of Illinois." Association for the Study of African American Life and History, Indianapolis, October 2018.

Augustus Wood, "History and Culture of Black Atlanta," The Association for the Study of African-American Life and History, Cincinnati, Ohio, September 2017.

Augustus Wood, "Black Space as Commodity: The Political Economy of Race, Class, and Space in Atlanta, 1970-2010," Association for the Study of African-American Life and History, Indianapolis, Indiana, October 2018.

Augustus Wood, "The Logic of Black Labor Social Movements: Black Power and Labor in Atlanta, 1970-1973," Association for the Study of African American Life and History, Cincinnati, Ohio, September 2017.

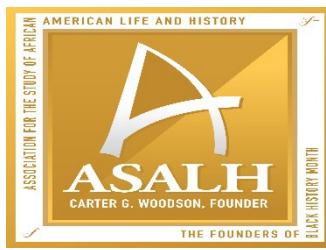
Augustus Wood, "The Stakes of Community in Black Urban History: Revisiting Sundiata Keita Cha-Jua's America's First Black Town: Brooklyn, Illinois, 1830-1915," Association for the Study of African American Life and History, Cincinnati, Ohio, September 2017.

What I Hope to Accomplish as an Executive Council Member of ASALH: My goal is to help ASALH grow in membership and participation by Black scholars. I hope to work with other council members to create a 2-3 year plan of organizing scholars as well as others into an active role in ASALH. I am eager to learn more about the different systems and processes in the ASALH Executive Council so as to build a consistent plan for strengthening the organization over time. MY specialty is strategy.

Exhibit 9.

6.22.2023 Executive Council Meeting

Minutes Executive Session



EXECUTIVE COUNCIL MEETING

June 22, 2023

EXECUTIVE SESSION MINUTES

Zoom

On Thursday, June 22, 2023, at 9:28 pm (EST). Ida Jones, Vice President of Membership for ASALH called to order an Executive Session of the Executive Council. Present in addition to the Vice President of Membership were the following members: Aisha Haykal, Susan Simms Marsh, Valerie Holt, Jeff Banks, Denise Rolark Barnes, Lyman Brodie, Sundiata Cha-Jua, Deidra Foreman, Eric Jackson, Lopez Matthews, Zebulon Miletsky, Anita Shepherd, and Sylvia Cyrus.

NOMINATING COMMITTEE REPORT (WRITTEN REPORT)

Nominating Committee members Eric Jackson and Denise Rolark Barnes presented the slate of nominees for ASALH Executive Council Class of 2026.

Marvin Dulaney joined the meeting.

Motion: It was moved by Marvin Dulaney and seconded to table taking action on the slate of nominees for ASALH Executive Council Class of 2026 until the June 29, 2023, Executive Council meeting. **The motion passed.**

The Executive Session adjourned at 10:22 pm.

Prepared By

Susan Simms Marsh

Susan Simms Marsh
Secretary

June 22, 2023

FROM: David M. Walton, Nominating Committee Chair, ASALH, *David M. Walton*
TO: ASALH Planning Committee and Executive Council

SUBJECT: Nominating Committee Report, ASALH

PRESENTED BY DAVID WALTON:

The Nominating Committee successfully hosted two candidate informational sessions. The sessions were designed to inform the general membership of the duties and obligations of EC members, as well as a vehicle to recruit candidates for this election cycle for the ASALH EC class of 2026.

We will host two “Meet the Candidates” Forums on **July 6 and July 7, 2023, via Zoom (both 7pm-9pm EST)**. The remaining 2023 election cycle timeline (as outlined by ASALH By-Laws) is:

- a. **July 7-July 31:** Election Period – Don’t Forget to Vote!!
- b. **July 31:** (5:00pm EST) Deadline for submitting an e-ballot and postmark date for physical ballot
- c. **August 11:** Count the Ballots in Washington D.C.
- d. **September:** Election results announced

Action Items:

1.

“The Nominating Committee must host three “Roles, Responsibilities, and Commitments for Executive Council Members” informational sessions every year. The first must happen by March 31st of every year. The second at the Annual Conference. The third by December 31st of every year. In addition, ASALH will publish a document outlining the “Roles, Responsibilities, and Commitments for Executive Council Members” as well, to be updated as needed.”

2.

“The Nominating Committee must host at least one “Meet the Candidates Forums” every year. This must happen between the Executive Council’s approval of the candidates who will appear on the ballot and the opening of voting every year. The amount of “Meet the

Candidates Forums” will be determined as needed, i.e., if there are 20 candidates, the forum can be split into two separate dates.”

PRESENTED BY ERIC JACKSON & DENISE ROLARK BARNES:

List of Nominees for the ASALH EC class of 2026:

Corporate:

1. Anthony J Cade II
2. Erica McKnight
3. Donna Gray-Banks

Student:

1. Eola Lewis Dance

General:

1. Karen Cook Bell
2. Constance L Diggs
3. Jacob S. Dorman
4. Natanya Duncan
5. Leslie K Etienne
6. Aisha Johnson
7. Charles D. Johnson
8. Lionel Kimble
9. Moses Massenburg
10. Gregory Mixon
11. Daryl Michael Scott
12. Gladys Gary Vaughn
13. David Mathew Walton
14. Augustus Wood

NOMINATIONS—CLASS OF 2026 ASALH EXECUTIVE COUNCIL

The Nominating Committee of the Association for the Study of African American Life and History (ASALH) presents the roster of candidates for the Executive Council, class of 2026. The Executive Council and the Executive Officers set the policy direction for ASALH and are responsible for carrying out the mission of the organization and ensuring its fiscal soundness. Executive Council members serve three-year terms.

CORPORATE MEMBERS

From this group, you may select two (2) candidates. Three names are listed.

Nominee for Corporate Member #1



ANTHONY CADE II

Residence: Maryland
Email Address: americanhistorianllc@gmail.com
Current Employer: United States Air Force

Professional Background: I am a retired United States Marine and Military Historian with the federal government. I research and write on the African American experience during the American Civil War, and I work to bring more People of Color into academia and history in my spare time.

Major Accomplishments: Excellent Student Paper Award, 19th Century Press Symposium. Shirley H. and Robert L. Richards Award, Elizabeth Heckman Fellowship, inducted into the Edward Boutchet Society, finished my dissertation within four years, and I served honorably in the Marine Corps.

Previous Service to ASALH: Presented papers and chaired panels for ASALH.

What I Hope to Accomplish as an Executive Council Member of ASALH: I hope to use my leadership skills to further ASALH's mission to research and disseminate African American history. I think my position with the federal government allows me to connect and negotiate with people from various backgrounds, and I plan to use my background and leadership ability to buoy ASALH into the future.

Nominee for Corporate Member #2



DONNA GRAY-BANKS

Residence: Palm Coast, FL

Email Address: freshbookfestivals@gmail.com

Current Employer: Midtown Community Development Corporation, Inc.

Professional Background: CEO Midtown Community Development Corporation, Inc. (MCDC) www.midtowncdc.org. CEO F.R.E.S.H. Book Festivals (F.R.E.S.H.) www.freshbookfestivals.net. 30-Year Notary Public. Author. Former Community Resource Coordinator for the City of DeLand and the City of New Smyrna Beach

Major Accomplishments: Built one of the largest melanated Book Festivals in the State of Florida. Assisted in establishing a Black History Banner Program in the City of Daytona Beach. Assisted in the development of the first affordable housing development in New Smyrna Beach in 50 years. Currently working with MCDC board to build 200-unit senior housing development

Previous Service to ASALH:

What I Hope to Accomplish as an Executive Council Member of ASALH: Because of the known reading scores for children across the country, I want to be an advocate for celebrating literacy in its many forms. To spread the current program MCDC initiated - "Reading Rangers" across the country. This program puts Reading Rangers in each school to assist teachers with reading comprehension and development. And, to be laser-focused during the summer months on reading comprehension. To obtain as many books that have been banned and place them into Churches and assist with developing mini-libraries.

Nominee for Corporate Member #3



ERICA MCKNIGHT

Residence: Washington, DC

Email Address: elmcknight@gmail.com

Current Employer: The David & Lucile Packard Foundation

Professional Background: I am an experienced nonprofit attorney having served as legal counsel to a private foundation, presidential foundation, professional membership association, and multiple higher education institutions. Currently, I serve as Associate General Counsel for The David & Lucile Packard Foundation, an \$8 billion private foundation based in the Bay Area of California. In my current role, I advise the organization on compliance with IRS regulations impacting 501(c)(3) nonprofit organizations, grantmaking compliance, employment issues, and other transactional matters. Previously, I served as the first African-American attorney for the Obama Foundation. I also worked as a civil rights enforcement attorney with the Office for Civil Rights at the U.S. Department of Education. I am passionate about social justice and have spent my career both as an attorney and program manager in the nonprofit sector.

In addition to my professional work as an attorney, I also currently serve as a member of the Board of Directors for Partnerships for Trauma Recovery, a nonprofit organization that provides holistic care and mental health services to survivors of international human rights abuses. In this work, I serve on the Board's Governance Committee where we advise the Executive Director on key strategic matters for the organization, review organizational budgets, and provide guidance on other matters as needed. I also currently serve as a member of the PTR Board's subcommittee leading the search process for a new Executive Director as the current leader plans her transition.

On a personal note, I am a fourth generation Washingtonian and proud graduate of Spelman College. I was raised with a deep respect and appreciation for the contributions our elders and ancestors made both locally in Washington, D.C. and across this country. I would bring the values developed from my personal background and the experiences, skills, and knowledge of nonprofit legal and governance issues gained from my professional experiences to support ASALH's important mission.

Major Accomplishments: First African-American attorney to serve as counsel for the Obama Foundation following President Obama's historic presidency. As a law student, received the NAACP Legal Defense Fund (LDF) Earl Warren Civil Rights Training Scholarship. As a graduate student studying public policy, co-founded the Black Policy Conference at Harvard Kennedy School.

Previous Service to ASALH: I recently joined ASALH in February this year.

What I Hope to Accomplish as an Executive Council Member of ASALH: I am excited to bring my knowledge of nonprofit law, strategic planning, governance, and the philanthropic sector to support ASALH's growth in the coming years. I hope to bring my skills, experience, network, and deep interest in Black history to serve on ASALH's Executive Council where I hope to contribute to the organization's strategic growth during a pivotal time where Black history and civil rights are under increasing attack.

STUDENT MEMBERS

From this group, you may select one (1) candidate. One name is listed.

Nominee for Student Member #1



EOLA LEWIS DANCE

Residence: Newport News, VA

Email Address: eolal.dance@gmail.com

Current Employer: Black Lunch Table and Howard University Doctoral Student

Professional Background: Currently a doctoral student, my professional training includes ethnohistory with more than 20 years of experience emphasizing research, documentation, interpretation, education, supervision, preservation, collections management, conservation, and mentoring. Expert knowledge of American history and development of programs and exhibits relevant to communities today, especially underrepresented communities to include Native Americans, African Americans, Black women, LGBTQ, and global communities with shared interests. Solid foundation in researching and communicating topics significance to African American women with emphasis on the African Diaspora, Colonial Era, Women's History, the African American experience, the American Civil War, the Underground Railroad, the Great Depression, and Civil Rights movements. Expert skills utilized in partnerships, community engagement, ethnographic inquiry, interpretation, youth engagement, and planning: vision, strategic, and succession. Demonstrated leadership ability and capable representative for private and public forums addressing sensitive issues including legislative affairs and media relations.

Major Accomplishments: I currently serve as the executive director of a non-profit in the arts and social justice, I am a doctoral candidate in history at Howard University studying Public History, the African Diaspora and US history. My academic pursuits and career have focus on

American Slavery, African origins, and descendant engagement. This work led to the opportunity to visit Luanda, Angola and foster partnerships in the arts, engineering, and cultural tourism. My commitment to training future stewards of historic sites and collections resulted in recognition from the Greening Youth Foundation as a 2021 Trail Blazer recipient. Additionally, I have served as the president of the Howard University History Student Government Association.

Previous Service to ASALH: Since 2008 I have been a member of ASALH nationally and/or locally, my engagement has centered around research and interpretation and training the next generation of museum professionals. During the centennial year (2015) I became a life member of ASALH and have off and on been a member of the Hampton Roads Chapter.

What I Hope to Accomplish as an Executive Council Member of ASALH: As an executive board member I look forward to the opportunity to share my knowledge, skills, and abilities related to research, archives, descendant engagement, strategic thinking/planning, and professional development. I am especially interested in preparing young professionals for careers, I am committed to engaging associated groups in the documentation and authoring of history, and I am especially interested in strategic action as the country approaches the America 250th. I would like to support ASALH in leading the country in articulating the experiences and relevance of Black experiences and contributions to the making of America.

GENERAL MEMBERS

From this group, you may select up to seven (7) candidates. Fourteen names are listed.

Nominee for General Member Nominee #1



KAREN COOK BELL

Residence: Bowie, MD
Email Address: karencookbell@gmail.com
Current Employer: Bowie State University

Professional Background: I have 25 years' experience in higher education and public history as a professor, administrator, and archivist at the National Archives. My areas of specialization include slavery, the Civil War and Reconstruction, and women's history. I am currently Chairperson of the Department of History and Government at Bowie State University in Bowie, Maryland, and a member of Iota Gamma Omega Chapter of Alpha Kappa Alpha Sorority, Inc.

Major Accomplishments: I am Professor of History and the University System of Maryland Wilson H. Elkins Endowed Professor. I am Founding Director of the Du Bois Center for the Study of the Black Experience at Bowie State University. My scholarship has appeared in the *Journal of African American History*; *Journal of Women's History*; *Georgia Historical Quarterly*; *Passport*; *U.S. West-Africa: Interaction and Relations* (2008); *Before Obama: A Reappraisal of Black Reconstruction Era Politicians* (2012); *Converging Identities: Blackness in the Contemporary Diaspora* (2013); and *Slavery and Freedom in Savannah* (2014). I have published *Claiming Freedom: Race, Kinship, and Land in Nineteenth Century Georgia* (University of South Carolina Press, 2018), which won the Georgia Board of Regents Excellence in Research Award. My current book, *Running from Bondage: Enslaved Women and Their Remarkable Fight for Freedom in Revolutionary America*, is published with Cambridge University Press and was a finalist for the Pauli Murray Book Prize for Best Book in African American Intellectual History; Honorable Mention for the Letitia Woods Brown Book Prize; and winner of the Afro-American Historical and Genealogical Society International Book Award. I am editor of *Southern Black Women's Struggle for Freedom during the Civil War and Reconstruction* which is under contract with Cambridge University Press and Co-editor of the Broadview Edition of *Twelve Years a Slave*. My writings have also appeared in the *Washington Post* and *Ms. Magazine*. I am a contributor for *Black Perspectives*, the blog of the African American Intellectual History Society and a former AAUW Dissertation Fellow.

Previous Service to ASALH: I am a member of the ASALH Prince George's County, Maryland Truth Branch. I was elected to the Executive Council in 2013. I have volunteered to chair sessions at ASALH, organize panels, and presented at ASALH over the past twenty years.

What I Hope to Accomplish as an Executive Council Member of ASALH: As a member of the Executive Council Class of 2026, I will work diligently with the ASALH leadership to promote the study of Black History at all education levels in fulfillment of the mission that Dr. Carter G. Woodson established for ASALH. As was the case in Dr. Woodson's lifetime, the battlefield for teaching Black History is once again in the K-12 classrooms across the nation. I will work to enhance innovative programming such as ASALH TV and ASALH Podcasts and contribute to the development of educational resources.

Nominee for General Member Nominee #2



CONSTANCE L. DIGGS

Residence: Bronx, NY

Email Address: constancediggs@gmail.com

Current Employer: Alliance Theological Seminary at Alliance University

Professional Background: Dedicated and enthusiastic professional with over 30 years experience as a writer, educator, and nonprofit manager. Culture historian with a focus in Africana Studies and Religion. Consistently receiving outstanding feedback for communications workshops and college level American Civics, African American History, Black Church History and Spiritual Formation courses. Proven expertise in establishing systems and resources for nonprofit organizations, and accreditation management and compliance for university and seminary educational institutions. Skilled academic advisor to graduate and undergraduate students building trust with students from a variety of backgrounds, including first generation college students. Possess strong written and verbal communication skills and ability to collaborate on projects.

Major Accomplishments:

Previous Service to ASALH: Formerly VP Manhattan Branch, Current member of Public Commentary Committee.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue to serve as a resource in building the ASALH Brand and support the strengthen and increase corporate and academic alliances with a focus on developing the K-12 market.

Nominee for General Member Nominee #3



JACOB S. DORMAN

Residence: Reno, NV
Email Address: jdorman@unr.edu
Current Employer: The University of Nevada, Reno

Professional Background: AB summa cum laude Stanford University 1996, History, (specializing in African and African American History). PhD UCLA 2004, US (African American) history, advisor: Brenda Stevenson. Assistant and Associate Professor, History and American Studies, The University of Kansas 2007-2017. Associate Professor, History, The University of Nevada, Reno, 2018-present.

Major Accomplishments: Author of 11 journal articles and two scholarly books, winner of five book awards including the AHA/ASALH Wesley Logan Prize. Recent publication in current

issue of the Journal of African American History. *The Princess and the Prophet: The Secret History of Magic, Race, and Moorish Muslims in America* (Boston: Beacon Press, March 3, 2020). Winner, Illinois Historical Society Book Award. “a prodigious feat of detective work and archival magic. A spectacular book in so many ways.” —Robin D. G. Kelley, UCLA. *Chosen People: The Rise of American Black Israelite Religions* (New York: Oxford University Press, 2013) Winner of the Wesley-Logan Prize for African diaspora history from the American Historical Association; the Albert J. Raboteau Prize in Africana religions, and the Byron Caldwell Smith Book Award. An American Library Association Choice Outstanding Academic Title for 2013. "A masterful (even paradigm-shifting) book on Black Judaism, a genuine tour de force...an engaging and thoughtful read." --John L. Jackson, Jr., Penn

Previous Service to ASALH: I have served on the Program committee for two years.

What I Hope to Accomplish as an Executive Council Member of ASALH: I would like to do more to advertise ASALH to scholars and recruit them to give papers and chair panels by actively identifying scholars and making a concerted effort to bring them into the fold. I would also like to reach out to scholars who go to AAIHS but not to ASALH. I would also like to help organize and recruit new branches, especially in the West where there are not as many. Finally, I would like to help plan an ASALH meeting on the West Coast, perhaps in the Bay Area or LA, places with Black communities and long and important African American histories. That also would be a way to get more geographic diversity into the organization.

Nominee for General Member Nominee #4



NATANYA DUNCAN

Residence: Flushing, New York
Email Address: garveyite@hotmail.com
Current Employer: Queens College

Professional Background: Natanya Duncan is the Director of Africana Studies at Queens College City University of New York and an Associate Professor of History. A historian of the African Diaspora, her research and teaching focuses on global freedom movements of the 20th and 21st Century. Duncan’s research interest includes constructions of identity and nation building amongst women of color; migrations; color and class in Diasporic communities; and the engagements of intellectuals throughout the African Diaspora. Her forthcoming University of Illinois Press book, *An Efficient Womanhood: Women and the Making of the Universal Negro Improvement Association*, focuses on the distinct activist strategies in-acted by women in the Universal Negro Improvement Association (UNIA), which Duncan calls an efficient

womanhood. Following the ways women in the UNIA scripted their own understanding of Pan Africanism, Black Nationalism and constructions of Diasporic Blackness, the work traces the blending of nationalist and gendered concerns amongst known and lesser known Garveyite women.

Major Accomplishments: Duncan’s publications include works that explore the leadership models of UNIA women and include “Now in Charge of the American Field”: Maymie De Mena and Charting the UNIA’s New Course” in *Journal of Liberty Hall* (Vol. 3 2017); "Henrietta Vinton Davis: The Lady of the Race" in *Journal of New York History* (Fall 2014 Vol 95 No. 4); “Laura Kofey and the Reverse Atlantic Experience” in *The American South and the Atlantic World* (University of Florida Press, 2013). Most recently she co-edited a special volume of *Caribbean Women and Gender Studies Journal*, “Gender and Anti-colonialism in the Interwar Caribbean” published December 2018.

Previous Service to ASALH: Natanya Duncan has served on the Executive Council of ASALH for over a decade. She led the team to pivot and manage ASALH's 2020 virtual conference. She has served on the ASALH Governance Committee and ASALH Nominations Committee. She was part of the team to create the Dr. Felix Armfield Series for Emerging Scholars at the ASALH Annual Conference. This series of sessions increased ASALH's outreach to young scholars by connecting them with senior scholars for advice and support.

What I Hope to Accomplish as an Executive Council Member of ASALH: As an Executive Council Member, Duncan will work to build programming to support emerging scholars and build the ASALH brand. She will also dedicate herself to ensuring ASALH is on sound financial footing.

Nominee for General Member Nominee #5



LESLIE K. ETIENNE

Residence: Indianapolis, Indiana

Email Address: lketienn@iu.edu

Current Employer: Indiana University-Purdue, Indianapolis (IUPUI) School of Liberal Arts

Professional Background: Assistant Professor of Africana Studies, Director of Africana Studies Program, Founding Executive Director of the Center for Africana Studies and Culture at IUPUI, Adjunct Assistant Professor of American Studies IUPUI, IUPUI School of Education/Center for Africana Studies and Culture Children Defense Fund Freedom School Site.

Major Accomplishments: Charles R. Bantz Chancellor's Community Fellowship Award 2021, Advocate of the Dream 2021 & 2023 IUPUI Black Student Union, Indianapolis Urban League

African American Quality of Life Grantee, Digital Gardener Faculty Fellow Indiana University Digital Gardener Initiative Indiana University Mosaic Active Learning Initiative Fellow, IUPUI Arts and Humanities Institute Fellow State of Indiana Cultural Competency and Ethnic Studies in Education Committee.

Previous Service to ASALH: Vice President of Membership Joseph Taylor Branch (Indianapolis) 2019-2023, Charter Member of Joseph Taylor Branch, Indianapolis ASALH Convention Local Events Committee Member 2017, Presenter and Panel Chair ASALH Conventions 2017, 2018, 2022.

What I Hope to Accomplish as an Executive Council Member of ASALH: Dr. Etienne will assist with ways to increase collegiate and community participation in ASALH. His energy and multiple levels of expertise will be an asset to ASALH.

Nominee for General Member Nominee #6



AISHA JOHNSON

Residence: Smyrna, GA
Email Address: aishajohnsonphd@gmail.com
Current Employer: Georgia Institute of Technology

Professional Background: Dr. Aisha Johnson (she/her), Associate Dean for Academic Affairs and Outreach at Georgia Institute of Technology Library is a revelator of Southern library history. Formerly an Assistant Professor/MLS Program Director for the School of Library and Information Sciences at North Carolina Central University, she is committed to archival research, the production of minority librarians and archivists for cultural preservation, and redefining the scholar. Johnson stands on a soapbox for unveiling the history of underrepresented communities. She has focused much of her research on the development of literacy in the African American community and philanthropic efforts to develop public libraries in the South. Her advocacy for librarianship and archives is not only conveyed in her research, but also her professional career. She is well-versed in archival research, instruction, program administration, assessment, and evaluation as well as curriculum development to produce practical professionals. With such a dedication to the field, Dr. Johnson encourages redefining the scholar by introducing primary source research with emphasis on synthesis and encouraging scholar practitioners.

Major Accomplishments: I have earned four degrees including a Master's in Library and Information Sciences (Florida State) and a Master's in Business Administration (Clark Atlanta) as well as a PhD in Information Studies (Florida State). An experienced scholar and professional, I have made advocacy and outreach for the underserved my platform for social justice in libraries and education. Historical scholarship is the foundation. As a result of the impact, I was dubbed the 2020 Distinguished Alumni of Florida State University's College of Communication and Information, School of Information. In 2021, the Association for the Study of African American Life and History recognized her work and impact with the Freedom Scholar Award.

Previous Service to ASALH: While I have presented at ASALH and have had the absolute honor of recognition, I have not been able to serve the organization in an official capacity.

What I Hope to Accomplish as an Executive Council Member of ASALH: Assist in budget management, community building, educational program planning, and conducting outreach activities.

Nominee for General Member Nominee #7



CHARLES D. JOHNSON

Residence: Durham, NC
Email Address: cjohns63@nccu.edu
Current Employer: North Carolina Central University

Professional Background: Assistant Professor and Director of the Public History Program at North Carolina Central University.

Major Accomplishments: Recent - "Formation of African Diaspora Studies: Joseph E. Harris and the Howard Model," Keynote Address, Conference on African American and African Diasporic Cultures and Experiences Conference (CACE), University of North Carolina Greensboro, February 2023. Elected by my professional peers to the National Board of Directors, National Council of Public Historians (NCPH), 2023-2026. Book, *More Than Just a Game: Football Rivalry Between NCAT and NCCU* (August 2023 - Arcadia), coauthored with Arwin Smallwood. Lead Historian, "American Voices Against Apartheid", an international exhibition being installed in the Apartheid Museum in Johannesburg, SA, in April 2023, and in the Kennedy Center in Washington, DC, and the Reginald Lewis Museum in Baltimore in Fall 2023 and Spring 2024 respectively. PI for \$148,000 for American Council of Learned Societies

(ACLS) Digital Extension Grant, "Expanding the Digital Library on American Slavery Through Local Community-Engaged Digital Humanities Research," 2022-2024.

Previous Service to ASALH: I was the Chair of the Digital Humanities and Public History Committee for the Annual Meeting and Conference in the Fall of 2022. In that capacity, I led the development of our workshops and sessions. For several years, I have promoted student participation by organizing panels for graduate and undergraduate students at ASALH including my own.

What I Hope to Accomplish as an Executive Council Member of ASALH: Increase graduate and undergraduate student participation in ASALH, especially our annual meeting and conference. Increase professional membership and participation in the work of ASALH. Promote the Digital Humanities and Public History, especially in the African Diaspora.

Nominee for General Member Nominee #8



LIONEL KIMBLE

Residence: Chicago, IL

Email Address: lkimble@csu.edu

Current Employer: Chicago State University and The Chicago Urban League

Professional Background: Associate Professor of History and Africana Studies. Vice President and Executive Director of the Research and Policy Center of the Chicago Urban League.

Major Accomplishments: Publication Record - "'The only to get what's coming to us': African American Coalition Building and Veterans' Rights in Post-World War II Chicago," *Journal of Illinois History* (Spring, 2009). *A New Deal for Bronzeville: Housing, Employment, and Civil Rights in Chicago, 1935-1955* (Southern Illinois University Press, 2015). 'I Too Serve America: African American Women War Workers in Chicago, 1940-1945,' *Journal of Illinois State Historical Society* (Winter 2000/2001). Professional Service - Lead Historian for the Illinois Freedom Project funded by the National Park Service Advisory Council for the Franklin Roosevelt Presidential Library and Museum Exhibit on the Roosevelt's and Race. Vice-president in the Black Chicago History Forum. Advisory Board of the A. Philip Randolph Pullman Porters Museum. Faculty Advisory Council of the Black Metropolis Research Consortium Labor and Working Class History Association (LAWCHA), Executive Board (2009-2012).

Previous Service to ASALH: Executive Council (2012-2015, 2017); Vice President for Programs (2017-2020); Academic Program Committee member (2010-present); Academic

Program Committee co-chair/vice-chair (2014, 2015, 2016, 2012, 2021, 2022, 2023); National Centennial Celebration Steering Committee; Chicago Centennial Celebration co-chair; Membership Committee; Nominating Committee; National Historic Sites Committee.

What I Hope to Accomplish as an Executive Council Member of ASALH: I joined the Association as a graduate student in 1998. One of the things that piqued my interest and motivated me to join was my discovery of a copy of the Journal of African History in the university library. At that stage in my career, the Journal exposed me to a dynamic community of African American scholars, that I really did not see in Iowa, provided me with the inspiration to complete my own research and helped me to become an active participant in the field. In retrospect, I believe my experience may not be all that different from other ASALH members. For the past several years, I have had the great opportunity to participate in a number of discussions regarding the direction of ASALH and how the organization has and will change to meet the changing economic and programmatic landscape. One way to do this is to make our annual meeting a venue where existing and emerging black studies groups to convene their meetings and encourage their members to participate in ASALH. We were successful when we did this in Indianapolis, we have been successful when we did this with the Association of Black Women Historians, and I am confident we can do the same with other groups. Over the years we have noticed a trend that young scholars have increasingly expressed that there is no space for them in the Association. It's critical that we make concerted efforts to provide the space, resources, and opportunities to build their careers, find mentors, and learn the organization well enough so that one day they can take leadership roles. Our conversations and understanding of voices of young scholars have to change. as a result, the way by which we put on our programs must reflect these new scholarly trends. The economic and racial realities that confront ASALH present a number of challenges. One way to address is to return to the "big tent" rhetoric of our centennial and build stronger connections to organization with similar missions. Looking back, I think that we largely accomplished this. Our previous conventions have been some of the largest in recent history. But, as new organizations are founded and look to convene their own conferences and universities are increasingly cutting back on travel funding for our members in academic institutions, instead of a big tent we may find ourselves in a stiff competition for attendees. If elected to the Executive Council, I would like to continue to reach out to these new academic groups and continue to strengthen our existing relationships. During my service to ASALH, I worked hard to help make sure ASALH can continue to be a place where dynamic intellectual discussions are occurring. My work with ASALH TV, the Social Justice Consortium, and PBS Books have all helped ASALH create a space in a new intellectual space. If elected, I will work to make sure that we continue grow and remain the premier Black History organization.

Nominee for General Member Nominee #9



MOSES MASSENBURG

Residence: Los Angeles, CA

Email Address: bessiewoodsonyancey@gmail.com

Current Employer: Stanford University

Professional Background: I am a farmer and environmental activist. I earned a PhD in history at Michigan State University where I completed a dissertation on the history of the ASNLH. Assistant Professor at Stanford University.

Major Accomplishments: California Strategic Growth Council, Sacramento Office of the Governor Culture and History Consultant, 2021-Present. University of California, Los Angeles, Luskin School of Public Affairs, Consulting Historian on Watts, 2020-Present. R.E.A.C.H. Complex, Atlanta, Georgia. The Kindezi School, Teacher, Africana Women’s History and Black History, 2014-2016. C.T. Vivian Leadership Institute, Atlanta, Georgia, Black History Instructor, 2015-2016.

Previous Service to ASALH: Research Assistant Fall 2012- Present; Academic Program Committee Fall 2012-Present; ASALH Executive Council Student Representative Spring 2016-2023; Atlanta Branch of ASALH Founding President Fall 2014-Sept. 2016; Annual Black History Luncheon Logistics Assistant Winter 2014-Present; Bessie Woodson Yancey Branch of ASALH Spring 2019-Present; Organizing President (Compton and Watts, CA); Watts Area African American Cultural Heritage Trail Fall Historical Consultant 2020-Present.

What I Hope to Accomplish as an Executive Council Member of ASALH: I’d like to expand membership and institutional presence on the west coast and in Mexico and Canada.

Nominee for General Member Nominee #10



GREGORY MIXON

Residence: Charlotte, NC
Email Address: gmixon@uncc.edu
Current Employer: University of North Carolina at Charlotte

Professional Background: Professor of History specializing in African American History 1400-1930, United States History, Southern History, Comparative History--African Diaspora.

Major Accomplishments: I have been an ASALH member since the 1970s. I have also published two books focused on African American and Southern History: 1. *The Atlanta Riot: Race, Class, and Violence in a New South City* (2005 University Press of Florida) 2. *Show Thyself a Man: Georgia State Troops, Colored, 1865-1905* (2016 University Press of Florida). I have also served on the Academic Program Committee and currently serve on Executive Council.

Previous Service to ASALH: Member since 1978. Presented academic papers on ASALH conference panels, served as commentator for conference panels, served as moderator, planned ASALH conference panels. Served on Academic Program Committee 2006-2007, 2007-2008 2008-2009, 20012-2013, 2018-2022; Film Festival Committee 2022, Awards Committee 2022, currently serving on Executive Council on Academic Program Committee and Awards Committee. Charter member and first president of the Romare Bearden Branch

What I Hope to Accomplish as an Executive Council Member of ASALH: I'd like to expand membership and institutional presence of ASALH. Increase graduate and undergraduate student participation in ASALH, especially our annual meeting and conference. Increase professional membership and participation in the work of ASALH.

Nominee for General Member Nominee #11



DARYL MICHAEL SCOTT

Residence: Upper Marlboro, MD
Email Address: darylmichaelscott@outlook.com
Current Employer: Morgan State University

Professional Background: Historian

Major Accomplishments: Professor of History and Chair at Howard University and Morgan State University. Won 1998 James Rawley Prize for Best Book in Race Relations History. Awarded Mary McLeod Bethune Award by ASALH. Published in *JAAH*, the *Journal of American History*, and the *American Historical Review*.

Previous Service to ASALH: 35 year Lifetime Member. Created and Served as Academic Program Chair Multiple times between 2003-2010. *JAAH* Editorial Board 2003-2015. Publications Committee Chair, 2005 thru 2012. Established the ASALH Press. Edited the Black History Theme Products, 2004 thru 2013. First Vice President for Programs, serving two three year terms. Centennial President of ASALH, 2013-2015. Currently Vice-Chair of the Academic Program Committee for 2023 Annual Meeting in Jacksonville, FL.

What I Hope to Accomplish as an Executive Council Member of ASALH: Assist ASALH in navigating the assault on African American History from K thru 16, which was one of our founding missions. Assist ASALH in pursuing new publication opportunities to better serve the scholarly community. Assist ASALH in preparing for the 100th Anniversary of the establishment of Negro History Week, now Black History Month.

Nominee for General Member Nominee #12



GLADYS GARY VAUGHN

Residence: Cabin John, MD

Email Address: mychinadoll@comcast.net

Current Employer: United States Department of Agriculture (USDA), Office of the Assistant Secretary for Civil Rights, Washington, DC

Professional Background: Public Service at USDA: Chief, Training and Cultural Transformation programs for the Office of the Assistant Secretary for Civil Rights, Director, Office of Outreach, and National Program Leader for Human Sciences Research; co-author of five national award-winning critical issues curricular; author or co-author of grants generating more than \$12 million for programs designed to improve well-being of children, families and communities; Associate Professor, Family and Consumer Sciences, North Carolina Central University.

Major Accomplishments: Creating a leadership institute for women of African descent aged 21-45 to encourage them to aspire to leadership positions in their communities, civic, social and professional organizations and faith congregations; helping to found a national organization to recover and record the contributions of black women in family and consumer sciences; serving as National President of The Links, Inc.; and service to the International Board of Directors of Habitat for Humanity, The Black Women's Agenda, and Delta Sigma Theta Sorority. Co-author of two books that help close critical gaps in the history of accomplishments of Black women and Black women's organizations.

Previous Service to ASALH: Member, Executive Council; Creator of Black History Month Festival; Chair of the Development Committee; Co-Chair and member, Black History Month Luncheon Leadership Team; Contributor, Centennial Campaign; Assisted with implementation and marketing of the ASALH Legacy Award.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue critical work examining ASALH's fund development structure in building a sustainable fund development program and office that addresses current and long-term operational and programming needs; engage members in building ASALH's capacity to reach new audiences; enhance ASALH's operations, governance and communications to build better/sustaining bridges to the public; help foster accurate understanding about the contributions of peoples of

African descent in building the United States and the world; and create and secure funding for a long-term academic program that produces the next generation of scholars trained to research, record and disseminate the history of peoples of African descent.

Nominee for General Member Nominee #13



DAVID MATHEW WALTON

Residence: Cullowhee, NC
Email Address: dwalton@wcu.edu
Current Employer: Western Carolina University

Professional Background: August 2020 - Present: Director of Global Black Studies and Assistant Professor of History, Western Carolina University. August 2017 - August 2020: Assistant Professor – Department of History, University of North Carolina at Pembroke.

Major Accomplishments: Created a Black Studies minor at UNC- Pembroke and Western Carolina University. 2019 National Council for Black Studies Ida B. Wells and Cheikh Anta Diop Award for “Outstanding Leadership and Promotion of Africana Studies”. 2016-2017 King Chavez Parks Future Faculty Fellowship - \$35,000.00. 2015-2016 TIAA-CREF Ruth Simms Hamilton Graduate Merit Fellowship for Diaspora Studies – \$34,000.00. 2015 Kappa Alpha Psi Fraternity, Inc. William L. Crump History Award for the essay “Freedom Yes, Apartheid No: Kappa Alpha Psi and the Anti-apartheid Lobby”. 2014 MSU History Department - Irene Steindler Endowment in History Award.

Previous Service to ASALH: Life Member. Charter member of the Romare Bearden Branch. Former Atlanta Branch member. Chaired many panels and presented research on many panels for over a decade of ASALH conferences. January 2021 – Present: Executive Council Member. Former Publications Committee Co-Chair. Former Awards Committee Member. Current Nominating Committee Chair.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue to develop quality programming for ASALH-TV. Continue to ensure fair and transparent ASALH elections. Recruit and support more undergraduate and graduate student participation and membership. Garner more involvement and support from NPHC organizations.

Nominee for General Member Nominee #14



AUGUSTUS C. WOOD

Residence: Champaign, Illinois

Email Address: woodiii2@illinois.edu

Current Employer: University of Illinois at Urbana-Champaign

Professional Background: Postdoctoral Associate, 2020-2022, University of Illinois at Urbana-Champaign. Assistant Professor, School of Labor and Employment Relations, University of Illinois at Urbana-Champaign.

Major Accomplishments: Guest Editor, Special Issue of *Labor Studies Journal*, "More Expendable Than Essential: Black Workers' Rights and Racial Class Struggles Under the COVID Crisis," December 2022.-First edition of *Labor Studies Journal* to focus solely on Black workers. Author, "Toward a Theory of Super-Exploitation: The Subproletariat, Harold "Hal" Baron, and the Crisis of the Political Economy of Black Labor," *Labor Studies Journal*, December 2022. Author, "Class Warfare in Black Atlanta: African American Grassroots Struggles, Power, and Repression Under Gentrification, 1966-2022," Forthcoming Book with UNC Press.

Previous Service to ASALH: 2015-2016 Academic Program Committee Member.

Papers Presented/Panels Organized -

Augustus Wood, "Politically Oriented, Liberation Minded: Black Student Power and Social Movement Organizing at the University of Illinois." Association for the Study of African American Life and History, Indianapolis, October 2018.

Augustus Wood, "History and Culture of Black Atlanta," The Association for the Study of African-American Life and History, Cincinnati, Ohio, September 2017.

Augustus Wood, "Black Space as Commodity: The Political Economy of Race, Class, and Space in Atlanta, 1970-2010," Association for the Study of African-American Life and History, Indianapolis, Indiana, October 2018.

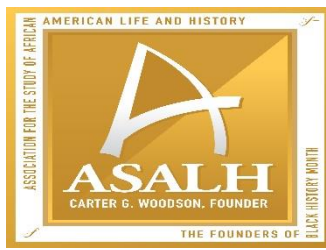
Augustus Wood, "The Logic of Black Labor Social Movements: Black Power and Labor in Atlanta, 1970-1973," Association for the Study of African American Life and History, Cincinnati, Ohio, September 2017.

Augustus Wood, "The Stakes of Community in Black Urban History: Revisiting Sundiata Keita Cha-Jua's America's First Black Town: Brooklyn, Illinois, 1830-1915," Association for the Study of African American Life and History, Cincinnati, Ohio, September 2017.

What I Hope to Accomplish as an Executive Council Member of ASALH: My goal is to help ASALH grow in membership and participation by Black scholars. I hope to work with other council members to create a 2-3 year plan of organizing scholars as well as others into an active role in ASALH. I am eager to learn more about the different systems and processes in the ASALH Executive Council so as to build a consistent plan for strengthening the organization over time. MY specialty is strategy.

Exhibit 10.

6.29.2023 Executive Council Meeting Minutes



EXECUTIVE COUNCIL MEETING MINUTES

June 29, 2023

Zoom

The Executive Council meeting was held, via Zoom, on Thursday, June 29, 2023, at 7:00 pm (EST). W. Marvin Dulaney, President of ASALH called the meeting to order at 7:07 pm and presided.

Attendees: W. Marvin Dulaney, Aaisha Haykal, Ida Jones, Susan Simms Marsh, Valerie Holt, Jeff Banks, Gloria Browne-Marshall, Omar Eaton-Martinez, Jarvis Givens, Sundiata Cha-Jua, Deidra Foreman, Lopez Matthews, Zebulon Miletsky, Gregory Mixon Kenvi Phillips, Anita Shepherd, Gladys Gary Vaughn, David Walton, and Tara White.

The above constituting a majority and quorum of the Executive Council necessary for the transaction of business.

The President highlighted the following: 1) the importance of getting people to register for the conference and travel to Jacksonville; 2) ASALH is losing office space; and 3) the recent affirmative action court decisions.

ADOPTION OF THE AGENDA

The agenda was revised to remove the auditor presentation and replace W. Marvin Dulaney with Jeff Banks for the Development Committee report.

Motion: It was moved by Sundiata Cha-Jua and seconded to adopt the revised agenda. **The motion passed.**

MINUTES

Motion: It was moved by Susan Simms Marsh and seconded to approve the June 22, 2023, Executive Council meeting. **The motion passed.**

Motion: It was moved by Susan Simms Marsh and seconded to approve the June 22, 2023, Executive Council Executive Session minutes. **The motion passed.**

TREASURER REPORT

WRITTEN REPORT

The Treasurer presented a written report and reviewed the May financials. The report is attached to the minutes and there were no recommendations.

Motion: It was moved by Valerie Holt and seconded to accept the May financial report. **The motion passed.**

Motion: It was moved by Valerie Holt and seconded to accept the April financial report. **The motion passed.**

ASALH TV

WRITTEN REPORT

Lopez Matthews presented ASALH TV, and the written reports is attached to the minutes.

Motion: It was moved by Lopez Matthews and seconded to accept the report. **The motion passed.**

VIRTUAL BLACK HISTORY FESTIVAL COMMITTEE REPORT WRITTEN REPORT

Lopez Matthews presented the Virtual Black History Festival Committee report, and the written report is attached to the minutes.

Motion: It was moved by Lopez Matthews and seconded to accept the report. **The motion passed.**

BLACK HISTORY LUNCHEON COMMITTEE REPORT WRITTEN REPORT

Vice President for Programs presented the Black History Luncheon Committee report, and the written report is attached to the minutes. The luncheon will be held on February 24, 2024, at the Westin Hotel, formerly the Renaissance Hotel.

Motion: It was moved by Aaisha Haykal to accept the committee's report. **The motion passed.**

DEVELOPMENT COMMITTEE REPORT

Jeff Banks presented the report. As of Tuesday, approximately \$104,000 in sponsorships has been raised for the conference, thanks, in large part to the Executive Director and ASALH staff. Rodney Hurst committed to raising funds for the conference. All Executive Council members are encouraged to assist the Development Committee in increasing sponsorships for the conference.

Motion: It was moved by Jeff Banks to accept the Development Committee report. **The motion passed.**

CARTER G WOODSON

WRITTEN REPORT

Vice President of Programs presented the written and the report is attached to the minutes.

Motion: It was moved by Aaisha Haykal the acceptance of the committee report. **The motion passed.**

AUDIT AND FINANCE COMMITTEE REPORT

WRITTEN REPORT

Anita Shepherd presented a written report, and the report is attached to the minutes. The 2024 Festival Luncheon budget was presented.

Motion: It was moved by Valerie Holt and seconded to accept the report. **The motion passed.**

Motion: It was moved by Anita Shepherd and seconded to approve the 2024 Festival Luncheon report. **The motion passed.**

MARKETING COMMITTEE REPORT

WRITTEN REPORT

Zebulon Miletsky presented the written report, and the report is attached to the minutes. A 90-day strategy was created to market the September conference.

The Executive Council will meet in person in Jacksonville on Wednesday, September 20, 2023, at 10:00 am.

The meeting recessed at 9:12 pm for Executive Session.

The meeting resumed at 10:37 pm.

The meeting adjourned 10:38 pm.

Prepared By

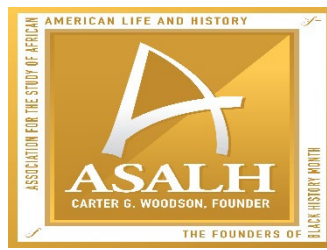
Susan Simms Marsh

Susan Simms Marsh

Secretary

Exhibit 11.

June 29, 2023 ASALH Executive Council
Executive Session Meeting Minutes Final
with Nomimating Committee
Report(231863803.1)



EXECUTIVE COUNCIL MEETING

June 29, 2023

EXECUTIVE SESSION MINUTES

Zoom

On Thursday, June 29, 2023, at 9:13 pm (EST), Marvin Delaney, President, called to order an Executive Session of the Executive Council. Present in addition to the President were the following members: Aaisha Haykal, Ida Jones, Susan Simms Marsh, Valerie Holt, Jeff Banks, Gloria Browne-Marshall, Omar Eaton-Martinez, Jarvis Givens, Sundiata Cha-Jua, Deidra Foreman, Lopez Matthews, Kenvi Phillips, Anita Shepherd, Gladys Gary Vaughn, David Walton and Tara White.

David Walton and Gladys Gary Vaughn departed the meeting.

NOMINATING COMMITTEE REPORT (WRITTEN REPORT)

Motion: It was moved by Sundiata Cha-Jua and seconded to accept the slate of nominees for ASALH Executive Council Class of 2026 in its entirety. **The motion failed.**

Motion: It was moved by Valerie Hole and seconded to accept Gregory Mixon, Gladys Gary Vaughn and David Walton as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Gladys Gary Vaughn and David Walton joined the meeting.

Motion: It was moved by Valerie Holt and seconded to accept Anthony Cade as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Valerie Holt and seconded to accept Erica McKnight as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by David Walton and seconded to accept Donna Gray-Banks as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Tara White and seconded to accept Eola Lewis Dance as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Sundiata Cha-Jua and seconded to accept Constance Diggs as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Valerie Holt and seconded to accept Karen Cook Bell as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Sundiata Cha-Jua and seconded to accept Jacob Dorman as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Gloria Browne-Marshall and seconded not to accept Natanya Duncan as a candidate for the ASALH Executive Council Class of 2026. **The motion failed.**

Motion: It was moved by Valerie Holt and seconded to accept Leslie Etienne as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Valerie Holt and seconded to accept Aisha Johnson as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Valerie Holt and seconded to accept Charles Johnson as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Jeff Banks and seconded to accept Lionel Kimble as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Sundiata Cha-Jua and seconded not to accept Moses Massenburg as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Valerie Holt and seconded not to accept Daryl Scott as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

Motion: It was moved by Sundiata Cha-Jua and seconded to accept Augustus Wood as a candidate for the ASALH Executive Council Class of 2026. **The motion passed.**

The Executive Session adjourned at 10:36 pm.

Prepared By

Susan Simms Marsh

Susan Simms Marsh
Secretary

June 22, 2023

FROM: David M. Walton, Nominating Committee Chair, ASALH, *David M. Walton*
TO: ASALH Planning Committee and Executive Council

SUBJECT: Nominating Committee Report, ASALH

PRESENTED BY DAVID WALTON:

The Nominating Committee successfully hosted two candidate informational sessions. The sessions were designed to inform the general membership of the duties and obligations of EC members, as well as a vehicle to recruit candidates for this election cycle for the ASALH EC class of 2026.

We will host two “Meet the Candidates” Forums on **July 6 and July 7, 2023, via Zoom (both 7pm-9pm EST)**. The remaining 2023 election cycle timeline (as outlined by ASALH By-Laws) is:

- a. **July 7-July 31:** Election Period – Don’t Forget to Vote!!
- b. **July 31:** (5:00pm EST) Deadline for submitting an e-ballot and postmark date for physical ballot
- c. **August 11:** Count the Ballots in Washington D.C.
- d. **September:** Election results announced

Action Items:

1.

“The Nominating Committee must host three “Roles, Responsibilities, and Commitments for Executive Council Members” informational sessions every year. The first must happen by March 31st of every year. The second at the Annual Conference. The third by December 31st of every year. In addition, ASALH will publish a document outlining the “Roles, Responsibilities, and Commitments for Executive Council Members” as well, to be updated as needed.”

2.

“The Nominating Committee must host at least one “Meet the Candidates Forums” every year. This must happen between the Executive Council’s approval of the candidates who will appear on the ballot and the opening of voting every year. The amount of “Meet the

Candidates Forums” will be determined as needed, i.e., if there are 20 candidates, the forum can be split into two separate dates.”

PRESENTED BY ERIC JACKSON & DENISE ROLARK BARNES:

List of Nominees for the ASALH EC class of 2026:

Corporate:

1. Anthony J Cade II
2. Erica McKnight
3. Donna Gray-Banks

Student:

1. Eola Lewis Dance

General:

1. Karen Cook Bell
2. Constance L Diggs
3. Jacob S. Dorman
4. Natanya Duncan
5. Leslie K Etienne
6. Aisha Johnson
7. Charles D. Johnson
8. Lionel Kimble
9. Moses Massenburg
10. Gregory Mixon
11. Daryl Michael Scott
12. Gladys Gary Vaughn
13. David Mathew Walton
14. Augustus Wood

NOMINATIONS—CLASS OF 2026 ASALH EXECUTIVE COUNCIL

The Nominating Committee of the Association for the Study of African American Life and History (ASALH) presents the roster of candidates for the Executive Council, class of 2026. The Executive Council and the Executive Officers set the policy direction for ASALH and are responsible for carrying out the mission of the organization and ensuring its fiscal soundness. Executive Council members serve three-year terms.

CORPORATE MEMBERS

From this group, you may select two (2) candidates. Three names are listed.

Nominee for Corporate Member #1



ANTHONY CADE II

Residence: Maryland
Email Address: americanhistorianllc@gmail.com
Current Employer: United States Air Force

Professional Background: I am a retired United States Marine and Military Historian with the federal government. I research and write on the African American experience during the American Civil War, and I work to bring more People of Color into academia and history in my spare time.

Major Accomplishments: Excellent Student Paper Award, 19th Century Press Symposium. Shirley H. and Robert L. Richards Award, Elizabeth Heckman Fellowship, inducted into the Edward Boutchet Society, finished my dissertation within four years, and I served honorably in the Marine Corps.

Previous Service to ASALH: Presented papers and chaired panels for ASALH.

What I Hope to Accomplish as an Executive Council Member of ASALH: I hope to use my leadership skills to further ASALH's mission to research and disseminate African American history. I think my position with the federal government allows me to connect and negotiate with people from various backgrounds, and I plan to use my background and leadership ability to buoy ASALH into the future.

Nominee for Corporate Member #2



DONNA GRAY-BANKS

Residence: Palm Coast, FL

Email Address: freshbookfestivals@gmail.com

Current Employer: Midtown Community Development Corporation, Inc.

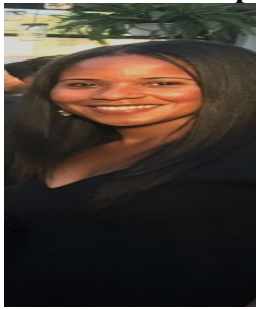
Professional Background: CEO Midtown Community Development Corporation, Inc. (MCDC) www.midtowncdc.org. CEO F.R.E.S.H. Book Festivals (F.R.E.S.H.) www.freshbookfestivals.net. 30-Year Notary Public. Author. Former Community Resource Coordinator for the City of DeLand and the City of New Smyrna Beach

Major Accomplishments: Built one of the largest melanated Book Festivals in the State of Florida. Assisted in establishing a Black History Banner Program in the City of Daytona Beach. Assisted in the development of the first affordable housing development in New Smyrna Beach in 50 years. Currently working with MCDC board to build 200-unit senior housing development

Previous Service to ASALH:

What I Hope to Accomplish as an Executive Council Member of ASALH: Because of the known reading scores for children across the country, I want to be an advocate for celebrating literacy in its many forms. To spread the current program MCDC initiated - "Reading Rangers" across the country. This program puts Reading Rangers in each school to assist teachers with reading comprehension and development. And, to be laser-focused during the summer months on reading comprehension. To obtain as many books that have been banned and place them into Churches and assist with developing mini-libraries.

Nominee for Corporate Member #3



ERICA MCKNIGHT

Residence: Washington, DC

Email Address: elmcknight@gmail.com

Current Employer: The David & Lucile Packard Foundation

Professional Background: I am an experienced nonprofit attorney having served as legal counsel to a private foundation, presidential foundation, professional membership association, and multiple higher education institutions. Currently, I serve as Associate General Counsel for The David & Lucile Packard Foundation, an \$8 billion private foundation based in the Bay Area of California. In my current role, I advise the organization on compliance with IRS regulations impacting 501(c)(3) nonprofit organizations, grantmaking compliance, employment issues, and other transactional matters. Previously, I served as the first African-American attorney for the Obama Foundation. I also worked as a civil rights enforcement attorney with the Office for Civil Rights at the U.S. Department of Education. I am passionate about social justice and have spent my career both as an attorney and program manager in the nonprofit sector.

In addition to my professional work as an attorney, I also currently serve as a member of the Board of Directors for Partnerships for Trauma Recovery, a nonprofit organization that provides holistic care and mental health services to survivors of international human rights abuses. In this work, I serve on the Board's Governance Committee where we advise the Executive Director on key strategic matters for the organization, review organizational budgets, and provide guidance on other matters as needed. I also currently serve as a member of the PTR Board's subcommittee leading the search process for a new Executive Director as the current leader plans her transition.

On a personal note, I am a fourth generation Washingtonian and proud graduate of Spelman College. I was raised with a deep respect and appreciation for the contributions our elders and ancestors made both locally in Washington, D.C. and across this country. I would bring the values developed from my personal background and the experiences, skills, and knowledge of nonprofit legal and governance issues gained from my professional experiences to support ASALH's important mission.

Major Accomplishments: First African-American attorney to serve as counsel for the Obama Foundation following President Obama's historic presidency. As a law student, received the NAACP Legal Defense Fund (LDF) Earl Warren Civil Rights Training Scholarship. As a graduate student studying public policy, co-founded the Black Policy Conference at Harvard Kennedy School.

Previous Service to ASALH: I recently joined ASALH in February this year.

What I Hope to Accomplish as an Executive Council Member of ASALH: I am excited to bring my knowledge of nonprofit law, strategic planning, governance, and the philanthropic sector to support ASALH's growth in the coming years. I hope to bring my skills, experience, network, and deep interest in Black history to serve on ASALH's Executive Council where I hope to contribute to the organization's strategic growth during a pivotal time where Black history and civil rights are under increasing attack.

STUDENT MEMBERS

From this group, you may select one (1) candidate. One name is listed.

Nominee for Student Member #1



EOLA LEWIS DANCE

Residence: Newport News, VA

Email Address: eolal.dance@gmail.com

Current Employer: Black Lunch Table and Howard University Doctoral Student

Professional Background: Currently a doctoral student, my professional training includes ethnohistory with more than 20 years of experience emphasizing research, documentation, interpretation, education, supervision, preservation, collections management, conservation, and mentoring. Expert knowledge of American history and development of programs and exhibits relevant to communities today, especially underrepresented communities to include Native Americans, African Americans, Black women, LGBTQ, and global communities with shared interests. Solid foundation in researching and communicating topics significance to African American women with emphasis on the African Diaspora, Colonial Era, Women's History, the African American experience, the American Civil War, the Underground Railroad, the Great Depression, and Civil Rights movements. Expert skills utilized in partnerships, community engagement, ethnographic inquiry, interpretation, youth engagement, and planning: vision, strategic, and succession. Demonstrated leadership ability and capable representative for private and public forums addressing sensitive issues including legislative affairs and media relations.

Major Accomplishments: I currently serve as the executive director of a non-profit in the arts and social justice, I am a doctoral candidate in history at Howard University studying Public History, the African Diaspora and US history. My academic pursuits and career have focus on

American Slavery, African origins, and descendant engagement. This work led to the opportunity to visit Luanda, Angola and foster partnerships in the arts, engineering, and cultural tourism. My commitment to training future stewards of historic sites and collections resulted in recognition from the Greening Youth Foundation as a 2021 Trail Blazer recipient. Additionally, I have served as the president of the Howard University History Student Government Association.

Previous Service to ASALH: Since 2008 I have been a member of ASALH nationally and/or locally, my engagement has centered around research and interpretation and training the next generation of museum professionals. During the centennial year (2015) I became a life member of ASALH and have off and on been a member of the Hampton Roads Chapter.

What I Hope to Accomplish as an Executive Council Member of ASALH: As an executive board member I look forward to the opportunity to share my knowledge, skills, and abilities related to research, archives, descendant engagement, strategic thinking/planning, and professional development. I am especially interested in preparing young professionals for careers, I am committed to engaging associated groups in the documentation and authoring of history, and I am especially interested in strategic action as the country approaches the America 250th. I would like to support ASALH in leading the country in articulating the experiences and relevance of Black experiences and contributions to the making of America.

GENERAL MEMBERS

From this group, you may select up to seven (7) candidates. Fourteen names are listed.

Nominee for General Member Nominee #1



KAREN COOK BELL

Residence: Bowie, MD
Email Address: karencookbell@gmail.com
Current Employer: Bowie State University

Professional Background: I have 25 years' experience in higher education and public history as a professor, administrator, and archivist at the National Archives. My areas of specialization include slavery, the Civil War and Reconstruction, and women's history. I am currently Chairperson of the Department of History and Government at Bowie State University in Bowie, Maryland, and a member of Iota Gamma Omega Chapter of Alpha Kappa Alpha Sorority, Inc.

Major Accomplishments: I am Professor of History and the University System of Maryland Wilson H. Elkins Endowed Professor. I am Founding Director of the Du Bois Center for the Study of the Black Experience at Bowie State University. My scholarship has appeared in the *Journal of African American History*; *Journal of Women's History*; *Georgia Historical Quarterly*; *Passport*; *U.S. West-Africa: Interaction and Relations* (2008); *Before Obama: A Reappraisal of Black Reconstruction Era Politicians* (2012); *Converging Identities: Blackness in the Contemporary Diaspora* (2013); and *Slavery and Freedom in Savannah* (2014). I have published *Claiming Freedom: Race, Kinship, and Land in Nineteenth Century Georgia* (University of South Carolina Press, 2018), which won the Georgia Board of Regents Excellence in Research Award. My current book, *Running from Bondage: Enslaved Women and Their Remarkable Fight for Freedom in Revolutionary America*, is published with Cambridge University Press and was a finalist for the Pauli Murray Book Prize for Best Book in African American Intellectual History; Honorable Mention for the Letitia Woods Brown Book Prize; and winner of the Afro-American Historical and Genealogical Society International Book Award. I am editor of *Southern Black Women's Struggle for Freedom during the Civil War and Reconstruction* which is under contract with Cambridge University Press and Co-editor of the Broadview Edition of *Twelve Years a Slave*. My writings have also appeared in the *Washington Post* and *Ms. Magazine*. I am a contributor for *Black Perspectives*, the blog of the African American Intellectual History Society and a former AAUW Dissertation Fellow.

Previous Service to ASALH: I am a member of the ASALH Prince George's County, Maryland Truth Branch. I was elected to the Executive Council in 2013. I have volunteered to chair sessions at ASALH, organize panels, and presented at ASALH over the past twenty years.

What I Hope to Accomplish as an Executive Council Member of ASALH: As a member of the Executive Council Class of 2026, I will work diligently with the ASALH leadership to promote the study of Black History at all education levels in fulfillment of the mission that Dr. Carter G. Woodson established for ASALH. As was the case in Dr. Woodson's lifetime, the battlefield for teaching Black History is once again in the K-12 classrooms across the nation. I will work to enhance innovative programming such as ASALH TV and ASALH Podcasts and contribute to the development of educational resources.

Nominee for General Member Nominee #2



CONSTANCE L. DIGGS

Residence: Bronx, NY

Email Address: constancediggs@gmail.com

Current Employer: Alliance Theological Seminary at Alliance University

Professional Background: Dedicated and enthusiastic professional with over 30 years experience as a writer, educator, and nonprofit manager. Culture historian with a focus in Africana Studies and Religion. Consistently receiving outstanding feedback for communications workshops and college level American Civics, African American History, Black Church History and Spiritual Formation courses. Proven expertise in establishing systems and resources for nonprofit organizations, and accreditation management and compliance for university and seminary educational institutions. Skilled academic advisor to graduate and undergraduate students building trust with students from a variety of backgrounds, including first generation college students. Possess strong written and verbal communication skills and ability to collaborate on projects.

Major Accomplishments:

Previous Service to ASALH: Formerly VP Manhattan Branch, Current member of Public Commentary Committee.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue to serve as a resource in building the ASALH Brand and support the strengthen and increase corporate and academic alliances with a focus on developing the K-12 market.

Nominee for General Member Nominee #3



JACOB S. DORMAN

Residence: Reno, NV
Email Address: jdorman@unr.edu
Current Employer: The University of Nevada, Reno

Professional Background: AB summa cum laude Stanford University 1996, History, (specializing in African and African American History). PhD UCLA 2004, US (African American) history, advisor: Brenda Stevenson. Assistant and Associate Professor, History and American Studies, The University of Kansas 2007-2017. Associate Professor, History, The University of Nevada, Reno, 2018-present.

Major Accomplishments: Author of 11 journal articles and two scholarly books, winner of five book awards including the AHA/ASALH Wesley Logan Prize. Recent publication in current

issue of the Journal of African American History. *The Princess and the Prophet: The Secret History of Magic, Race, and Moorish Muslims in America* (Boston: Beacon Press, March 3, 2020). Winner, Illinois Historical Society Book Award. “a prodigious feat of detective work and archival magic. A spectacular book in so many ways.” —Robin D. G. Kelley, UCLA. *Chosen People: The Rise of American Black Israelite Religions* (New York: Oxford University Press, 2013) Winner of the Wesley-Logan Prize for African diaspora history from the American Historical Association; the Albert J. Raboteau Prize in Africana religions, and the Byron Caldwell Smith Book Award. An American Library Association Choice Outstanding Academic Title for 2013. "A masterful (even paradigm-shifting) book on Black Judaism, a genuine tour de force...an engaging and thoughtful read." --John L. Jackson, Jr., Penn

Previous Service to ASALH: I have served on the Program committee for two years.

What I Hope to Accomplish as an Executive Council Member of ASALH: I would like to do more to advertise ASALH to scholars and recruit them to give papers and chair panels by actively identifying scholars and making a concerted effort to bring them into the fold. I would also like to reach out to scholars who go to AAIHS but not to ASALH. I would also like to help organize and recruit new branches, especially in the West where there are not as many. Finally, I would like to help plan an ASALH meeting on the West Coast, perhaps in the Bay Area or LA, places with Black communities and long and important African American histories. That also would be a way to get more geographic diversity into the organization.

Nominee for General Member Nominee #4



NATANYA DUNCAN

Residence: Flushing, New York
Email Address: garveyite@hotmail.com
Current Employer: Queens College

Professional Background: Natanya Duncan is the Director of Africana Studies at Queens College City University of New York and an Associate Professor of History. A historian of the African Diaspora, her research and teaching focuses on global freedom movements of the 20th and 21st Century. Duncan’s research interest includes constructions of identity and nation building amongst women of color; migrations; color and class in Diasporic communities; and the engagements of intellectuals throughout the African Diaspora. Her forthcoming University of Illinois Press book, *An Efficient Womanhood: Women and the Making of the Universal Negro Improvement Association*, focuses on the distinct activist strategies in-acted by women in the Universal Negro Improvement Association (UNIA), which Duncan calls an efficient

womanhood. Following the ways women in the UNIA scripted their own understanding of Pan Africanism, Black Nationalism and constructions of Diasporic Blackness, the work traces the blending of nationalist and gendered concerns amongst known and lesser known Garveyite women.

Major Accomplishments: Duncan’s publications include works that explore the leadership models of UNIA women and include “Now in Charge of the American Field”: Maymie De Mena and Charting the UNIA’s New Course” in *Journal of Liberty Hall* (Vol. 3 2017); "Henrietta Vinton Davis: The Lady of the Race" in *Journal of New York History* (Fall 2014 Vol 95 No. 4); “Laura Kofey and the Reverse Atlantic Experience” in *The American South and the Atlantic World* (University of Florida Press, 2013). Most recently she co-edited a special volume of *Caribbean Women and Gender Studies Journal*, “Gender and Anti-colonialism in the Interwar Caribbean” published December 2018.

Previous Service to ASALH: Natanya Duncan has served on the Executive Council of ASALH for over a decade. She led the team to pivot and manage ASALH's 2020 virtual conference. She has served on the ASALH Governance Committee and ASALH Nominations Committee. She was part of the team to create the Dr. Felix Armfield Series for Emerging Scholars at the ASALH Annual Conference. This series of sessions increased ASALH's outreach to young scholars by connecting them with senior scholars for advice and support.

What I Hope to Accomplish as an Executive Council Member of ASALH: As an Executive Council Member, Duncan will work to build programming to support emerging scholars and build the ASALH brand. She will also dedicate herself to ensuring ASALH is on sound financial footing.

Nominee for General Member Nominee #5



LESLIE K. ETIENNE

Residence: Indianapolis, Indiana

Email Address: lketienn@iu.edu

Current Employer: Indiana University-Purdue, Indianapolis (IUPUI) School of Liberal Arts

Professional Background: Assistant Professor of Africana Studies, Director of Africana Studies Program, Founding Executive Director of the Center for Africana Studies and Culture at IUPUI, Adjunct Assistant Professor of American Studies IUPUI, IUPUI School of Education/Center for Africana Studies and Culture Children Defense Fund Freedom School Site.

Major Accomplishments: Charles R. Bantz Chancellor's Community Fellowship Award 2021, Advocate of the Dream 2021 & 2023 IUPUI Black Student Union, Indianapolis Urban League

African American Quality of Life Grantee, Digital Gardener Faculty Fellow Indiana University Digital Gardener Initiative Indiana University Mosaic Active Learning Initiative Fellow, IUPUI Arts and Humanities Institute Fellow State of Indiana Cultural Competency and Ethnic Studies in Education Committee.

Previous Service to ASALH: Vice President of Membership Joseph Taylor Branch (Indianapolis) 2019-2023, Charter Member of Joseph Taylor Branch, Indianapolis ASALH Convention Local Events Committee Member 2017, Presenter and Panel Chair ASALH Conventions 2017, 2018, 2022.

What I Hope to Accomplish as an Executive Council Member of ASALH: Dr. Etienne will assist with ways to increase collegiate and community participation in ASALH. His energy and multiple levels of expertise will be an asset to ASALH.

Nominee for General Member Nominee #6



AISHA JOHNSON

Residence: Smyrna, GA
Email Address: aishajohnsonphd@gmail.com
Current Employer: Georgia Institute of Technology

Professional Background: Dr. Aisha Johnson (she/her), Associate Dean for Academic Affairs and Outreach at Georgia Institute of Technology Library is a revelator of Southern library history. Formerly an Assistant Professor/MLS Program Director for the School of Library and Information Sciences at North Carolina Central University, she is committed to archival research, the production of minority librarians and archivists for cultural preservation, and redefining the scholar. Johnson stands on a soapbox for unveiling the history of underrepresented communities. She has focused much of her research on the development of literacy in the African American community and philanthropic efforts to develop public libraries in the South. Her advocacy for librarianship and archives is not only conveyed in her research, but also her professional career. She is well-versed in archival research, instruction, program administration, assessment, and evaluation as well as curriculum development to produce practical professionals. With such a dedication to the field, Dr. Johnson encourages redefining the scholar by introducing primary source research with emphasis on synthesis and encouraging scholar practitioners.

Major Accomplishments: I have earned four degrees including a Master's in Library and Information Sciences (Florida State) and a Master's in Business Administration (Clark Atlanta) as well as a PhD in Information Studies (Florida State). An experienced scholar and professional, I have made advocacy and outreach for the underserved my platform for social justice in libraries and education. Historical scholarship is the foundation. As a result of the impact, I was dubbed the 2020 Distinguished Alumni of Florida State University's College of Communication and Information, School of Information. In 2021, the Association for the Study of African American Life and History recognized her work and impact with the Freedom Scholar Award.

Previous Service to ASALH: While I have presented at ASALH and have had the absolute honor of recognition, I have not been able to serve the organization in an official capacity.

What I Hope to Accomplish as an Executive Council Member of ASALH: Assist in budget management, community building, educational program planning, and conducting outreach activities.

Nominee for General Member Nominee #7



CHARLES D. JOHNSON

Residence: Durham, NC
Email Address: cjohns63@nccu.edu
Current Employer: North Carolina Central University

Professional Background: Assistant Professor and Director of the Public History Program at North Carolina Central University.

Major Accomplishments: Recent - "Formation of African Diaspora Studies: Joseph E. Harris and the Howard Model," Keynote Address, Conference on African American and African Diasporic Cultures and Experiences Conference (CACE), University of North Carolina Greensboro, February 2023. Elected by my professional peers to the National Board of Directors, National Council of Public Historians (NCPH), 2023-2026. Book, *More Than Just a Game: Football Rivalry Between NCAT and NCCU* (August 2023 - Arcadia), coauthored with Arwin Smallwood. Lead Historian, "American Voices Against Apartheid", an international exhibition being installed in the Apartheid Museum in Johannesburg, SA, in April 2023, and in the Kennedy Center in Washington, DC, and the Reginald Lewis Museum in Baltimore in Fall 2023 and Spring 2024 respectively. PI for \$148,000 for American Council of Learned Societies

(ACLS) Digital Extension Grant, "Expanding the Digital Library on American Slavery Through Local Community-Engaged Digital Humanities Research," 2022-2024.

Previous Service to ASALH: I was the Chair of the Digital Humanities and Public History Committee for the Annual Meeting and Conference in the Fall of 2022. In that capacity, I led the development of our workshops and sessions. For several years, I have promoted student participation by organizing panels for graduate and undergraduate students at ASALH including my own.

What I Hope to Accomplish as an Executive Council Member of ASALH: Increase graduate and undergraduate student participation in ASALH, especially our annual meeting and conference. Increase professional membership and participation in the work of ASALH. Promote the Digital Humanities and Public History, especially in the African Diaspora.

Nominee for General Member Nominee #8



LIONEL KIMBLE

Residence: Chicago, IL

Email Address: lkimble@csu.edu

Current Employer: Chicago State University and The Chicago Urban League

Professional Background: Associate Professor of History and Africana Studies. Vice President and Executive Director of the Research and Policy Center of the Chicago Urban League.

Major Accomplishments: Publication Record - "'The only to get what's coming to us': African American Coalition Building and Veterans' Rights in Post-World War II Chicago," *Journal of Illinois History* (Spring, 2009). *A New Deal for Bronzeville: Housing, Employment, and Civil Rights in Chicago, 1935-1955* (Southern Illinois University Press, 2015). 'I Too Serve America: African American Women War Workers in Chicago, 1940-1945,' *Journal of Illinois State Historical Society* (Winter 2000/2001). Professional Service - Lead Historian for the Illinois Freedom Project funded by the National Park Service Advisory Council for the Franklin Roosevelt Presidential Library and Museum Exhibit on the Roosevelt's and Race. Vice-president in the Black Chicago History Forum. Advisory Board of the A. Philip Randolph Pullman Porters Museum. Faculty Advisory Council of the Black Metropolis Research Consortium Labor and Working Class History Association (LAWCHA), Executive Board (2009-2012).

Previous Service to ASALH: Executive Council (2012-2015, 2017); Vice President for Programs (2017-2020); Academic Program Committee member (2010-present); Academic

Program Committee co-chair/vice-chair (2014, 2015, 2016, 2012, 2021, 2022, 2023); National Centennial Celebration Steering Committee; Chicago Centennial Celebration co-chair; Membership Committee; Nominating Committee; National Historic Sites Committee.

What I Hope to Accomplish as an Executive Council Member of ASALH: I joined the Association as a graduate student in 1998. One of the things that piqued my interest and motivated me to join was my discovery of a copy of the Journal of African History in the university library. At that stage in my career, the Journal exposed me to a dynamic community of African American scholars, that I really did not see in Iowa, provided me with the inspiration to complete my own research and helped me to become an active participant in the field. In retrospect, I believe my experience may not be all that different from other ASALH members. For the past several years, I have had the great opportunity to participate in a number of discussions regarding the direction of ASALH and how the organization has and will change to meet the changing economic and programmatic landscape. One way to do this is to make our annual meeting a venue where existing and emerging black studies groups to convene their meetings and encourage their members to participate in ASALH. We were successful when we did this in Indianapolis, we have been successful when we did this with the Association of Black Women Historians, and I am confident we can do the same with other groups. Over the years we have noticed a trend that young scholars have increasingly expressed that there is no space for them in the Association. It's critical that we make concerted efforts to provide the space, resources, and opportunities to build their careers, find mentors, and learn the organization well enough so that one day they can take leadership roles. Our conversations and understanding of voices of young scholars have to change. as a result, the way by which we put on our programs must reflect these new scholarly trends. The economic and racial realities that confront ASALH present a number of challenges. One way to address is to return to the "big tent" rhetoric of our centennial and build stronger connections to organization with similar missions. Looking back, I think that we largely accomplished this. Our previous conventions have been some of the largest in recent history. But, as new organizations are founded and look to convene their own conferences and universities are increasingly cutting back on travel funding for our members in academic institutions, instead of a big tent we may find ourselves in a stiff competition for attendees. If elected to the Executive Council, I would like to continue to reach out to these new academic groups and continue to strengthen our existing relationships. During my service to ASALH, I worked hard to help make sure ASALH can continue to be a place where dynamic intellectual discussions are occurring. My work with ASALH TV, the Social Justice Consortium, and PBS Books have all helped ASALH create a space in a new intellectual space. If elected, I will work to make sure that we continue grow and remain the premier Black History organization.

Nominee for General Member Nominee #9



MOSES MASSENBURG

Residence: Los Angeles, CA

Email Address: bessiewoodsonyancey@gmail.com

Current Employer: Stanford University

Professional Background: I am a farmer and environmental activist. I earned a PhD in history at Michigan State University where I completed a dissertation on the history of the ASNLH. Assistant Professor at Stanford University.

Major Accomplishments: California Strategic Growth Council, Sacramento Office of the Governor Culture and History Consultant, 2021-Present. University of California, Los Angeles, Luskin School of Public Affairs, Consulting Historian on Watts, 2020-Present. R.E.A.C.H. Complex, Atlanta, Georgia. The Kindezi School, Teacher, Africana Women's History and Black History, 2014-2016. C.T. Vivian Leadership Institute, Atlanta, Georgia, Black History Instructor, 2015-2016.

Previous Service to ASALH: Research Assistant Fall 2012- Present; Academic Program Committee Fall 2012-Present; ASALH Executive Council Student Representative Spring 2016-2023; Atlanta Branch of ASALH Founding President Fall 2014-Sept. 2016; Annual Black History Luncheon Logistics Assistant Winter 2014-Present; Bessie Woodson Yancey Branch of ASALH Spring 2019-Present; Organizing President (Compton and Watts, CA); Watts Area African American Cultural Heritage Trail Fall Historical Consultant 2020-Present.

What I Hope to Accomplish as an Executive Council Member of ASALH: I'd like to expand membership and institutional presence on the west coast and in Mexico and Canada.

Nominee for General Member Nominee #10



GREGORY MIXON

Residence: Charlotte, NC
Email Address: gmixon@uncc.edu
Current Employer: University of North Carolina at Charlotte

Professional Background: Professor of History specializing in African American History 1400-1930, United States History, Southern History, Comparative History--African Diaspora.

Major Accomplishments: I have been an ASALH member since the 1970s. I have also published two books focused on African American and Southern History: 1. *The Atlanta Riot: Race, Class, and Violence in a New South City* (2005 University Press of Florida) 2. *Show Thyself a Man: Georgia State Troops, Colored, 1865-1905* (2016 University Press of Florida). I have also served on the Academic Program Committee and currently serve on Executive Council.

Previous Service to ASALH: Member since 1978. Presented academic papers on ASALH conference panels, served as commentator for conference panels, served as moderator, planned ASALH conference panels. Served on Academic Program Committee 2006-2007, 2007-2008 2008-2009, 20012-2013, 2018-2022; Film Festival Committee 2022, Awards Committee 2022, currently serving on Executive Council on Academic Program Committee and Awards Committee. Charter member and first president of the Romare Bearden Branch

What I Hope to Accomplish as an Executive Council Member of ASALH: I'd like to expand membership and institutional presence of ASALH. Increase graduate and undergraduate student participation in ASALH, especially our annual meeting and conference. Increase professional membership and participation in the work of ASALH.

Nominee for General Member Nominee #11



DARYL MICHAEL SCOTT

Residence: Upper Marlboro, MD
Email Address: darylmichaelscott@outlook.com
Current Employer: Morgan State University

Professional Background: Historian

Major Accomplishments: Professor of History and Chair at Howard University and Morgan State University. Won 1998 James Rawley Prize for Best Book in Race Relations History. Awarded Mary McLeod Bethune Award by ASALH. Published in *JAAH*, the *Journal of American History*, and the *American Historical Review*.

Previous Service to ASALH: 35 year Lifetime Member. Created and Served as Academic Program Chair Multiple times between 2003-2010. *JAAH* Editorial Board 2003-2015. Publications Committee Chair, 2005 thru 2012. Established the ASALH Press. Edited the Black History Theme Products, 2004 thru 2013. First Vice President for Programs, serving two three year terms. Centennial President of ASALH, 2013-2015. Currently Vice-Chair of the Academic Program Committee for 2023 Annual Meeting in Jacksonville, FL.

What I Hope to Accomplish as an Executive Council Member of ASALH: Assist ASALH in navigating the assault on African American History from K thru 16, which was one of our founding missions. Assist ASALH in pursuing new publication opportunities to better serve the scholarly community. Assist ASALH in preparing for the 100th Anniversary of the establishment of Negro History Week, now Black History Month.

Nominee for General Member Nominee #12



GLADYS GARY VAUGHN

Residence: Cabin John, MD

Email Address: mychinadoll@comcast.net

Current Employer: United States Department of Agriculture (USDA), Office of the Assistant Secretary for Civil Rights, Washington, DC

Professional Background: Public Service at USDA: Chief, Training and Cultural Transformation programs for the Office of the Assistant Secretary for Civil Rights, Director, Office of Outreach, and National Program Leader for Human Sciences Research; co-author of five national award-winning critical issues curricular; author or co-author of grants generating more than \$12 million for programs designed to improve well-being of children, families and communities; Associate Professor, Family and Consumer Sciences, North Carolina Central University.

Major Accomplishments: Creating a leadership institute for women of African descent aged 21-45 to encourage them to aspire to leadership positions in their communities, civic, social and professional organizations and faith congregations; helping to found a national organization to recover and record the contributions of black women in family and consumer sciences; serving as National President of The Links, Inc.; and service to the International Board of Directors of Habitat for Humanity, The Black Women's Agenda, and Delta Sigma Theta Sorority. Co-author of two books that help close critical gaps in the history of accomplishments of Black women and Black women's organizations.

Previous Service to ASALH: Member, Executive Council; Creator of Black History Month Festival; Chair of the Development Committee; Co-Chair and member, Black History Month Luncheon Leadership Team; Contributor, Centennial Campaign; Assisted with implementation and marketing of the ASALH Legacy Award.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue critical work examining ASALH's fund development structure in building a sustainable fund development program and office that addresses current and long-term operational and programming needs; engage members in building ASALH's capacity to reach new audiences; enhance ASALH's operations, governance and communications to build better/sustaining bridges to the public; help foster accurate understanding about the contributions of peoples of

African descent in building the United States and the world; and create and secure funding for a long-term academic program that produces the next generation of scholars trained to research, record and disseminate the history of peoples of African descent.

Nominee for General Member Nominee #13



DAVID MATHEW WALTON

Residence: Cullowhee, NC
Email Address: dwalton@wcu.edu
Current Employer: Western Carolina University

Professional Background: August 2020 - Present: Director of Global Black Studies and Assistant Professor of History, Western Carolina University. August 2017 - August 2020: Assistant Professor – Department of History, University of North Carolina at Pembroke.

Major Accomplishments: Created a Black Studies minor at UNC- Pembroke and Western Carolina University. 2019 National Council for Black Studies Ida B. Wells and Cheikh Anta Diop Award for “Outstanding Leadership and Promotion of Africana Studies”. 2016-2017 King Chavez Parks Future Faculty Fellowship - \$35,000.00. 2015-2016 TIAA-CREF Ruth Simms Hamilton Graduate Merit Fellowship for Diaspora Studies – \$34,000.00. 2015 Kappa Alpha Psi Fraternity, Inc. William L. Crump History Award for the essay “Freedom Yes, Apartheid No: Kappa Alpha Psi and the Anti-apartheid Lobby”. 2014 MSU History Department - Irene Steindler Endowment in History Award.

Previous Service to ASALH: Life Member. Charter member of the Romare Bearden Branch. Former Atlanta Branch member. Chaired many panels and presented research on many panels for over a decade of ASALH conferences. January 2021 – Present: Executive Council Member. Former Publications Committee Co-Chair. Former Awards Committee Member. Current Nominating Committee Chair.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue to develop quality programming for ASALH-TV. Continue to ensure fair and transparent ASALH elections. Recruit and support more undergraduate and graduate student participation and membership. Garner more involvement and support from NPHC organizations.

Nominee for General Member Nominee #14



AUGUSTUS C. WOOD

Residence: Champaign, Illinois

Email Address: woodiii2@illinois.edu

Current Employer: University of Illinois at Urbana-Champaign

Professional Background: Postdoctoral Associate, 2020-2022, University of Illinois at Urbana-Champaign. Assistant Professor, School of Labor and Employment Relations, University of Illinois at Urbana-Champaign.

Major Accomplishments: Guest Editor, Special Issue of *Labor Studies Journal*, "More Expendable Than Essential: Black Workers' Rights and Racial Class Struggles Under the COVID Crisis," December 2022.-First edition of *Labor Studies Journal* to focus solely on Black workers. Author, "Toward a Theory of Super-Exploitation: The Subproletariat, Harold "Hal" Baron, and the Crisis of the Political Economy of Black Labor," *Labor Studies Journal*, December 2022. Author, "Class Warfare in Black Atlanta: African American Grassroots Struggles, Power, and Repression Under Gentrification, 1966-2022," Forthcoming Book with UNC Press.

Previous Service to ASALH: 2015-2016 Academic Program Committee Member.

Papers Presented/Panels Organized -

Augustus Wood, "Politically Oriented, Liberation Minded: Black Student Power and Social Movement Organizing at the University of Illinois." Association for the Study of African American Life and History, Indianapolis, October 2018.

Augustus Wood, "History and Culture of Black Atlanta," The Association for the Study of African-American Life and History, Cincinnati, Ohio, September 2017.

Augustus Wood, "Black Space as Commodity: The Political Economy of Race, Class, and Space in Atlanta, 1970-2010," Association for the Study of African-American Life and History, Indianapolis, Indiana, October 2018.

Augustus Wood, "The Logic of Black Labor Social Movements: Black Power and Labor in Atlanta, 1970-1973," Association for the Study of African American Life and History, Cincinnati, Ohio, September 2017.

Augustus Wood, "The Stakes of Community in Black Urban History: Revisiting Sundiata Keita Cha-Jua's America's First Black Town: Brooklyn, Illinois, 1830-1915," Association for the Study of African American Life and History, Cincinnati, Ohio, September 2017.

What I Hope to Accomplish as an Executive Council Member of ASALH: My goal is to help ASALH grow in membership and participation by Black scholars. I hope to work with other council members to create a 2-3 year plan of organizing scholars as well as others into an active role in ASALH. I am eager to learn more about the different systems and processes in the ASALH Executive Council so as to build a consistent plan for strengthening the organization over time. MY specialty is strategy.

Exhibit 12.

7.6.2023 President Memo to the

Executive Council



MEMO

DATE: 6 July 2023

TO: Members of the Executive Council

FROM: W. Marvin Dulaney, President

RE: Two Items That Need Your Attention

When the Nominations Committee Chair, David Walton, informed Dr. Daryl Scott that he had been removed from the list of candidates for election to the Executive Council, he filed an appeal with me for the Executive Council to reconsider his candidacy. As president I have no authority to overrule the actions of the Executive Council. But I have made the decision to allow Dr. Scott to present his case for reconsideration at the Candidate Forum on Friday, July 7, 2023. Please attend the Candidate Forum tomorrow evening in order to hear his presentation and argument for election to the Council.

After hearing his presentation and if the Council wants to reconsider its action, then I will call an emergency meeting to discuss and take action on his appeal.

The Planning Committee will meet on Monday, July 10 at 6:00 p.m. We will not hear or review any formal reports. Instead, we will discuss several important matters that I think the Executive Council needs to address:

1. Executive Council support for the decision to go to Jacksonville.
2. Executive Council support for the National Membership Campaign.
3. Executive Council engagement in ASALH's mission.
4. Other key issues that the Executive Council needs to address.

Exhibit 13.

7.6.2023 President Email to Secretary

Transmitting 7.6.2023 Memo to

Executive Council and Executive

Council members email



Susan Simms <asalhsecretary2022@asalh.org>

President Memo to the Executive Council-Important

5 messages

Susan Simms <asalhsecretary2022@asalh.org>

Fri, Jul 7, 2023 at 5:11 AM

To: Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Kimberly Mosley <kimberlymosleyjd@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Ida Jones <vpformembership2022@asalh.org>, Sylvia Cyrus <scyrus@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <Imatthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>

See the attached memo from President Dulaney.

--

Susan
Susan Simms Marsh, Secretary

 **EC Memo 7.6.23.pdf**
87K

Omar Eaton-Martinez <eatonmartinez@gmail.com>

Fri, Jul 7, 2023 at 7:04 AM

To: Susan Simms <asalhsecretary2022@asalh.org>
Cc: Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Kimberly Mosley <kimberlymosleyjd@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Ida Jones <vpformembership2022@asalh.org>, Sylvia Cyrus <scyrus@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <Imatthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>

Good morning Susan,

Is there a time tonight that the Candidate Forum for Dr. Scott will be held?

Omar A. Eaton-Martinez

[Quoted text hidden]

--

Romans 16:16 Greet one another with a holy kiss. The^[a] churches of Christ greet you.

Anita Shepherd <amshepherd2003@yahoo.com>

Fri, Jul 7, 2023 at 9:14 AM

To: Susan Simms <asalhsecretary2022@asalh.org>, Omar Eaton-Martinez <eatonmartinez@gmail.com>
Cc: Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <browne.scholar@gmail.com>, Kimberly Mosley <kimberlymosleyjd@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Ida Jones <vpformembership2022@asalh.org>, Sylvia Cyrus <scyrus@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan

Simms Marsh <sdsimms@yahoo.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <lmattthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>

I have a viewing tonight for a celebration of life. I will try to make the meeting. Approximately where will he be in the line up?

Anita Shepherd

[Quoted text hidden]

Gregory Mixon <gmixon@charlotte.edu>

Fri, Jul 7, 2023 at 2:57 PM

To: Susan Simms <asalhsecretary2022@asalh.org>, "W. Marvin Dulaney" <dulaney@asalh.org>

Dear Marvin:

Unfortunately, I cannot be in two places at the same time. I sent David Walton a video for my Executive Council Nomination for presentation on July 7, 2023, because I am scheduled to give the Welcome address at my family reunion at the same time as the meet the candidates forum.

This same conflict prevents me from hearing Darryl Scott's appeal. I am sorry that I cannot be in two places at the same time. I understand the urgency of Scott's appeal and the associated issues. If you need my opinion please call me at 704-975-8244 today before 6:30pm or Saturday morning before 11 am or after 6pm. I will be flying to Florida then on to Georgia on Sunday for the NEH K-12 Workshop I am working with. I will also be open to discussion on Sunday morning and afternoon before 4 when the workshop orientation begins.

This is the best that I can do on this issue right now. I will try to attend the emergency meeting when called, but keep in mind, I will not be at home for this coming week. I will be in Georgia conducting the NEH Workshop. The evenings will generally be free, but there is a midweek public lecture on Wednesday or Thursday I will need to attend from 7-9:30 pm.

Gregory

On Fri, Jul 7, 2023 at 5:12 AM Susan Simms <asalhsecretary2022@asalh.org> wrote:

[**Caution:** Email from External Sender. Do not click or open links or attachments unless you know this sender.]

[Quoted text hidden]

Gloria Browne-Marshall <browne.scholar@gmail.com>

Thu, Aug 17, 2023 at 7:29 PM

To: Susan Simms <asalhsecretary2022@asalh.org>

Cc: Ida Jones <vpformembership2022@asalh.org>

Dear Marvin,

My focus is on the constitutional process. In nearly every meeting, this Council raises questions about whether the Branches and our members are following ASALH policies and constitution. Yet, you overrode a legitimate vote of the Executive Council.

It was a tough meeting. But, we got through it, together. Then, members of the EC were stunned into silence by the sudden turn of events regarding Daryl Scott. You could have discussed his appeal with the EC when it was received. You had time to call an emergency meeting. Your concerns should have been shared with the Executive Council upon receipt. Or was it only shared with a select few?

If there was some kind of threat of legal pressure to keep his name on the ballot, then that situation should have been brought to the Executive Council and our legal counsel. The entire board would have been affected, not just you. It was not for the President to decide and the rest of us to find out later. The EC had been forced into silence by the rules of the Executive Session. We foolishly respected the rules. That forced silence was used against us. It prevented any EC member from revealing the actual discussion and vote to members or those ASALH friends with questions.

Now, we seem to be moving on as if nothing has happened. Those members who know the history of this issue are questioning the leadership ability of the EC. If his name is removed, those members who do not know the history will be confused and disgruntled. This is all taking place during a membership drive.

Trust has been broken. Your unilateral decision in this matter undermines the constitutionally determined vote of the Executive Council. It undermines basic trust. How do you explain overriding the vote of the Executive Council? How do you explain any of this to the membership? What are the constitutional consequences of this action?

We are all worthy of an explanation and look forward to your response.

Gloria J.

[Quoted text hidden]

Exhibit 14.

President 7.6.2023 Email to Secretary
Transmitting -7.6.2023 Memo to the
Executive Council(231863914.1)



Susan Simms <asalhsecretary2022@asalh.org>

Memo to the Executive Council

1 message

Dulaney, William M <dulaney@asalh.org>
To: Susan Simms <asalhsecretary2022@asalh.org>
Cc: Sylvia Cyrus <scyrus@asalh.org>

Thu, Jul 6, 2023 at 9:28 PM

Susan,

Please distribute this Memo to all members of the Executive Council.

Sincerely,

W. Marvin Dulaney

President

Association for the Study of African American Life and History



EC Memo.docx
58K

Exhibit 15.

7.10.2023 Scott Appeal

July 10, 2023

Executive Council Members
ASALH Executive Council

RE: My Appeal to the Board to Reconsider Its Removal of Me from the 2023 Executive Council Ballot

Dear Members of the Executive Council,

My understanding is that running for the board was open to all members who are in good standing. When I learned that the board had voted to oppose my being on the ballot, I was saddened but not surprised. After all, when I was running as a write-in candidate in 2016, the board—in the middle of the campaign—passed a truly undemocratic motion to end all write-in ballots. The ballot was literally changed while the campaign was ongoing.

If I am not a member in good standing, the board never informed me of such, and the board has never stated why. If I have broken a policy of the board, then formal action should have taken place to discipline me or remove me from the rolls. Not long ago, the board voted to issue an apology to me for trampling on some of my membership rights—even though the former president refused to carry out that. If I have broken a law, then I need the board to tell me what law I broke, and, once again, I should have been disciplined if the broken law related to an ASALH matter.

If I am not a member in good standing for either reason, I should have been informed long ago, and I should have then and now be allowed to defend my reputation and my right to serve. What are the accusations? To remove me from the ballot without adjudicating this matter is to run an undemocratic campaign once again. Boards are not social organizations, and liking other board members does not suffice.

Some of you undoubtedly are influenced by the campaign I waged to keep the JAAH self-published. Remember in that case, the public fight started when I was refused the right to engage the issue in ASALH board meeting, despite being the immediate past president and the one and only past Vice President for Programs for the six years proceeding that. If you may recall, the police were called to the executive board meeting in 2016 in Richmond to prevent me from attending, which was my right as a member to do. You must end the practice of violating my right as a member and allow democratic processes to work. Remember, it was at the General Membership Meeting that I put a binding motion on the floor for the membership to decide the journal issue, and the membership was wrongly denied that vote. ASALH needs to get right with democratic practices, especially as we as a people are being stripped of rights.

Had democratic practices been followed there would never have been a public airing of ASALH business. For the record, in 2004 when I discovered money was being laundered through ASALH, I did not go public, but I let the person doing it know that it had to stop immediately. In 2008, when the board voted to move ASALH's funds from stocks to bonds, and the president did not do it and cost ASALH \$280,000, there was no public airing of the dirty laundry. When the

board voted me down for years go get rid of unsalable inventory that was costing ASALH \$20,000 a year in storage cost, there was no going public. When I opposed the purchase of the Q Street Property that eventually lost \$600,000, I did not go public. I went public when I was undemocratically denied my rights as a member in good standing.

Since then, I have had my rights denied and my reputation soiled by the board acting as a whole and by individuals. I knew then who all called the Richmond police on me and falsely accused me of criminal behavior, and I could have sued ASALH. I could have sued on behalf of the membership to stop the journal from going to Chicago. The fact that Chicago changed the contract to say the contract was binding only if it was in accord with the ASALH by-laws and constitution. I did not sue when someone associated with the board went to the DC District Attorney and accused me of stealing funds from ASALH via the Get Right with Woodson Campaign. My freedom and reputation have been assaulted again and again, yet I have not sued. There is one simple reason. I pledged in 2002 to do all I could earthly do to put ASALH's house back in order, and I have done that, perhaps too generously of my career. From 2002-2015, I did more than any other board member to rebuild a then moribund organization.

I want to serve on the board again because much of Woodson's work in spreading Black history to the schools of this nation is being undermined. In this area, ASALH's board sorely needs help.

In closing, I am a member in good standing, one you voted to apologize to, and I deserve to have my name put before the membership. If I am not a member in good standing, the board needs to allow me to formally rebut all accusations of broken policies or penal laws. Disliking someone is not valid grounds.

Yours in Service to ASALH,



Daryl Michael Scott

Centennial President of ASALH, 2013-2015

Vice President for Membership, 2006-2012

Executive Council Member 2003-2005

Founder and Editor, The ASALH Press, 2005-2015

Founder and Editor, ASALH Theme Magazine, 2004-2013

Annual Meeting Program Committee Chair-2002-2004

Academic Program Committee Chair or Co-Chair, 2005-2009

Academic Program Committee 2023

Edited and published, first ASALH edition of Woodson's Appeal 2005

Found, Edited, Designed, and Published Leather-bound editor of Carter G. Woodson's Appeal Publication Committee Chair, 2004-2015

Wrote Annual Theme Executive Summaries 2004-2015

ASALH Website Designer, 2004-2010, 2014-2015

Founder of the ASALH Store, 2005

Manager of the Q-Street Property, 2009-2012

Exhibit 16.

7.17.2023 President Email to Secretary

Transmitting Scott Appeal



Susan Simms <asalhsecretary2022@asalh.org>

Daryl Scott's Appeal

Dulaney, William M <dulaney@asalh.org>
To: Susan Simms <asalhsecretary2022@asalh.org>

Mon, Jul 17, 2023 at 11:36 AM

Susan,

Dr. Daryl Scott asked me to circulate his Appeal to every member of the Executive Council.

Please send it out as soon as you can.

Sincerely,

W. Marvin Dulaney

President

Association for the Study of African American Life and History



Appeal to the Board 2023 ElectionFinalversion.pdf
188K

Exhibit 17.

7.17.2023 Secretary Email

transmitting Scott Appeal to Executive

Council



Susan Simms <asalhsecretary2022@asalh.org>

Daryl Scott's Appeal

Susan Simms <asalhsecretary2022@asalh.org>

Mon, Jul 17, 2023 at 6:04 PM

To: Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Kimberly Mosley <kimberlymosleyjd@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Ida Jones <vpformembership2022@asalh.org>, Sylvia Cyrus <scyrus@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>

Dr. Daryl Scott asked President Dulaney to circulate his Appeal to every member of the Executive Council. See the attachment.

Susan
Susan Simms Marsh, Secretary


 **Appeal to the Board 2023 ElectionFinalversion.pdf**
188K

Exhibit 18

7.17.2023 Treasurer Email to

Secretary



Susan Simms <asalhsecretary2022@asalh.org>

Daryl Scott's Appeal

Valerie Holt <holtrorie2@gmail.com>
To: Susan Simms <asalhsecretary2022@asalh.org>

Mon, Jul 17, 2023 at 9:17 PM

Is this for information purposes only or is this a prelude to holding a new vote? Being a member in good standing does not automatically qualify a person to stand for election to the board.

Sent from [Mail](#) for Windows

[Quoted text hidden]

Exhibit 19.

7.17.2023 Secretary Email to

Treasurer



Susan Simms <asalhsecretary2022@asalh.org>

Daryl Scott's Appeal

Susan Simms <asalhsecretary2022@asalh.org>
To: Valerie Holt <holtrorie2@gmail.com>

Tue, Jul 18, 2023 at 11:46 AM

Daryl requested and Marvin agreed to circulate the document.

Susan

On Mon, Jul 17, 2023 at 9:17 PM Valerie Holt <holtrorie2@gmail.com> wrote:

Is this for information purposes only or is this a prelude to holding a new vote? Being a member in good standing does not automatically qualify a person to stand for election to the board.

Sent from [Mail](#) for Windows

From: Susan Simms

Sent: Monday, July 17, 2023 6:04 PM

To: Zebulon Miletsky; Sundiata Cha-Jua; Denise Rolark-Barnes; Eric Jackson; Gloria J. Browne-Marshall; Kimberly Mosley; Kenvi Phillips; Aaisha N. Haykal; Ida Jones; Sylvia Cyrus; Gladys Vaughn; W. Marvin Dulaney; Susan Simms Marsh; Omar Eaton-Martinez; Lyman Brodie; Gregory Mixon; Lopez Matthews (ASALH); Deirdre Foreman; David Walton; Jeff Banks; Cornelius Bynum; Shepherd, Anita; Tara White; Jarvis Givens; Valerie Holt

Subject: Fwd: Daryl Scott's Appeal

Dr. Daryl Scott asked President Dulaney to circulate his Appeal to every member of the Executive Council. See the attachment.

Susan

Susan Simms Marsh, Secretary

--

Susan
Susan Simms Marsh, Secretary

Exhibit 20.

7.20.2023 Executive Council Meeting

Minutes



EXECUTIVE COUNCIL MEETING MINUTES

July 20, 2023

Zoom

The Executive Council meeting held, via Zoom, on Thursday, July 20, 2023, at 7:00 pm (EST). W. Marvin Dulaney, President of ASALH called the meeting to order at 7:02 pm and presided and Susan Simms Marsh, Secretary of ASALH, served as Secretary of the meeting.

Secretary Susan Simms Marsh conducted the roll call: W. Marvin Dulaney, Ida Jones, Aaisha Haykal, Susan Simms Marsh, Lyman Brodie, Gloria Browne-Marshall, Sundiata Cha-Jua, Deidra Foreman, Jarvis Givens, Zebulon Miletsky, Greg Mixon, Kenvi Phillips, Anita Shepherd, Gladys Gary Vaughn, David Walton, Tara White and Sylvia Cyrus.

The above constituting a majority and quorum of the Executive Council necessary for the transaction of business.

ADOPTION OF THE AGENDA

Motion: It was moved by David Walton and seconded to adopt the agenda as revised to include a report on the location for the 109th Annual Conference. **The motion passed.**

TREASURER REPORT

There was no report.

VICE PRESIDENT OF PROGRAMS REPORT

WRITTEN REPORT

The Vice President of Programs presented a written report, and it is attached to the minutes.

Motion: It was moved by Aaisha Haykal and seconded to approve the 2025 Black History Month Theme, African Americans and Labor, and the Executive Summary. **The motion passed.**

Motion: It was moved by Aaisha Haykal and seconded to approve the Memorandum of Understanding between ASALH and Black Caucus of the American Library Association (BCALA). **The motion passed.**

Vice President of Program provided an update on the 108th Annual Conference.

109th ANNUAL CONFERENCE

Pittsburgh, Pennsylvania is the proposed site for the 109th Annual Conference in 2024.

Motion: It was moved by Anita Shepherd and seconded to approve Pittsburgh, Pennsylvania as the site for the 109th Annual Conference in 2024. **The motion passed.**

There was a discussion regarding the Links, Inc. initiative.

The meeting recessed at 8:15 pm, for an Executive Session.

The meeting reconvened at 9:33 pm.

The meeting was adjourned at 9:35 pm.

Prepared By

Susan Simms Marsh

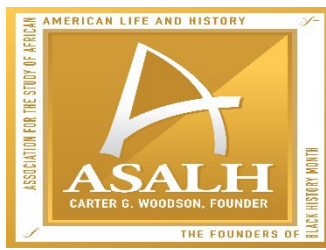
Susan Simms Marsh

Secretary

Exhibit 21.

7.20.2023 Executive Council Meeting

Minutes Executive Session



EXECUTIVE COUNCIL MEETING

July 20, 2023

EXECUTIVE SESSION MINUTES

Zoom

On Thursday, July 20, 2023, at 8:16 pm (EST), Marvin Dulaney, President, called to order an Executive Session of the Executive Council. Present in addition to the President were the following members: Ida Jones, Aaisha Haykal, Susan Simms Marsh, Lyman Brodie, Gloria Browne-Marshall, Sundiata Cha-Jua, Deidra Foreman, Jarvis Givens, Zebulon Miletsky, Greg Mixon, Kenvi Phillips, Anita Shepherd, Gladys Gary Vaughn, David Walton, and Tara White.

A discussion took place regarding the action taken by President Dulaney to permit Daryl Scott to participate in the July 7, 2023, Candidate Forum to present his case for reconsideration of the Executive Council vote during the June 29, 2023, Executive Council Meeting Executive Session. When the Nominations Committee Chair, David Walton, informed Daryl Scott that he had been removed from the list of candidates for election to the Executive Council, he filed an appeal with President Dulaney for the Executive Council to reconsider his candidacy. Questions were raised regarding where was Daryl Scott's appeal for the Executive Council to review prior to the President's decision to permit Daryl Scott to participate in the July 7, 2023, Candidate Forum. Daryl Scott's appeal was subsequently provided to the Executive Council.

There was discussion regarding the nomination process and the Executive Council's role in reviewing and taking action on the Nominating Committee's report with the slate of nominees for ASALH Executive Council Class of 2026. And, whether the matter was referred to ASALH legal counsel.

President Dulaney sought and received legal advice. Based upon the legal advice regarding the language in ASALH Constitution of "members of the Association in good standing" President Dulaney placed Daryl Scott's name on the slate of nominees to be placed on the ballot.

The Governance Committee would review and proposed revisions to the Constitution on the eligibility requirements to run for the Executive Council.

Gloria Browne-Marshall read a statement that is attached to the minutes.

The Executive Session adjourned at 9:31 pm.

Prepared By

Susan Simms Marsh

Susan Simms Marsh
Secretary



Susan Simms <asalhsecretary2022@asalh.org>

President Memo to the Executive Council-Important

Gloria Browne-Marshall <browne.scholar@gmail.com>
To: Susan Simms <asalhsecretary2022@asalh.org>
Cc: Ida Jones <vpformembership2022@asalh.org>

Thu, Aug 17, 2023 at 7:29 PM

Dear Marvin,

My focus is on the constitutional process. In nearly every meeting, this Council raises questions about whether the Branches and our members are following ASALH policies and constitution. Yet, you overrode a legitimate vote of the Executive Council.

It was a tough meeting. But, we got through it, together. Then, members of the EC were stunned into silence by the sudden turn of events regarding Daryl Scott. You could have discussed his appeal with the EC when it was received. You had time to call an emergency meeting. Your concerns should have been shared with the Executive Council upon receipt. Or was it only shared with a select few?

If there was some kind of threat of legal pressure to keep his name on the ballot, then that situation should have been brought to the Executive Council and our legal counsel. The entire board would have been affected, not just you. It was not for the President to decide and the rest of us to find out later. The EC had been forced into silence by the rules of the Executive Session. We foolishly respected the rules. That forced silence was used against us. It prevented any EC member from revealing the actual discussion and vote to members or those ASALH friends with questions.

Now, we seem to be moving on as if nothing has happened. Those members who know the history of this issue are questioning the leadership ability of the EC. If his name is removed, those members who do not know the history will be confused and disgruntled. This is all taking place during a membership drive.

Trust has been broken. Your unilateral decision in this matter undermines the constitutionally determined vote of the Executive Council. It undermines basic trust. How do you explain overriding the vote of the Executive Council? How do you explain any of this to the membership? What are the constitutional consequences of this action?

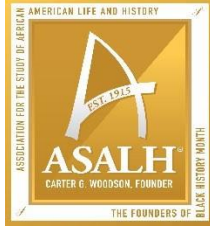
We are all worthy of an explanation and look forward to your response.

Gloria J.

[Quoted text hidden]

Exhibit 22.

7.26.2023 2023 Ballot Information



BALLOT INSTRUCTIONS

1. Please take the time to become familiar with the candidates by reading their biographies and accomplishments which are included in the following pages, and are found in the Members Only area of our website at <https://asalh.org/members/executive-council-member-selection/>.
2. Please cast your vote and mail it in the ballot envelope provided by Friday August 25, 2023. Ballots postmarked after this date will not be counted. Only ballots returned in the ballot envelope provided will be counted.
3. You may also use this envelope to make your annual donation to ASALH and renew your dues for 2023. If you do, please include a check (**NO CASH**) and any other information on a separate sheet of paper and place it inside the envelope.
4. You may vote only for the candidates listed on the ballot.
5. Election results will be announced at the General Membership Meeting held during the 108th Annual Membership Meeting, September 21, 2023. The meeting will be held virtually and information to participate will be emailed. If you have not received this information by September 16th please call 202.238.5912. Results will be posted to the Members Area on the website. (**ADD PASSWORD**)
6. If you have not been receiving emails from ASALH please email membership@asalh.org.
7. Dates to keep in mind. The Annual Branch Workshop on September __ (**have to go back and check the actual date**) 2023.

NOMINATIONS—CLASS OF 2026 ASALH EXECUTIVE COUNCIL

The Nominating Committee of the Association for the Study of African American Life and History (ASALH) presents the roster of candidates for the Executive Council, class of 2026. The Executive Council and the Executive Officers set the policy direction for ASALH and are responsible for carrying out the mission of the organization and ensuring its fiscal soundness. Executive Council members serve three-year terms.

CORPORATE MEMBERS

From this group, you may select two (2) candidates. Three (3) names are listed.

Nominee for Corporate Member #1



ANTHONY CADE II

Residence: Maryland
Email Address: americanhistorianllc@gmail.com
Current Employer: United States Air Force

Professional Background: I am a retired United States Marine and Military Historian with the federal government. I research and write on the African American experience during the American Civil War, and I work to bring more People of Color into academia and history in my spare time.

Major Accomplishments: Excellent Student Paper Award, 19th Century Press Symposium. Shirley H. and Robert L. Richards Award, Elizabeth Heckman Fellowship, inducted into the Edward Boutchet Society, finished my dissertation within four years, and I served honorably in the Marine Corps.

Previous Service to ASALH: Presented papers and chaired panels for ASALH.

What I Hope to Accomplish as an Executive Council Member of ASALH: I hope to use my leadership skills to further ASALH's mission to research and disseminate African American history. I think my position with the federal government allows me to connect and negotiate with people from various backgrounds, and I plan to use my background and leadership ability to buoy ASALH into the future.

Nominee for Corporate Member #2



DONNA GRAY-BANKS

Residence: Palm Coast, FL

Email Address: freshbookfestivals@gmail.com

Current Employer: Midtown Community Development Corporation, Inc.

Professional Background: CEO Midtown Community Development Corporation, Inc. (MCDC) www.midtowncdc.org. CEO F.R.E.S.H. Book Festivals (F.R.E.S.H.) www.freshbookfestivals.net. 30-Year Notary Public. Author. Former Community Resource Coordinator for the City of DeLand and the City of New Smyrna Beach

Major Accomplishments: Built one of the largest melanated Book Festivals in the State of Florida. Assisted in establishing a Black History Banner Program in the City of Daytona Beach Assisted in the development of the first affordable housing development in New Smyrna Beach in 50 years. Currently working with MCDC board to build 200-unit senior housing development

Previous Service to ASALH:

What I Hope to Accomplish as an Executive Council Member of ASALH: Because of the known reading scores for children across the country, I want to be an advocate for celebrating literacy in its many forms. To spread the current program MCDC initiated - "Reading Rangers" across the country. This program puts Reading Rangers in each school to assist teachers with reading comprehension and development. And, to be laser-focused during the summer months on reading comprehension. To obtain as many books that have been banned and place them into Churches and assist with developing mini-libraries.

Nominee for Corporate Member #3



ERICA MCKNIGHT

Residence: Washington, DC

Email Address: elmcknight@gmail.com

Current Employer: The David & Lucile Packard Foundation

Professional Background: I am an experienced nonprofit attorney having served as legal counsel to a private foundation, presidential foundation, professional membership association, and multiple higher education institutions. Currently, I serve as Associate General Counsel for The David & Lucile Packard Foundation, an \$8 billion private foundation based in the Bay Area of California. In my current role, I advise the organization on compliance with IRS regulations impacting 501(c)(3) nonprofit organizations, grantmaking compliance, employment issues, and other transactional matters. Previously, I served as the first African-American attorney for the Obama Foundation. I also worked as a civil rights enforcement attorney with the Office for Civil Rights at the U.S. Department of Education. I am passionate about social justice and have spent my career both as an attorney and program manager in the nonprofit sector.

In addition to my professional work as an attorney, I also currently serve as a member of the Board of Directors for Partnerships for Trauma Recovery, a nonprofit organization that provides holistic care and mental health services to survivors of international human rights abuses. In this work, I serve on the Board's Governance Committee where we advise the Executive Director on key strategic matters for the organization, review organizational budgets, and provide guidance on other matters as needed. I also currently serve as a member of the PTR Board's subcommittee leading the search process for a new Executive Director as the current leader plans her transition.

On a personal note, I am a fourth generation Washingtonian and proud graduate of Spelman College. I was raised with a deep respect and appreciation for the contributions our elders and ancestors made both locally in Washington, D.C. and across this country. I would bring the values developed from my personal background and the experiences, skills, and knowledge of nonprofit legal and governance issues gained from my professional experiences to support ASALH's important mission.

Major Accomplishments: First African-American attorney to serve as counsel for the Obama Foundation following President Obama's historic presidency. As a law student, received the NAACP Legal Defense Fund (LDF) Earl Warren Civil Rights Training Scholarship. As a

graduate student studying public policy, co-founded the Black Policy Conference at Harvard Kennedy School.

Previous Service to ASALH: I recently joined ASALH in February this year.

What I Hope to Accomplish as an Executive Council Member of ASALH: I am excited to bring my knowledge of nonprofit law, strategic planning, governance, and the philanthropic sector to support ASALH's growth in the coming years. I hope to bring my skills, experience, network, and deep interest in Black history to serve on ASALH's Executive Council where I hope to contribute to the organization's strategic growth during a pivotal time where Black history and civil rights are under increasing attack.

STUDENT MEMBERS:

NONE

GENERAL MEMBERS

From this group, you may select up to seven (7) candidates. Fourteen names are listed.

Nominee for General Member Nominee #1



KAREN COOK BELL

Residence: Bowie, MD
Email Address: karencookbell@gmail.com
Current Employer: Bowie State University

Professional Background: I have 25 years' experience in higher education and public history as a professor, administrator, and archivist at the National Archives. My areas of specialization include slavery, the Civil War and Reconstruction, and women's history. I am currently Chairperson of the Department of History and Government at Bowie State University in Bowie, Maryland, and a member of Iota Gamma Omega Chapter of Alpha Kappa Alpha Sorority, Inc.

Major Accomplishments: I am Professor of History and the University System of Maryland Wilson H. Elkins Endowed Professor. I am Founding Director of the Du Bois Center for the Study of the Black Experience at Bowie State University. My scholarship has appeared in the *Journal of African American History*; *Journal of Women's History*; *Georgia Historical*

Quarterly; Passport; U.S. West-Africa: Interaction and Relations (2008); *Before Obama: A Reappraisal of Black Reconstruction Era Politicians* (2012); *Converging Identities: Blackness in the Contemporary Diaspora* (2013); and *Slavery and Freedom in Savannah* (2014). I have published *Claiming Freedom: Race, Kinship, and Land in Nineteenth Century Georgia* (University of South Carolina Press, 2018), which won the Georgia Board of Regents Excellence in Research Award. My current book, *Running from Bondage: Enslaved Women and Their Remarkable Fight for Freedom in Revolutionary America*, is published with Cambridge University Press and was a finalist for the Pauli Murray Book Prize for Best Book in African American Intellectual History; Honorable Mention for the Letitia Woods Brown Book Prize; and winner of the Afro-American Historical and Genealogical Society International Book Award. I am editor of *Southern Black Women's Struggle for Freedom during the Civil War and Reconstruction* which is under contract with Cambridge University Press and Co-editor of the Broadview Edition of *Twelve Years a Slave*. My writings have also appeared in the *Washington Post* and *Ms. Magazine*. I am a contributor for *Black Perspectives*, the blog of the African American Intellectual History Society and a former AAUW Dissertation Fellow.

Previous Service to ASALH: I am a member of the ASALH Prince George's County, Maryland Truth Branch. I was elected to the Executive Council in 2013. I have volunteered to chair sessions at ASALH, organize panels, and presented at ASALH over the past twenty years.

What I Hope to Accomplish as an Executive Council Member of ASALH: As a member of the Executive Council Class of 2026, I will work diligently with the ASALH leadership to promote the study of Black History at all education levels in fulfillment of the mission that Dr. Carter G. Woodson established for ASALH. As was the case in Dr. Woodson's lifetime, the battlefield for teaching Black History is once again in the K-12 classrooms across the nation. I will work to enhance innovative programming such as ASALH TV and ASALH Podcasts and contribute to the development of educational resources.

Nominee for General Member Nominee #2



CONSTANCE L. DIGGS

Residence: Bronx, NY

Email Address: constancediggs@gmail.com

Current Employer: Alliance Theological Seminary at Alliance University

Professional Background: Dedicated and enthusiastic professional with over 30 years experience as a writer, educator, and nonprofit manager. Culture historian with a focus in Africana Studies and Religion. Consistently receiving outstanding feedback for communications

workshops and college level American Civics, African American History, Black Church History and Spiritual Formation courses. Proven expertise in establishing systems and resources for nonprofit organizations, and accreditation management and compliance for university and seminary educational institutions. Skilled academic advisor to graduate and undergraduate students building trust with students from a variety of backgrounds, including first generation college students. Possess strong written and verbal communication skills and ability to collaborate on projects.

Major Accomplishments:

Previous Service to ASALH: Formerly VP Manhattan Branch, Current member of Public Commentary Committee.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue to serve as a resource in building the ASALH Brand and support the strengthen and increase corporate and academic alliances with a focus on developing the K-12 market.

Nominee for General Member Nominee #3



JACOB S. DORMAN

Residence: Reno, NV
Email Address: jdorman@unr.edu
Current Employer: The University of Nevada, Reno

Professional Background: AB summa cum laude Stanford University 1996, History, (specializing in African and African American History). PhD UCLA 2004, US (African American) history, advisor: Brenda Stevenson. Assistant and Associate Professor, History and American Studies, The University of Kansas 2007-2017. Associate Professor, History, The University of Nevada, Reno, 2018-present.

Major Accomplishments: Author of 11 journal articles and two scholarly books, winner of five book awards including the AHA/ASALH Wesley Logan Prize. Recent publication in current issue of the Journal of African American History. *The Princess and the Prophet: The Secret History of Magic, Race, and Moorish Muslims in America* (Boston: Beacon Press, March 3, 2020). Winner, Illinois Historical Society Book Award. “a prodigious feat of detective work and archival magic. A spectacular book in so many ways.” —Robin D. G. Kelley, UCLA. *Chosen*

People: The Rise of American Black Israelite Religions (New York: Oxford University Press, 2013) Winner of the Wesley-Logan Prize for African diaspora history from the American Historical Association; the Albert J. Raboteau Prize in Africana religions, and the Byron Caldwell Smith Book Award. An American Library Association Choice Outstanding Academic Title for 2013. "A masterful (even paradigm-shifting) book on Black Judaism, a genuine tour de force...an engaging and thoughtful read." --John L. Jackson, Jr., Penn

Previous Service to ASALH: I have served on the Program committee for two years.

What I Hope to Accomplish as an Executive Council Member of ASALH: I would like to do more to advertise ASALH to scholars and recruit them to give papers and chair panels by actively identifying scholars and making a concerted effort to bring them into the fold. I would also like to reach out to scholars who go to AAIHS but not to ASALH. I would also like to help organize and recruit new branches, especially in the West where there are not as many. Finally, I would like to help plan an ASALH meeting on the West Coast, perhaps in the Bay Area or LA, places with Black communities and long and important African American histories. That also would be a way to get more geographic diversity into the organization.

Nominee for General Member Nominee #4



NATANYA DUNCAN

Residence: Flushing, New York
Email Address: garveyite@hotmail.com
Current Employer: Queens College

Professional Background: Natanya Duncan is the Director of Africana Studies at Queens College City University of New York and an Associate Professor of History. A historian of the African Diaspora, her research and teaching focuses on global freedom movements of the 20th and 21st Century. Duncan's research interest includes constructions of identity and nation building amongst women of color; migrations; color and class in Diasporic communities; and the engagements of intellectuals throughout the African Diaspora. Her forthcoming University of Illinois Press book, *An Efficient Womanhood: Women and the Making of the Universal Negro Improvement Association*, focuses on the distinct activist strategies in-acted by women in the Universal Negro Improvement Association (UNIA), which Duncan calls an efficient womanhood. Following the ways women in the UNIA scripted their own understanding of Pan Africanism, Black Nationalism and constructions of Diasporic Blackness, the work traces the blending of nationalist and gendered concerns amongst known and lesser known Garveyite women.

Major Accomplishments: Duncan’s publications include works that explore the leadership models of UNIA women and include “Now in Charge of the American Field”: Maymie De Mena and Charting the UNIA’s New Course” in *Journal of Liberty Hall* (Vol. 3 2017); "Henrietta Vinton Davis: The Lady of the Race" in *Journal of New York History* (Fall 2014 Vol 95 No. 4); “Laura Kofey and the Reverse Atlantic Experience” in *The American South and the Atlantic World* (University of Florida Press, 2013). Most recently she co-edited a special volume of *Caribbean Women and Gender Studies Journal*, “Gender and Anti-colonialism in the Interwar Caribbean” published December 2018.

Previous Service to ASALH: Natanya Duncan has served on the Executive Council of ASALH for over a decade. She led the team to pivot and manage ASALH's 2020 virtual conference. She has served on the ASALH Governance Committee and ASALH Nominations Committee. She was part of the team to create the Dr. Felix Armfield Series for Emerging Scholars at the ASALH Annual Conference. This series of sessions increased ASALH's outreach to young scholars by connecting them with senior scholars for advice and support.

What I Hope to Accomplish as an Executive Council Member of ASALH: As an Executive Council Member, Duncan will work to build programming to support emerging scholars and build the ASALH brand. She will also dedicate herself to ensuring ASALH is on sound financial footing.

Nominee for General Member Nominee #5



LESLIE K. ETIENNE

Residence: Indianapolis, Indiana

Email Address: lketienn@iu.edu

Current Employer: Indiana University-Purdue, Indianapolis (IUPUI) School of Liberal Arts

Professional Background: Assistant Professor of Africana Studies, Director of Africana Studies Program, Founding Executive Director of the Center for Africana Studies and Culture at IUPUI, Adjunct Assistant Professor of American Studies IUPUI, IUPUI School of Education/Center for Africana Studies and Culture Children Defense Fund Freedom School Site.

Major Accomplishments: Charles R. Bantz Chancellor's Community Fellowship Award 2021, Advocate of the Dream 2021 & 2023 IUPUI Black Student Union, Indianapolis Urban League African American Quality of Life Grantee, Digital Gardener Faculty Fellow Indiana University Digital Gardener Initiative Indiana University Mosaic Active Learning Initiative Fellow, IUPUI Arts and Humanities Institute Fellow State of Indiana Cultural Competency and Ethnic Studies in Education Committee.

Previous Service to ASALH: Vice President of Membership Joseph Taylor Branch (Indianapolis) 2019-2023, Charter Member of Joseph Taylor Branch, Indianapolis ASALH Convention Local Events Committee Member 2017, Presenter and Panel Chair ASALH Conventions 2017, 2018, 2022.

What I Hope to Accomplish as an Executive Council Member of ASALH: Dr. Etienne will assist with ways to increase collegiate and community participation in ASALH. His energy and multiple levels of expertise will be an asset to ASALH.

Nominee for General Member Nominee #6



AISHA JOHNSON

Residence: Smyrna, GA
Email Address: aishajohnsonphd@gmail.com
Current Employer: Georgia Institute of Technology

Professional Background: Dr. Aisha Johnson (she/her), Associate Dean for Academic Affairs and Outreach at Georgia Institute of Technology Library is a revelator of Southern library history. Formerly an Assistant Professor/MLS Program Director for the School of Library and Information Sciences at North Carolina Central University, she is committed to archival research, the production of minority librarians and archivists for cultural preservation, and redefining the scholar. Johnson stands on a soapbox for unveiling the history of underrepresented communities. She has focused much of her research on the development of literacy in the African American community and philanthropic efforts to develop public libraries in the South. Her advocacy for librarianship and archives is not only conveyed in her research, but also her professional career. She is well-versed in archival research, instruction, program administration, assessment, and evaluation as well as curriculum development to produce practical professionals. With such a dedication to the field, Dr. Johnson encourages redefining the scholar by introducing primary source research with emphasis on synthesis and encouraging scholar practitioners.

Major Accomplishments: I have earned four degrees including a Master's in Library and Information Sciences (Florida State) and a Master's in Business Administration (Clark Atlanta) as well as a PhD in Information Studies (Florida State). An experienced scholar and professional, I have made advocacy and outreach for the underserved my platform for social justice in libraries and education. Historical scholarship is the foundation. As a result of the impact, I was dubbed

the 2020 Distinguished Alumni of Florida State University's College of Communication and Information, School of Information. In 2021, the Association for the Study of African American Life and History recognized her work and impact with the Freedom Scholar Award.

Previous Service to ASALH: While I have presented at ASALH and have had the absolute honor of recognition, I have not been able to serve the organization in an official capacity.

What I Hope to Accomplish as an Executive Council Member of ASALH: Assist in budget management, community building, educational program planning, and conducting outreach activities.

Nominee for General Member Nominee #7



CHARLES D. JOHNSON

Residence: Durham, NC
Email Address: cjohns63@nccu.edu
Current Employer: North Carolina Central University

Professional Background: Assistant Professor and Director of the Public History Program at North Carolina Central University.

Major Accomplishments: Recent - "Formation of African Diaspora Studies: Joseph E. Harris and the Howard Model," Keynote Address, Conference on African American and African Diasporic Cultures and Experiences Conference (CACE), University of North Carolina Greensboro, February 2023. Elected by my professional peers to the National Board of Directors, National Council of Public Historians (NCPH), 2023-2026. Book, *More Than Just a Game: Football Rivalry Between NCAT and NCCU* (August 2023 - Arcadia), coauthored with Arwin Smallwood. Lead Historian, "American Voices Against Apartheid", an international exhibition being installed in the Apartheid Museum in Johannesburg, SA, in April 2023, and in the Kennedy Center in Washington, DC, and the Reginald Lewis Museum in Baltimore in Fall 2023 and Spring 2024 respectively. PI for \$148,000 for American Council of Learned Societies (ACLS) Digital Extension Grant, "Expanding the Digital Library on American Slavery Through Local Community-Engaged Digital Humanities Research," 2022-2024.

Previous Service to ASALH: I was the Chair of the Digital Humanities and Public History Committee for the Annual Meeting and Conference in the Fall of 2022. In that capacity, I led the development of our workshops and sessions. For several years, I have promoted student

participation by organizing panels for graduate and undergraduate students at ASALH including my own.

What I Hope to Accomplish as an Executive Council Member of ASALH: Increase graduate and undergraduate student participation in ASALH, especially our annual meeting and conference. Increase professional membership and participation in the work of ASALH. Promote the Digital Humanities and Public History, especially in the African Diaspora.

Nominee for General Member Nominee #8



LIONEL KIMBLE

Residence: Chicago, IL

Email Address: lkimble@csu.edu

Current Employer: Chicago State University and The Chicago Urban League

Professional Background: Associate Professor of History and Africana Studies. Vice President and Executive Director of the Research and Policy Center of the Chicago Urban League.

Major Accomplishments: Publication Record - "'The only to get what's coming to us": African American Coalition Building and Veterans' Rights in Post-World War II Chicago," *Journal of Illinois History* (Spring, 2009). *A New Deal for Bronzeville: Housing, Employment, and Civil Rights in Chicago, 1935-1955* (Southern Illinois University Press, 2015). 'I Too Serve America: African American Women War Workers in Chicago, 1940-1945,' *Journal of Illinois State Historical Society* (Winter 2000/2001). Professional Service - Lead Historian for the Illinois Freedom Project funded by the National Park Service Advisory Council for the Franklin Roosevelt Presidential Library and Museum Exhibit on the Roosevelt's and Race. Vice-president in the Black Chicago History Forum. Advisory Board of the A. Philip Randolph Pullman Porters Museum. Faculty Advisory Council of the Black Metropolis Research Consortium Labor and Working Class History Association (LAWCHA), Executive Board (2009-2012).

Previous Service to ASALH: Executive Council (2012-2015, 2017); Vice President for Programs (2017-2020); Academic Program Committee member (2010-present); Academic Program Committee co-chair/vice-chair (2014, 2015, 2016, 2012, 2021, 2022, 2023); National Centennial Celebration Steering Committee; Chicago Centennial Celebration co-chair; Membership Committee; Nominating Committee; National Historic Sites Committee.

What I Hope to Accomplish as an Executive Council Member of ASALH: I joined the Association as a graduate student in 1998. One of the things that piqued my interest and motivated me to join was my discovery of a copy of the Journal of African History in the university library. At that stage in my career, the Journal exposed me to a dynamic community of African American scholars, that I really did not see in Iowa, provided me with the inspiration to complete my own research and helped me to become an active participant in the field. In retrospect, I believe my experience may not be all that different from other ASALH members. For the past several years, I have had the great opportunity to participate in a number of discussions regarding the direction of ASALH and how the organization has and will change to meet the changing economic and programmatic landscape. One way to do this is to make our annual meeting a venue where existing and emerging black studies groups to convene their meetings and encourage their members to participate in ASALH. We were successful when we did this in Indianapolis, we have been successful when we did this with the Association of Black Women Historians, and I am confident we can do the same with other groups. Over the years we have noticed a trend that young scholars have increasingly expressed that there is no space for them in the Association. It's critical that we make concerted efforts to provide the space, resources, and opportunities to build their careers, find mentors, and learn the organization well enough so that one day they can take leadership roles. Our conversations and understanding of voices of young scholars have to change. As a result, the way by which we put on our programs must reflect these new scholarly trends. The economic and racial realities that confront ASALH present a number of challenges. One way to address is to return to the "big tent" rhetoric of our centennial and build stronger connections to organization with similar missions. Looking back, I think that we largely accomplished this. Our previous conventions have been some of the largest in recent history. But, as new organizations are founded and look to convene their own conferences and universities are increasingly cutting back on travel funding for our members in academic institutions, instead of a big tent we may find ourselves in a stiff competition for attendees. If elected to the Executive Council, I would like to continue to reach out to these new academic groups and continue to strengthen our existing relationships. During my service to ASALH, I worked hard to help make sure ASALH can continue to be a place where dynamic intellectual discussions are occurring. My work with ASALH TV, the Social Justice Consortium, and PBS Books have all helped ASALH create a space in a new intellectual space. If elected, I will work to make sure that we continue grow and remain the premier Black History organization.

Nominee for General Member Nominee #9



MOSES MASSENBURG

Residence: Los Angeles, CA
Email Address: bessiewoodsonyancey@gmail.com
Current Employer: Stanford University

Professional Background: I am a farmer and environmental activist. I earned a PhD in history at Michigan State University where I completed a dissertation on the history of the ASNLH. Assistant Professor at Stanford University.

Major Accomplishments: California Strategic Growth Council, Sacramento Office of the Governor Culture and History Consultant, 2021-Present. University of California, Los Angeles, Luskin School of Public Affairs, Consulting Historian on Watts, 2020-Present. R.E.A.C.H. Complex, Atlanta, Georgia. The Kindezi School, Teacher, Africana Women’s History and Black History, 2014-2016. C.T. Vivian Leadership Institute, Atlanta, Georgia, Black History Instructor, 2015-2016.

Previous Service to ASALH: Research Assistant Fall 2012- Present; Academic Program Committee Fall 2012-Present; ASALH Executive Council Student Representative Spring 2016-2023; Atlanta Branch of ASALH Founding President Fall 2014-Sept. 2016; Annual Black History Luncheon Logistics Assistant Winter 2014-Present; Bessie Woodson Yancey Branch of ASALH Spring 2019-Present; Organizing President (Compton and Watts, CA); Watts Area African American Cultural Heritage Trail Fall Historical Consultant 2020-Present.

What I Hope to Accomplish as an Executive Council Member of ASALH: I’d like to expand membership and institutional presence on the west coast and in Mexico and Canada.

Nominee for General Member Nominee #10



GREGORY MIXON

Residence: Charlotte, NC
Email Address: gmixon@uncc.edu
Current Employer: University of North Carolina at Charlotte

Professional Background: Professor of History specializing in African American History 1400-1930, United States History, Southern History, Comparative History--African Diaspora.

Major Accomplishments: I have been an ASALH member since the 1970s. I have also published two books focused on African American and Southern History: 1. *The Atlanta Riot: Race, Class, and Violence in a New South City* (2005 University Press of Florida) 2. *Show Thyself a Man: Georgia State Troops, Colored, 1865-1905* (2016 University Press of Florida). I have also served on the Academic Program Committee and currently serve on Executive Council.

Previous Service to ASALH: Member since 1978. Presented academic papers on ASALH conference panels, served as commentator for conference panels, served as moderator, planned ASALH conference panels. Served on Academic Program Committee 2006-2007, 2007-2008 2008-2009, 20012-2013, 2018-2022; Film Festival Committee 2022, Awards Committee 2022, currently serving on Executive Council on Academic Program Committee and Awards Committee. Charter member and first president of the Romare Bearden Branch

What I Hope to Accomplish as an Executive Council Member of ASALH: I'd like to expand membership and institutional presence of ASALH. Increase graduate and undergraduate student participation in ASALH, especially our annual meeting and conference. Increase professional membership and participation in the work of ASALH.

Nominee for General Member Nominee #11



DARYL MICHAEL SCOTT

Residence: Upper Marlboro, MD
Email Address: darylmichaelscott@outlook.com
Current Employer: Morgan State University

Professional Background: Historian

Major Accomplishments: Professor of History and Chair at Howard University and Morgan State University. Won 1998 James Rawley Prize for Best Book in Race Relations History. Awarded Mary McLeod Bethune Award by ASALH. Published in *JAAH*, the *Journal of American History*, and the *American Historical Review*.

Previous Service to ASALH: 35 year Lifetime Member. Created and Served as Academic Program Chair Multiple times between 2003-2010. *JAAH* Editorial Board 2003-2015. Publications Committee Chair, 2005 thru 2012. Established the ASALH Press. Edited the Black History Theme Products, 2004 thru 2013. First Vice President for Programs, serving two three year terms. Centennial President of ASALH, 2013-2015. Currently Vice-Chair of the Academic Program Committee for 2023 Annual Meeting in Jacksonville, FL.

What I Hope to Accomplish as an Executive Council Member of ASALH: Assist ASALH in navigating the assault on African American History from K thru 16, which was one of our founding missions. Assist ASALH in pursuing new publication opportunities to better serve the scholarly community. Assist ASALH in preparing for the 100th Anniversary of the establishment of Negro History Week, now Black History Month.

Nominee for General Member Nominee #12



GLADYS GARY VAUGHN

Residence: Cabin John, MD

Email Address: mychinadoll@comcast.net

Current Employer: United States Department of Agriculture (USDA), Office of the Assistant Secretary for Civil Rights, Washington, DC

Professional Background: Public Service at USDA: Chief, Training and Cultural Transformation programs for the Office of the Assistant Secretary for Civil Rights, Director, Office of Outreach, and National Program Leader for Human Sciences Research; co-author of five national award-winning critical issues curricular; author or co-author of grants generating more than \$12 million for programs designed to improve well-being of children, families and communities; Associate Professor, Family and Consumer Sciences, North Carolina Central University.

Major Accomplishments: Creating a leadership institute for women of African descent aged 21-45 to encourage them to aspire to leadership positions in their communities, civic, social and professional organizations and faith congregations; helping to found a national organization to recover and record the contributions of black women in family and consumer sciences; serving as National President of The Links, Inc.; and service to the International Board of Directors of Habitat for Humanity, The Black Women's Agenda, and Delta Sigma Theta Sorority. Co-author of two books that help close critical gaps in the history of accomplishments of Black women and Black women's organizations.

Previous Service to ASALH: Member, Executive Council; Creator of Black History Month Festival; Chair of the Development Committee; Co-Chair and member, Black History Month Luncheon Leadership Team; Contributor, Centennial Campaign; Assisted with implementation and marketing of the ASALH Legacy Award.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue critical work examining ASALH's fund development structure in building a sustainable fund development program and office that addresses current and long-term operational and programming needs; engage members in building ASALH's capacity to reach new audiences; enhance ASALH's operations, governance and communications to build better/sustaining bridges to the public; help foster accurate understanding about the contributions of peoples of African descent in building the United States and the world; and create and secure funding for a

long-term academic program that produces the next generation of scholars trained to research, record and disseminate the history of peoples of African descent.

Nominee for General Member Nominee #13



DAVID MATHEW WALTON

Residence: Cullowhee, NC
Email Address: dwalton@wcu.edu
Current Employer: Western Carolina University

Professional Background: August 2020 - Present: Director of Global Black Studies and Assistant Professor of History, Western Carolina University. August 2017 - August 2020: Assistant Professor – Department of History, University of North Carolina at Pembroke.

Major Accomplishments: Created a Black Studies minor at UNC- Pembroke and Western Carolina University. 2019 National Council for Black Studies Ida B. Wells and Cheikh Anta Diop Award for “Outstanding Leadership and Promotion of Africana Studies”. 2016-2017 King Chavez Parks Future Faculty Fellowship - \$35,000.00. 2015-2016 TIAA-CREF Ruth Simms Hamilton Graduate Merit Fellowship for Diaspora Studies – \$34,000.00. 2015 Kappa Alpha Psi Fraternity, Inc. William L. Crump History Award for the essay “Freedom Yes, Apartheid No: Kappa Alpha Psi and the Anti-apartheid Lobby”. 2014 MSU History Department - Irene Steindler Endowment in History Award.

Previous Service to ASALH: Life Member. Charter member of the Romare Bearden Branch. Former Atlanta Branch member. Chaired many panels and presented research on many panels for over a decade of ASALH conferences. January 2021 – Present: Executive Council Member. Former Publications Committee Co-Chair. Former Awards Committee Member. Current Nominating Committee Chair.

What I Hope to Accomplish as an Executive Council Member of ASALH: Continue to develop quality programming for ASALH-TV. Continue to ensure fair and transparent ASALH elections. Recruit and support more undergraduate and graduate student participation and membership. Garner more involvement and support from NPHC organizations.

Nominee for General Member Nominee #14



AUGUSTUS C. WOOD

Residence: Champaign, Illinois

Email Address: woodiii2@illinois.edu

Current Employer: University of Illinois at Urbana-Champaign

Professional Background: Postdoctoral Associate, 2020-2022, University of Illinois at Urbana-Champaign. Assistant Professor, School of Labor and Employment Relations, University of Illinois at Urbana-Champaign.

Major Accomplishments: Guest Editor, Special Issue of *Labor Studies Journal*, "More Expendable Than Essential: Black Workers' Rights and Racial Class Struggles Under the COVID Crisis," December 2022.-First edition of *Labor Studies Journal* to focus solely on Black workers. Author, "Toward a Theory of Super-Exploitation: The Subproletariat, Harold "Hal" Baron, and the Crisis of the Political Economy of Black Labor," *Labor Studies Journal*, December 2022. Author, "Class Warfare in Black Atlanta: African American Grassroots Struggles, Power, and Repression Under Gentrification, 1966-2022," Forthcoming Book with UNC Press.

Previous Service to ASALH: 2015-2016 Academic Program Committee Member.

Papers Presented/Panels Organized -

Augustus Wood, "Politically Oriented, Liberation Minded: Black Student Power and Social Movement Organizing at the University of Illinois." Association for the Study of African American Life and History, Indianapolis, October 2018.

Augustus Wood, "History and Culture of Black Atlanta," The Association for the Study of African-American Life and History, Cincinnati, Ohio, September 2017.

Augustus Wood, "Black Space as Commodity: The Political Economy of Race, Class, and Space in Atlanta, 1970-2010," Association for the Study of African-American Life and History, Indianapolis, Indiana, October 2018.

Augustus Wood, "The Logic of Black Labor Social Movements: Black Power and Labor in Atlanta, 1970-1973," Association for the Study of African American Life and History, Cincinnati, Ohio, September 2017.

Augustus Wood, "The Stakes of Community in Black Urban History: Revisiting Sundiata Keita Cha-Jua's America's First Black Town: Brooklyn, Illinois, 1830-1915," Association for the Study of African American Life and History, Cincinnati, Ohio, September 2017.

What I Hope to Accomplish as an Executive Council Member of ASALH: My goal is to help ASALH grow in membership and participation by Black scholars. I hope to work with other council members to create a 2-3 year plan of organizing scholars as well as others into an active role in ASALH. I am eager to learn more about the different systems and processes in the ASALH Executive Council so as to build a consistent plan for strengthening the organization over time. MY specialty is strategy.

ASALH OFFICIAL BALLOT SHEET 2023

Complete the ballot sheet and return it in the self-addressed envelope marked **BALLOT** included in this mailing postmarked by August 25, 2023. Please do not return the information sheets.

Executive Council, Class of 2026

You may vote for **SEVEN (7)** candidates for **GENERAL MEMBER** of the Executive Council, class of 2026, by placing a check on the line next to your selections.

___ **KAREN COOK BELL**

___ **CONSTANCE L. DIGGS**

___ **JACOB S. DORMAN**

___ **NATANYA DUNCAN**

___ **LESLIE K. ETIENNE**

___ **AISAHA JOHNSON**

___ **CHARLES D. JOHNSON**

___ **LIONEL KIMBLE**

___ **MOSES MASSENBURG**

___ **GERGORY MIXON**

___ **DARYL SCOTT**

___ **GLADYS GARY VAUGHN**

DAVID MATHEW WALTON

AUGUSTUS C. WOOD

You may vote for **two (2)** candidates for **CORPORATE MEMBER** of the Executive Council, class of 2026, by placing a check on the line next to your selection.

DONNA GRAY-BANKS

ANTHONEY CADE II

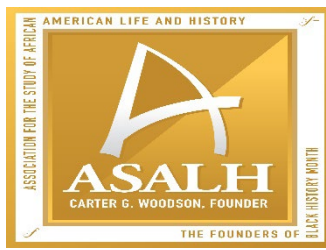
ERICA MCKNIGHT

**INTENTIONALLY
LEFT BLANK**

Exhibit 23

8.17.2023 Executive Council Meeting

Minutes



EXECUTIVE COUNCIL MEETING MINUTES

August 17, 2023

Zoom

The Executive Council meeting held, via Zoom, on Thursday, August 17, 2023, at 7:00 pm (EST). Ida Jones, Vice President of Programs for ASALH called the meeting to order at 7:05 pm and presided and Susan Simms Marsh, Secretary of ASALH, served as Secretary of the meeting.

Secretary Susan Simms Marsh conducted the roll call: Ida Jones, Aaisha Haykal, Susan Simms Marsh, Valerie Holt, Lyman Brodie, Gloria Browne-Marshall, Cornelius Bynum, Lopez Matthews, Zebulon Miletsky, Greg Mixon, Kenvi Phillips, Anita Shepherd, Gladys Gary Vaughn, David Walton, Tara White, and Sylvia Cyrus.

The above constituting a majority and quorum of the Executive Council necessary for the transaction of business.

ADOPTION OF THE AGENDA

Motion: It was moved by Valerie Holt and seconded to adopt the agenda. **The motion passed.**

MINUTES

Susan Simms Marsh presented the June 15, 2023, minutes for approval.

Motion: It was moved by Anita Shepherd and seconded to approve the June 15, 2023, minutes. **The motion passed.**

Susan Simms Marsh presented the July 20, 2023, minutes for approval, noting one correction.

Motion: It was moved by Anita Shepherd and seconded to approve the July 20, 2023; minutes as corrected. **The motion passed.**

PRESIDENT REPORT

WRITTEN REPORT

The President's written report was emailed to the Executive Council, and it is attached to the minutes.

Motion: It was moved by Anita Shepherd and seconded to accept the President's Report. **The motion passed.**

TREASURER REPORT

The Treasurer presented a brief report. In the absence of the chair, the Treasurer served as the chair for the July 2023 Finance and Audit Committee meeting, as only two committee members attended a quorum was not present. The acceptance of the June financial report was deferred until August 25, 2023, Audit and Finance Committee. This referral was noted to the Executive/Planning Committee meeting. The July 2023 financial report will be reviewed at the August 25, 2023, Finance and Audit

Committee meeting. It is anticipated that the committee will hear from the auditors at the August 25, 2023, Finance and Audit Committee meeting.

Motion: It was moved by David Walton and seconded to accept the Treasurer's Report. **The motion passed.**

SECRETARY REPORT

WRITTEN REPORT

The Secretary presented a written report, and it is attached to the minutes. The 2023 Annual Meeting agenda was presented and deadlines for submitting written reports for the Annual Meeting.

Motion: It was moved by Valerie Holt and seconded to accept the Secretary's Report noting the auditors and Nominating Committee report will be submitted after the deadline. **The motion passed.**

Gloria Marshall-Browne noted that she read a statement during the July 20, 2023, Executive Council Executive Session meeting and she will email the written statement to the Secretary.

VICE PRESIDENT OF PROGRAMS REPORT

WRITTEN REPORT

The Vice President of Programs presented a written report, and it is attached to the minutes. The report included an update on the 2023 Annual Meeting and Conference, 2024 ASALH Luncheon, 2024 Virtual Festival, Woodson House Committee and Awards.

On August 16, 2023, the National Park System Advisory Board recommended that the Woodson Landmark update be accepted. The Secretary of the Interior must officially approve and sign off on update and we expect official notification by the end of 2023. The National Parks Woodson Home ASALH workplan was previously circulated to the Executive Council. The workplan includes eight projects and eight programs. This workplan is asked to be approved by the Executive Council.

Motion: It was moved by Valerie Holt and seconded to accept the Vice President of Programs report. **The motion passed.**

VICE PRESIDENT OF MEMBERSHIP

The Vice President of Membership presented a report.

Motion: It was moved by Valerie Holt and seconded that ASALH management investigate the parameters of creating a LISTSEVE including options and develop a proposal by December 31, 2023. **The motion passed.**

AUDIT AND FINANCE COMMITTEE

There was no report.

NOMINATING COMMITTEE REPORT

The Nominating Committee Chair presented a report. There were no recommendations.

Motion: It was moved by Gladys Vaughn to accept the Nominating Committee Report. **The motion passed.**

EXECUTIVE DIRECTOR REPORT

WRITTEN REPORT

The Executive Director presented a written report. There were no recommendations.

Motion: It was moved by Greg Mixon and seconded to accept the Executive Director's Report. **The motion passed.**

The meeting adjourned at 8:51 pm.

Prepared By

Susan Simms Marsh

Susan Simms Marsh
Secretary

Exhibit 24

8.23.2023 Emails Regarding Counting
the Ballots



Susan Simms <asalhsecretary2022@asalh.org>

538 members have voted electronically so far. Less than 5 paper ballots.

4 messages

Sylvia Cyrus <scyrus@asalh.org>

Wed, Aug 23, 2023 at 12:22 PM

To: Annette Palmer <acpalmer2@verizon.net>, David Walton <dwalton@email.wcu.edu>, David Walton <dwalton@wcu.edu>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <JACKSONER@nku.edu>, Susan Simms <asalhsecretary2022@asalh.org>, "W. Marvin Dulaney" <dulaney@asalh.org>

Less than 5 have voted by paper ballot. Does it make sense to have a meeting on Saturday if we can do the count on Friday evening electronically?

We can reveal the electronic ballots electronically as well.

Best regards,

Sylvia Y. Cyrus, Executive Director
Association for the Study of African American Life and History

www.asalh.org

202.238.5918

[Subscribe to ASALH TV](#)



David Walton <dwalton@email.wcu.edu>

Wed, Aug 23, 2023 at 12:34 PM

To: Sylvia Cyrus <scyrus@asalh.org>, Annette Palmer <acpalmer2@verizon.net>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <JACKSONER@nku.edu>, Susan Simms <asalhsecretary2022@asalh.org>, "W. Marvin Dulaney" <dulaney@asalh.org>

Sylvia,

It does not make sense. And the digital/electronic counting of the literal handful of paper ballots makes perfect sense to me. As long as we have you and one of your staff physically in DC, and the rest of us can observe via ZOOM.

I am always open to others' thoughts as well.

In service and solidarity,

DW



Dr. David Mathew Walton

Director, Global Black Studies Program and Assistant Professor of History

College of Arts and Sciences

Western Carolina University | 227B McKee

1 University Drive, Cullowhee, NC 28723

o: (828) 227.2696 | c: (517) 894.1479 | dwalton@wcu.edu

Pronouns: he/him/his

Association for the Study of African American Life and History

(ASALH) Executive Council Member, Class of 2023

Romare Bearden Branch Charter Member

From: Sylvia Cyrus <scyrus@asalh.org>

Sent: Wednesday, August 23, 2023 12:22 PM

To: Annette Palmer <acpalmer2@verizon.net>; David Walton <dwalton@email.wcu.edu>; David Walton <dwalton@email.wcu.edu>; Denise Rolark-Barnes <denise@washingtoninformer.com>; Eric Jackson <JACKSONER@nku.edu>; Susan Simms <asalhsecretary2022@asalh.org>; W. Marvin Dulaney <dulaney@asalh.org>

Subject: 538 members have voted electronically so far. Less than 5 paper ballots.

WARNING: This email originated from a non-WCU email account. Do not click links or open attachments unless you are confident the content is safe.

Less than 5 have voted by paper ballot. Does it make sense to have a meeting on Saturday if we can do the count on Friday evening electronically?

We can reveal the electronic ballots electronically as well.

Best regards,

Sylvia Y. Cyrus, Executive Director

Association for the Study of African American Life and History

www.asalh.org

202.238.5918

Subscribe to ASALH TV



Sylvia Cyrus <scyrus@asalh.org>

To: David Walton <dwalton@email.wcu.edu>

Cc: Annette Palmer <acpalmer2@verizon.net>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <JACKSONER@nku.edu>, Susan Simms <asalhsecretary2022@asalh.org>, "W. Marvin Dulaney" <dulaney@asalh.org>

Wed, Aug 23, 2023 at 1:27 PM

Thanks, David. It would also save the overtime that would need to be paid for folks to come in on Saturday. If the committee agrees, we can do this on Zoom on Friday, September 8 after the mail comes in at around 5 pm.
Best regards,

Sylvia Y. Cyrus, Executive Director
Association for the Study of African American Life and History
www.asalh.org
202.238.5918
Subscribe to ASALH TV



On Wed, Aug 23, 2023 at 12:34 PM David Walton <dwalton@email.wcu.edu> wrote:

Sylvia,

It does not make sense. And the digital/electronic counting of the literal handful of paper ballots makes perfect sense to me. As long as we have you and one of your staff physically in DC, and the rest of us can observe via ZOOM.

I am always open to others' thoughts as well.

In service and solidarity,

DW



Dr. David Mathew Walton

Director, Global Black Studies Program and Assistant Professor of History

College of Arts and Sciences

Western Carolina University | 227B McKee

1 University Drive, Cullowhee, NC 28723

o: (828) 227.2696 | c: (517) 894.1479 | dwalton@wcu.edu

Pronouns: he/him/his

Association for the Study of African American Life and History
(ASALH) Executive Council Member, Class of 2023

Romare Bearden Branch Charter Member

From: Sylvia Cyrus <scyrus@asalh.org>

Sent: Wednesday, August 23, 2023 12:22 PM

To: Annette Palmer <acpalmer2@verizon.net>; David Walton <dwalton@email.wcu.edu>; David Walton <dwalton@email.wcu.edu>; Denise Rolark-Barnes <denise@washingtoninformer.com>; Eric Jackson <JACKSONER@nku.edu>; Susan Simms <asalhsecretary2022@asalh.org>; W. Marvin Dulaney <dulaney@asalh.org>

Subject: 538 members have voted electronically so far. Less than 5 paper ballots.

WARNING: This email originated from a non-WCU email account. Do not click links or open attachments unless you are confident the content is safe.

Less than 5 have voted by paper ballot. Does it make sense to have a meeting on Saturday if we can do the count on Friday evening electronically?

We can reveal the electronic ballots electronically as well.

Best regards,

Sylvia Y. Cyrus, Executive Director
Association for the Study of African American Life and History
www.asalh.org
202.238.5918
Subscribe to ASALH TV



Annette Palmer <acpalmer2@verizon.net>

Wed, Aug 23, 2023 at 1:58 PM

To: David Walton <dwalton@email.wcu.edu>, Sylvia Cyrus <scyrus@asalh.org>

Cc: Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, Susan Simms <asalhsecretary2022@asalh.org>, "W. Marvin Dulaney" <dulaney@asalh.org>

Greetings all:

Sylvia; your solution is a good one. We can all benefit from using the technology that is available.

Annette

On Wednesday, August 23, 2023 at 01:27:55 PM EDT, Sylvia Cyrus <scyrus@asalh.org> wrote:

Thanks, David. It would also save the overtime that would need to be paid for folks to come in on Saturday. If the committee agrees, we can do this on Zoom on Friday, September 8 after the mail comes in at around 5 pm.
Best regards,

Sylvia Y. Cyrus, Executive Director
Association for the Study of African American Life and History
www.asalh.org
202.238.5918
[Subscribe to ASALH TV](#)



On Wed, Aug 23, 2023 at 12:34 PM David Walton <dwalton@email.wcu.edu> wrote:

Sylvia,

It does not make sense. And the digital/electronic counting of the literal handful of paper ballots makes perfect sense to me. As long as we have you and one of your staff physically in DC, and the rest of us can observe via ZOOM.

I am always open to others' thoughts as well.

In service and solidarity,

DW



Dr. David Mathew Walton

Director, Global Black Studies Program and Assistant Professor of History

College of Arts and Sciences

Western Carolina University | 227B McKee

1 University Drive, Cullowhee, NC 28723

o: (828) 227.2696 | c: (517) 894.1479 | dwalton@wcu.edu

Pronouns: he/him/his

Association for the Study of African American Life and History
(ASALH) Executive Council Member, Class of 2023

Romare Bearden Branch Charter Member

From: Sylvia Cyrus <scyrus@asalh.org>

Sent: Wednesday, August 23, 2023 12:22 PM

To: Annette Palmer <acpalmer2@verizon.net>; David Walton <dwalton@email.wcu.edu>; David Walton <dwalton@email.wcu.edu>; Denise Rolark-Barnes <denise@washingtoninformer.com>; Eric Jackson

<JACKSONER@nku.edu>; Susan Simms <asalhsecretary2022@asalh.org>; W. Marvin Dulaney <dulaney@asalh.org>

Subject: 538 members have voted electronically so far. Less than 5 paper ballots.

WARNING: This email originated from a non-WCU email account. Do not click links or open attachments unless you are confident the content is safe.

Less than 5 have voted by paper ballot. Does it make sense to have a meeting on Saturday if we can do the count on Friday evening electronically?

We can reveal the electronic ballots electronically as well.

Best regards,

Sylvia Y. Cyrus, Executive Director
Association for the Study of African American Life and History

www.asalh.org

202.238.5918

[Subscribe to ASALH TV](#)



Exhibit 25.

9.9.2023 Nominating Comm. Chair

Email to Executive Council

transmitting 2023 Election Results and

Nominating Comm. Chair Letter to

Executive Council



Susan Simms <asalhsecretary2022@asalh.org>

The 2023 Election Results

5 messages

ASALH Nominations <nominations@asalh.org>

Sat, Sep 9, 2023 at 11:06 AM

To: jeff.banks@bankwithunited.com, cbynum04@gmail.com, sunchaasalh@gmail.com, Valerie Holt <holtrorie2@gmail.com>, amshepherd2003@yahoo.com, David Walton <dwalton@email.wcu.edu>, dr.tarawhite@gmail.com, Kenvi Phillips <kenviphillips@gmail.com>, Ida Jones <ida.jones@morgan.edu>, dforeman@asalh.org, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Eric Jackson <jacksoner@nku.edu>, gmixon@uncc.edu, lymanbrodie@gmail.com, jarvisgivens@gmail.com, zmiletsky@asalh.org, Susan Simms <asalhsecretary2022@asalh.org>, lmatthews@asalh.org, jacksoner12@gmail.com, vpformembership2022@asalh.org, Aaisha Haykal <vpforprograms2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, Denise Barnes <drbarnes@washingtoninformer.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, oeaton-martinez@savingplaces.org, browne.scholar@gmail.com
Cc: "W. Marvin Dulaney" <dulaney@asalh.org>

Dear **Executive Council members**:

I am happy to announce the successful completion of the Association's 2023 election cycle. The Elections results are attached to this email, as well as a breakdown of the voting. Please read the EC Letter first.

PLEASE REMEMBER, that these results are confidential until announced to our general membership at the General Membership Meeting as outlined in our Constitution and By-Laws.

Let us embrace, encourage, and support the Class of 2026 as we continue the Woodson legacy.

Sincerely,

David M. Walton

David M. Walton

Nominating Committee Chair

2 attachments

 **EC Letter 2023.pdf**
324K

 **2023 ELECTION RESULTS.pdf**
56K

Gloria Browne-Marshall <browne.scholar@gmail.com>

Sat, Sep 9, 2023 at 3:15 PM

To: ASALH Nominations <nominations@asalh.org>

Cc: jeff.banks@bankwithunited.com, cbynum04@gmail.com, sunchaasalh@gmail.com, Valerie Holt <holtrorie2@gmail.com>, amshepherd2003@yahoo.com, David Walton <dwalton@email.wcu.edu>, dr.tarawhite@gmail.com, Kenvi Phillips <kenviphillips@gmail.com>, Ida Jones <ida.jones@morgan.edu>, dforeman@asalh.org, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Eric Jackson <jacksoner@nku.edu>, gmixon@uncc.edu, lymanbrodie@gmail.com, jarvisgivens@gmail.com, zmiletsky@asalh.org, Susan Simms <asalhsecretary2022@asalh.org>, lmatthews@asalh.org, jacksoner12@gmail.com, vpformembership2022@asalh.org, Aaisha Haykal <vpforprograms2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, Denise Barnes <drbarnes@washingtoninformer.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, oeaton-martinez@savingplaces.org, "W. Marvin Dulaney" <dulaney@asalh.org>

Dear Marvin,

You claimed a lawyer advised you to defy the constitutional vote of the Executive Council. However, you have never given the name of the lawyer or which ASALH documents were given to the lawyer to support this advice. Please inform the Executive Council.

Most importantly, based on the ASALH Constitution, and Parliamentary rules, the Executive Council vote stands. The President only has a vote if there is a tie. So, there was NO power to change the Executive Council's decision regarding nominations.

Prof. Gloria J. Browne-Marshall
John Jay College (CUNY)

Books by GJBM

Author, "She Took Justice: The Black Woman, Law, and Power"

Author, "The Voting Rights War: The NAACP and the Ongoing Struggle for Justice"

Author, "Race, Law, and American Society: 1607 to Present"

Gloria J. Browne-Marshall

Pronouns: She/Her

GJBM

Browne-Marshall23.com

"Your Democracy" animated series produced by WHYY (PBS & NPR affiliate)

Books by GJBM

Writer, Professor of Constitutional Law at John Jay College (CUNY), Producer, Playwright

Radio Host/Podcast Host of "Law of the Land"

Sweetwater Theatrical Productions

Browne Scholar Entertainment 

Award-winning action screenplay "Sergeant Freeman"
and Best Emerging Screenwriter

Award-winning Film "Dreams of Emmet Till"

Stage-play & Award-winning Film "SHOT: Caught A Soul"

"She Took Justice" Documentary Film series

[Quoted text hidden]

ASALH Nominations <nominations@asalh.org>

Sat, Sep 16, 2023 at 8:18 PM

To: Gloria Browne-Marshall <browne.scholar@gmail.com>

Cc: jeff.banks@bankwithunited.com, cbynum04@gmail.com, sunchaasalh@gmail.com, Valerie Holt <holtrorie2@gmail.com>, amshepherd2003@yahoo.com, David Walton <dwalton@email.wcu.edu>, dr.tarawhite@gmail.com, Kenvi Phillips <kenviphillips@gmail.com>, Ida Jones <ida.jones@morgan.edu>, dforeman@asalh.org, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Eric Jackson <jacksoner@nku.edu>, gmixon@uncc.edu, lymanbrodie@gmail.com, jarvisgivens@gmail.com, zmiletsky@asalh.org, Susan Simms <asalhsecretary2022@asalh.org>, lmatthews@asalh.org, jacksoner12@gmail.com, vpformembership2022@asalh.org, Aaisha Haykal <vpforprograms2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, Denise Barnes <drbarnes@washingtoninformer.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, oeaton-martinez@savingplaces.org, "W. Marvin Dulaney" <dulaney@asalh.org>

Per the ASALH Constitution and By-Laws ratified in 2020, Article V (page 7): Although the Executive Council has the authority to determine the

"manner", ie eballot vs physical ballot, electronic vs in-person voting; it does NOT have the authority to determine who is on the ballot or not. The Nominating Committee has the sole authority to determine that. The only determination is membership in ASALH (current dues paying member). There is nothing in the ASALH Constitution and By-Laws ratified in 2020, Article V (page 7) that states that the ballot must be approved by the EC, only presented to the EC before the election (which was done). Prior practices under prior ASALH Constitution and By-Laws are inapplicable. Every candidate on the ballot was/is a current member of ASALH. Thus, the elections were fair AND transparent.

Sincerely,

David M. Walton

David M. Walton

Nominating Committee Chair

[Quoted text hidden]

Valerie Holt <holtrorie2@gmail.com>

Sun, Sep 17, 2023 at 10:31 PM

To: ASALH Nominations <nominations@asalh.org>, Gloria Browne-Marshall <browne.scholar@gmail.com>

Cc: "jeff.banks@bankwithunited.com" <jeff.banks@bankwithunited.com>, "cbynum04@gmail.com" <cbynum04@gmail.com>, "sunchaasalh@gmail.com" <sunchaasalh@gmail.com>, "amshepherd2003@yahoo.com" <amshepherd2003@yahoo.com>, David Walton <dwalton@email.wcu.edu>, "dr.tarawhite@gmail.com" <dr.tarawhite@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, Ida Jones <ida.jones@morgan.edu>, "dforeman@asalh.org" <dforeman@asalh.org>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Eric Jackson <jacksoner@nku.edu>, "gmixon@uncc.edu" <gmixon@uncc.edu>, "lymanbrodie@gmail.com" <lymanbrodie@gmail.com>, "jarvisgivens@gmail.com" <jarvisgivens@gmail.com>, "zmiletsky@asalh.org" <zmiletsky@asalh.org>, Susan Simms <asalhsecretary2022@asalh.org>, "lmatthews@asalh.org" <lmatthews@asalh.org>, "jacksoner12@gmail.com" <jacksoner12@gmail.com>, "vpformembership2022@asalh.org" <vpformembership2022@asalh.org>, Aaisha Haykal <vpforprograms2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, Denise Barnes <drbarnes@washingtoninformer.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, "o Eaton-Martinez@savingplaces.org" <o Eaton-Martinez@savingplaces.org>, "W. Marvin Dulaney" <dulaney@asalh.org>

David

Are you admitted to the Bar in the District of Columbia or any other state. The District's rules for non-profits govern.

From: ASALH Nominations <nominations@asalh.org>

Sent: Saturday, September 16, 2023 8:18 PM

To: Gloria Browne-Marshall <browne.scholar@gmail.com>
Cc: jeff.banks@bankwithunited.com <jeff.banks@bankwithunited.com>; cbynum04@gmail.com <cbynum04@gmail.com>; sunchaasalh@gmail.com <sunchaasalh@gmail.com>; Valerie Holt <holtrorie2@gmail.com>; amshepherd2003@yahoo.com <amshepherd2003@yahoo.com>; David Walton <dwalton@email.wcu.edu>; dr.tarawhite@gmail.com <dr.tarawhite@gmail.com>; Kenvi Phillips <kenviphillips@gmail.com>; Ida Jones <ida.jones@morgan.edu>; dforeman@asalh.org <dforeman@asalh.org>; Omar Eaton-Martinez <eatonmartinez@gmail.com>; Eric Jackson <jacksoner@nku.edu>; gmixon@uncc.edu <gmixon@uncc.edu>; lymanbrodie@gmail.com <lymanbrodie@gmail.com>; jarvisgivens@gmail.com <jarvisgivens@gmail.com>; zmiletsky@asalh.org <zmiletsky@asalh.org>; Susan Simms <asalhsecretary2022@asalh.org>; lmatthews@asalh.org <lmatthews@asalh.org>; jacksoner12@gmail.com <jacksoner12@gmail.com>; vpformembership2022@asalh.org <vpformembership2022@asalh.org>; Aaisha Haykal <vpforprograms2022@asalh.org>; Gladys Vaughn <mychinadoll@comcast.net>; Denise Barnes <drbarnes@washingtoninformer.com>; Denise Rolark-Barnes <denise@washingtoninformer.com>; oeaton-martinez@savingplaces.org <oeaton-martinez@savingplaces.org>; W. Marvin Dulaney <dulaney@asalh.org>
Subject: Re: The 2023 Election Results

[Quoted text hidden]

David Walton <dwalton@email.wcu.edu> Mon, Sep 18, 2023 at 12:24 PM
To: Valerie Holt <holtrorie2@gmail.com>, ASALH Nominations <nominations@asalh.org>, Gloria Browne-Marshall <browne.scholar@gmail.com>
Cc: "jeff.banks@bankwithunited.com" <jeff.banks@bankwithunited.com>, "cbynum04@gmail.com" <cbynum04@gmail.com>, "sunchaasalh@gmail.com" <sunchaasalh@gmail.com>, "amshepherd2003@yahoo.com" <amshepherd2003@yahoo.com>, "dr.tarawhite@gmail.com" <dr.tarawhite@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, Ida Jones <ida.jones@morgan.edu>, "dforeman@asalh.org" <dforeman@asalh.org>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Eric Jackson <jacksoner@nku.edu>, "gmixon@uncc.edu" <gmixon@uncc.edu>, "lymanbrodie@gmail.com" <lymanbrodie@gmail.com>, "jarvisgivens@gmail.com" <jarvisgivens@gmail.com>, "zmiletsky@asalh.org" <zmiletsky@asalh.org>, Susan Simms <asalhsecretary2022@asalh.org>, "lmatthews@asalh.org" <lmatthews@asalh.org>, "jacksoner12@gmail.com" <jacksoner12@gmail.com>, "vpformembership2022@asalh.org" <vpformembership2022@asalh.org>, Aaisha Haykal <vpforprograms2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, Denise Barnes <drbarnes@washingtoninformer.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, "oeaton-martinez@savingplaces.org" <oeaton-martinez@savingplaces.org>, "W. Marvin Dulaney" <dulaney@asalh.org>

<https://code.dccouncil.gov/us/dc/council/code/sections/29-406.40>

DW

Get [Outlook for iOS](#)

From: Valerie Holt <holtrorie2@gmail.com>
Sent: Sunday, September 17, 2023 10:31:04 PM
To: ASALH Nominations <nominations@asalh.org>; Gloria Browne-Marshall <browne.scholar@gmail.com>
Cc: jeff.banks@bankwithunited.com <jeff.banks@bankwithunited.com>; cbynum04@gmail.com <cbynum04@gmail.com>; sunchaasalh@gmail.com <sunchaasalh@gmail.com>; amshepherd2003@yahoo.com <amshepherd2003@yahoo.com>; David Walton <dwalton@email.wcu.edu>; dr.tarawhite@gmail.com <dr.tarawhite@gmail.com>; Kenvi Phillips <kenviphillips@gmail.com>; Ida Jones <ida.jones@morgan.edu>; dforeman@asalh.org <dforeman@asalh.org>; Omar Eaton-Martinez <eatonmartinez@gmail.com>; Eric Jackson <jacksoner@nku.edu>; gmixon@uncc.edu <gmixon@uncc.edu>; lymanbrodie@gmail.com <lymanbrodie@gmail.com>; jarvisgivens@gmail.com <jarvisgivens@gmail.com>; zmiletsky@asalh.org <zmiletsky@asalh.org>; Susan Simms <asalhsecretary2022@asalh.org>; lmatthews@asalh.org <lmatthews@asalh.org>; jacksoner12@gmail.com <jacksoner12@gmail.com>; vpformembership2022@asalh.org <vpformembership2022@asalh.org>; Aaisha Haykal <vpforprograms2022@asalh.org>; Gladys Vaughn <mychinadoll@comcast.net>; Denise Barnes <drbarnes@washingtoninformer.com>; Denise Rolark-Barnes <denise@washingtoninformer.com>; oeaton-

martinez@savingplaces.org <oeaton-martinez@savingplaces.org>; W. Marvin Dulaney <dulaney@asalh.org>

Subject: Re: The 2023 Election Results

WARNING: This email originated from a non-WCU email account. Do not click links or open attachments unless you are confident the content is safe.

[Quoted text hidden]

Exhibit 26.

2023 ASALH Election Results

2023 ELECTION RESULTS

CORPORATE MEMBERS

	Electronic Ballots	Mail-In Ballots	Total
ANTHONY CADE II:	354	4	<u>358</u>
DONNA GRAY-BANKS:	313	4	<u>317</u>
ERICA MCKNIGHT:	470	6	<u>476</u>

GENERAL MEMBERS

KAREN COOK BELL:	433	7	<u>440</u>
CONSTANCE L. DIGGS:	256	2	<u>258</u>
JACOB S. DORMAN:	252	4	<u>256</u>
NATANYA DUNCAN:	347	4	<u>351</u>
LESLIE K. ETIENNE:	280	3	<u>283</u>
AISHA JOHNSON:	406	4	<u>410</u>
CHARLES D. JOHNSON:	269	2	<u>271</u>
LIONEL KIMBLE:	297	3	<u>300</u>
MOSES MASSENBURG:	228	1	<u>229</u>
GREGORY MIXON:	254	2	<u>256</u>
DARYL MICHAEL SCOTT:	305	4	<u>309</u>
GLADYS GARY VAUGHN:	396	4	<u>400</u>
DAVID MATHEW WALTON:	194	2	<u>196</u>
AUGUSTUS C. WOOD:	289	2	<u>291</u>

Exhibit 27.

9.9.2023 Nominating Comm. Chair

Letter to Executive Council



September 9, 2023

Dear **Executive Council members:**

I am happy to announce the successful completion of the Association's 2023 election cycle. The newly elected EC members of the Class of 2026 are as following:

CORPORATE MEMBERS:

1. ERICA MCKNIGHT
2. ANTHONY CADE II

STUDENT MEMBER: NONE

GENERAL MEMBERS:

1. KAREN COOK BELL
2. AISHA JOHNSON
3. GLADYS GARY VAUGHN
4. NATANYA DUNCAN
5. DARYL MICHAEL SCOTT
6. LIONEL KIMBLE
7. AUGUSTUS C. WOOD

Let us embrace, encourage, and support the Class of 2026 as we continue the Woodson legacy.

Sincerely,

David M. Walton

David M. Walton
Nominating Committee Chair

Exhibit 28.

9.13.23 Dulaney Resignation Letter

W. MARVIN DULANEY
P. O. Box 973
DeSoto, Texas 75123

13 September 2023

Ms. Susan Simms Marsh
Secretary
Association for the Study of African American Life and History
Washington, D.C. 20001

Dear Ms. Marsh:

Effective on this date I am resigning as President of the Association for the Study of African American Life and History.

I am not resigning because I believe that ten members of the Executive Council (out of twenty-four) and four former presidents can set the tone for an organization of nearly 3,000 members, but because of their lack of ethics and lack of concern for ASALH and its mission. When one member decides that he can hold up vital financial support until he gets his way, it sends a clear message that his concern is not for the organization, but for his own personal grievance.

So, I resign in the best interest of ASALH.

I am sure that the current Vice President for Membership, who will succeed to the presidency of ASALH based on the letter of "ASALH's Constitution," will move the organization forward to its eventual destiny.

Sincerely,



W. Marvin Dulaney

Exhibit 29.

9.13.23 Dulaney Email to Marsh

(Secretary) Transmitting Resignation

Letter



Susan Simms <asalhsecretary2022@asalh.org>

Resignation Letter

1 message

Dulaney, William M <dulaney@asalh.org>
To: Susan Simms <asalhsecretary2022@asalh.org>

Wed, Sep 13, 2023 at 4:59 PM

Susan,

Here is my resignation letter.

Please circulate it widely.

Sincerely,

W. Marvin Dulaney

President

Association for the Study of African American Life and History



Dulaney ASALH Resignation Letter.docx
22K

Exhibit 30.

9.13.23 Marsh Email Transmitting

Dulaney Resignation Letter



Susan Simms <asalhsecretary2022@asalh.org>

President W. Marvin Dulaney Resignation Letter

Susan Simms <asalhsecretary2022@asalh.org>

Wed, Sep 13, 2023 at 5:19 PM

To: Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Ida Jones <vpformembership2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>

Attached is Marvin Dulaney's resignation letter that I received today, at 4:59 pm.

--

Susan
Susan Simms Marsh, Secretary

 **Dulaney ASALH Resignation Letter.pdf**
102K

Exhibit 31.

9.14.23 Jones (VP Membership) Email

Responding to Dulaney Resignation

Letter



Susan Simms <asalhsecretary2022@asalh.org>

President W. Marvin Dulaney Resignation Letter

Ida Jones <vpformembership2022@asalh.org>

Thu, Sep 14, 2023 at 12:42 PM

To: Susan Simms <asalhsecretary2022@asalh.org>

Cc: Zebulun Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>

Good afternoon,

Marvin this is disappointing. However you are at liberty to govern your personal decision. It is my hope that you will attend the 108th ASALH conference in Jacksonville next week. Your dedication to ensuring a remarkable conference is evidence of your love for the Association.

On the other hand, the statements in your resignation letter are pointed and painful-nevertheless - you are entitled to your opinion as perception informs one's reality. In closing, I accept the responsibility assigned to my office as national Vice President for Membership to conduct the business affairs of the Association.

The first order of business is to provide the election results to the membership as stated in the constitution. However, the disregard of the Executive Council's authorized slate of viable candidates resulted in unapproved candidates to remain on the ballot. Toward this end, the nomination committee should issue a statement to membership on the officially elected Executive Council Class of 2026. According to the results the elected general members are:

KAREN COOK BELL:

NATANYA DUNCAN:

LESLIE K. ETIENNE:

AISHA JOHNSON:

LIONEL KIMBLE:

GLADYS GARY VAUGHN:

AUGUSTUS C. WOOD:

David Walton is the nomination committee chair and should provide the language for the election results to the membership. David shared on Wednesday September 13 that he declines to proceed with the requested action. Therefore, I am asking Sylvia Cyrus to share the election results with the officially elected Executive Council Class of 2026 as listed above within the business week by 5:00pmEST Friday September 15.

ASALH Members,

It is an honor to present the ASALH Executive Council Class of 2026. Please join me in welcoming the following:

KAREN COOK BELL
NATANYA DUNCAN
LESLIE K. ETIENNE
AISHA JOHNSON
LIONEL KIMBLE
GLADYS GARY VAUGHN
AUGUSTUS C. WOOD

On behalf of the elected leadership of ASALH:

Congratulations on being nominated and elected to serve. The leadership of the Association looks forward to being enriched by your dedication to continue the work of Dr. Woodson into the 21st century. There is an opportunity to meet existing members of the Executive Council during the conference in Jacksonville. There will be an orientation class as well in the coming month. Once again, congratulations!

Sincerely,

Ida Jones
ASALH President

If there are any questions feel free to email me or share publicly. Thank you for your continued commitment to serve and propel the vision of Dr. Woodson into the 21st century.

Warm regards,

Ida

[Quoted text hidden]

--

Ida E. Jones, Ph.D.
ASALH
National Vice President for Membership

****I review emails three days a week responding every 48 to 72 hours****

4 attachments

ARTICLE V Elections

The Executive Council shall determine the manner and the time of elections. Elections shall be managed according to the following process:

February - By the first Friday preceding the February meeting of the Executive Council, the Chair of the Nominating Committee shall announce to the membership the intent to receive nominations for open offices within the Association.

April - The Chair of the Nominating Committee shall receive nominations through the second Friday of each April. Nominations must address candidates standing within the Association, serve to the Association as well as other qualifications that are consistent with the objectives of the Association.

May - The Chair of the Nominating Committee shall send a slate of nominees to the Executive Council in May prior to its June meeting.

July - The Executive Director of the Association shall distribute an appropriate ballot to the membership by the first week in July. All ballots shall be marked and returned to the Association's headquarters before the first week of August. Ballots shall be tallied, verified and results reported to the Chair of the Nominating Committee within working days (11 days of the return deadline).

August - By the last Friday in August the Chair of the Nominating Committee shall have announced election results to the total membership according to the following sequence: First, to the Nominators, second, to the members of the Executive Council, and third, to the General Membership.

ASALH Constitution Elections section .gif 62K



EC Letter 2023.pdf

324K



2023 ELECTION RESULTS.pdf

56K



ASALH EC Meeting_September.11.2023 (1).docx

61K

Exhibit 32

9.14.23 Dulaney Email to Marsh

Transmitting Letter Rescinding

Resignation Letter



Susan Simms <asalhsecretary2022@asalh.org>

(no subject)

1 message

Dulaney, William M <dulaney@asalh.org>
To: Susan Simms <asalhsecretary2022@asalh.org>
Cc: Sylvia Cyrus <scyrus@asalh.org>

Thu, Sep 14, 2023 at 2:39 PM

Susan,

Attached is my letter rescinding my resignation.

Sincerely,

W. Marvin Dulaney

President

Association for the Study of African American Life and History



Dulaney ASALH Letter.pdf
101K

Exhibit 33.

9.14.23 Dulaney Letter Rescinding

Resignation Letter

W. MARVIN DULANEY
P. O. Box 973
DeSoto, Texas 75123

14 September 2023

Ms. Susan Simms Marsh
Secretary
Association for the Study of African American Life and History
Washington, D.C. 20001

Dear Ms. Marsh:

Effective on this date I am rescinding my letter of resignation as President of the Association for the Study of African American Life and History.

I am rescinding my resignation because of the overwhelming expression of support of my presidency that far exceeded that of the ten members of the Executive Council who voted for a motion of no confidence on Monday, 11 September 2023.

Plus, my job as President of the nation's oldest African American historical association is not done. And, as one supportive member told me: "Why resign? ASALH is worth the fight."

Sincerely,

A handwritten signature in cursive script that reads "W. Marvin Dulaney". The signature is written in dark ink on a light-colored background.

W. Marvin Dulaney

Exhibit 34.

9.14.23 Marsh Email Transmitting

Dulaney Letter Rescinding

Resignation Letter



Susan Simms <asalhsecretary2022@asalh.org>

President W. Marvin Dulaney Letter Rescinding Resignation

8 messages

Susan Simms <asalhsecretary2022@asalh.org>

Thu, Sep 14, 2023 at 5:49 PM

To: Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Ida Jones <vpformembership2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>

Attached is Marvin Dulaney's letter rescinding his resignation.

--

Susan
Susan Simms Marsh, Secretary

 **Dulaney ASALH Letter.pdf**
101K

Jarvis Givens <jarvisgivens@gmail.com>

Thu, Sep 14, 2023 at 5:54 PM

To: Susan Simms <asalhsecretary2022@asalh.org>
Cc: "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Cornelius Bynum <cbynum04@gmail.com>, David Walton <dwalton@wcu.edu>, Deirdre Foreman <dforeman@asalh.org>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, Gladys Vaughn <mychinadoll@comcast.net>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, Ida Jones <vpformembership2022@asalh.org>, Jeff Banks <jbanks4465@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Lyman Brodie <lymanbrodie@gmail.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Susan Simms Marsh <sdsimms@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Valerie Holt <holtrorie2@gmail.com>, "W. Marvin Dulaney" <dulaney@asalh.org>, Zebulon Miletsky <zmiletsky@asalh.org>

ASALH's constitution has a clear succession plan in place for this exact scenario. "Vacant Offices-If the Office of the President through any cause shall become [vacant], the Vice President for Membership shall thereupon become President in accordance with Article III Section 2." That succession plan was acknowledged and directly referenced in the formal resignation letter submitted to the secretary and EC yesterday. Those directives are not vague or ambiguous in anyway. There is no need to vote on accepting a resignation letter from someone who vacates the office of ASALH's presidency. The previous president formally unseated himself and the next in line accepted that position, as outlined in the constitution.

[Quoted text hidden]

Sundiata Cha-Jua <sunchaasalh@gmail.com>

Thu, Sep 14, 2023 at 5:57 PM

To: Jarvis Givens <jarvisgivens@gmail.com>
Cc: "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Cornelius Bynum <cbynum04@gmail.com>, David Walton <dwalton@wcu.edu>, Deirdre Foreman <dforeman@asalh.org>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, Gladys Vaughn <mychinadoll@comcast.net>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, Ida Jones <vpformembership2022@asalh.org>, Jeff Banks <jbanks4465@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Lyman Brodie <lymanbrodie@gmail.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>,

"Shepherd, Anita" <amshepherd2003@yahoo.com>, Susan Simms <asalhsecretary2022@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Valerie Holt <holtrorie2@gmail.com>, "W. Marvin Dulaney" <dulaney@asalh.org>, Zebulon Miletsky <zmiletsky@asalh.org>

A resignation must be accepted in order for the position to be vacated.

[Quoted text hidden]

Jarvis Givens <jarvisgivens@gmail.com>

Thu, Sep 14, 2023 at 6:02 PM

To: Sundiata Cha-Jua <sunchaasalh@gmail.com>

Cc: "Aaisha N. Haykal" <vpforprograms2022@asalh.org>, Cornelius Bynum <cbynum04@gmail.com>, David Walton <dwalton@wcu.edu>, Deirdre Foreman <dforeman@asalh.org>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, Gladys Vaughn <mychinadoll@comcast.net>, "Gloria J. Browne-Marshall" <browne.scholar@gmail.com>, Gregory Mixon <gmixon@unc.edu>, Ida Jones <vpformembership2022@asalh.org>, Jeff Banks <jbanks4465@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Lopez Matthews (ASALH)" <lmattthews@asalh.org>, Lyman Brodie <lymanbrodie@gmail.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Susan Simms <asalhsecretary2022@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Valerie Holt <holtrorie2@gmail.com>, "W. Marvin Dulaney" <dulaney@asalh.org>, Zebulon Miletsky <zmiletsky@asalh.org>

Please share a citation from the ASALH constitution or Robert's Rules of Order where this procedure is spelled out. That would be very helpful, Sundiata.

Jarvis

[Quoted text hidden]

Anita Shepherd <amshepherd2003@yahoo.com>

Thu, Sep 14, 2023 at 6:05 PM

To: Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <browne.scholar@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aaisha N. Haykal" <vpforprograms2022@asalh.org>, Ida Jones <vpformembership2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@unc.edu>, "Lopez Matthews (ASALH)" <lmattthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>, Susan Simms <asalhsecretary2022@asalh.org>

The whole request for his resignation was out of protocol..

Anita

[Quoted text hidden]

Jarvis Givens <jarvisgivens@gmail.com>

Thu, Sep 14, 2023 at 6:13 PM

To: Anita Shepherd <amshepherd2003@yahoo.com>

Cc: "Aaisha N. Haykal" <vpforprograms2022@asalh.org>, Cornelius Bynum <cbynum04@gmail.com>, David Walton <dwalton@wcu.edu>, Deirdre Foreman <dforeman@asalh.org>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, Gladys Vaughn <mychinadoll@comcast.net>, "Gloria J. Browne-Marshall" <browne.scholar@gmail.com>, Gregory Mixon <gmixon@unc.edu>, Ida Jones <vpformembership2022@asalh.org>, Jeff Banks <jbanks4465@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Lopez Matthews (ASALH)" <lmattthews@asalh.org>, Lyman Brodie <lymanbrodie@gmail.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Susan Simms <asalhsecretary2022@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Valerie Holt <holtrorie2@gmail.com>, "W. Marvin Dulaney" <dulaney@asalh.org>, Zebulon Miletsky <zmiletsky@asalh.org>

Dear Anita,

Respectfully, a vote of no confidence is not a request for a resignation. It was an invitation for our leader to correct things and help us get back on the right track. That sentiment was intentionally spelled out in the minutes.

"In discussion of this motion, the Board hopes that the President will see this motion as a turning point where the voices and subsequent votes of the Executive Council are not optional and must be followed. We believe that such acceptance will allow all to proceed with comity and mutual understanding that all members of the Executive Council are bound by our Constitution and By-laws." (ASALH EC Meeting Minutes, September 11, 2023)

[Quoted text hidden]

Valerie Holt <holtrorie2@gmail.com>

Thu, Sep 14, 2023 at 6:13 PM

To: Anita Shepherd <amshepherd2003@yahoo.com>, Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <browne.scholar@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Ida Jones <vpformembership2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Susan Simms <asalhsecretary2022@asalh.org>

No one requested that Marvin resign. Please see the Minutes. The minutes end with a helpful note about going forward together.

From: Anita Shepherd <amshepherd2003@yahoo.com>

Sent: Thursday, September 14, 2023 6:05 PM

To: Zebulon Miletsky <zmiletsky@asalh.org>; Sundiata Cha-Jua <sunchaasalh@gmail.com>; Denise Rolark-Barnes <denise@washingtoninformer.com>; Eric Jackson <jacksoner@nku.edu>; Gloria J. Browne-Marshall <browne.scholar@gmail.com>; Kenvi Phillips <kenviphillips@gmail.com>; Aaisha N. Haykal <vpforprograms2022@asalh.org>; Ida Jones <vpformembership2022@asalh.org>; Gladys Vaughn <mychinadoll@comcast.net>; W. Marvin Dulaney <dulaney@asalh.org>; Susan Simms Marsh <sdsimms@yahoo.com>; Omar Eaton-Martinez <eatonmartinez@gmail.com>; Lyman Brodie <lymanbrodie@gmail.com>; Gregory Mixon <gmixon@uncc.edu>; Lopez Matthews (ASALH) <lmatthews@asalh.org>; Deirdre Foreman <dforeman@asalh.org>; David Walton <dwalton@wcu.edu>; Jeff Banks <jbanks4465@gmail.com>; Cornelius Bynum <cbynum04@gmail.com>; Tara White <dr.tarawhite@gmail.com>; Jarvis Givens <jarvisgivens@gmail.com>; Valerie Holt <holtrorie2@gmail.com>; Susan Simms <asalhsecretary2022@asalh.org>

Subject: Re: President W. Marvin Dulaney Letter Rescinding Resignation

[Quoted text hidden]

Jarvis Givens <jarvisgivens@gmail.com>

Thu, Sep 14, 2023 at 6:28 PM

To: Valerie Holt <holtrorie2@gmail.com>

Cc: "Aaisha N. Haykal" <vpforprograms2022@asalh.org>, Anita Shepherd <amshepherd2003@yahoo.com>, Cornelius Bynum <cbynum04@gmail.com>, David Walton <dwalton@wcu.edu>, Deirdre Foreman <dforeman@asalh.org>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, Gladys Vaughn <mychinadoll@comcast.net>, "Gloria J. Browne-Marshall" <browne.scholar@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, Ida Jones <vpformembership2022@asalh.org>, Jeff Banks <jbanks4465@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Lyman Brodie <lymanbrodie@gmail.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Susan Simms <asalhsecretary2022@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, "W. Marvin Dulaney" <dulaney@asalh.org>, Zebulon Miletsky <zmiletsky@asalh.org>

And, to be clear, the organization's Constitution and By-Laws supersede Roberts's Rules of Order. So because we have a clear succession plan for when the seat of the president becomes vacant ("through any cause"), no action is required on the part of the board to fill that seat. We have a formal protocol for this. The presidency was vacant—doesn't matter if it was for one minute or twenty-four hours—the EC was alerted of the formal resignation (and therefore the vacancy), and the VP of Membership was willing to step up to the plate, honoring her responsibility as outlined in the constitution.

[Quoted text hidden]

Exhibit 35.

9.14.23 Dulaney Email Responding to

Jones 9.14.23 Email



Susan Simms <asalhsecretary2022@asalh.org>

President W. Marvin Dulaney Resignation Letter

Dulaney, William M <dulaney@asalh.org>

Thu, Sep 14, 2023 at 3:07 PM

To: Ida Jones <vpformembership2022@asalh.org>, Susan Simms <asalhsecretary2022@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aaisha N. Haykal" <vpforprograms2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, Susan Simms Marsh <sdsimms@yahoo.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>, Zebulon Miletsky <zmiletsky@asalh.org>

Ida,

As of 1:30 today, I have rescinded my resignation as president of the ASALH. So, I am still president.

If you are going to remove Daryl Scott from his election to the Executive Council, you need to do it formally. Since you are in charge of this committee to take that action, you must inform him of the committee's action. You should ask Gloria to assist in writing the letter, since she is a lawyer, in order to make sure that it says what the committee is doing "legally." It will become evidence.

Then, of course, all of us need to get ready for our depositions on this matter.

Sincerely,

W. Marvin Dulaney

President

Association for the Study of African American Life and History



[Quoted text hidden]

Exhibit 36.

9.14.23 Email transmitting Dulaney

Letter Rescinding Resignation and

email thread of other Executive

Council emails



Susan Simms <asalhsecretary2022@asalh.org>

President W. Marvin Dulaney Letter Rescinding Resignation

Susan Simms <asalhsecretary2022@asalh.org>

Thu, Sep 14, 2023 at 5:49 PM

To: Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Ida Jones <vpformembership2022@asalh.org>, Gladys Vaughn <mychinadoll@comcast.net>, "W. Marvin Dulaney" <dulaney@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Lyman Brodie <lymanbrodie@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Deirdre Foreman <dforeman@asalh.org>, David Walton <dwalton@wcu.edu>, Jeff Banks <jbanks4465@gmail.com>, Cornelius Bynum <cbynum04@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Tara White <dr.tarawhite@gmail.com>, Jarvis Givens <jarvisgivens@gmail.com>, Valerie Holt <holtrorie2@gmail.com>

Attached is Marvin Dulaney's letter rescinding his resignation.

--

Susan
Susan Simms Marsh, Secretary

 **Dulaney ASALH Letter.pdf**
101K

Exhibit 37.

Draft of the 9.18.2023 Virtual Annual

Business Meeting Minutes and posted

on ASALH Website Membership

Private Page



2023 ANNUAL BUSINESS MEETING MINUTES

**MONDAY, SEPTEMBER 18, 2023
VIA ZOOM**

The 2023 Annual Business Meeting was held, via Zoom, on Monday September 18, 2022, at 7:30 pm (EST). W. Marvin Dulaney, President of ASALH, called the meeting to order at 7:39 pm and presided, and Susan Simms Marsh, Secretary of ASALH, served as the Secretary.

President W. Marvin Dulaney welcomed the attendees.

Secretary Susan Simms Marsh announced that the Executive Council received, on September 18, 2023, Resolution of the ASALH Florida Coalition. The Secretary shared and read the September 18, 2023 Resolution of the ASALH Florida Coalition. The Resolution will be posted on the ASALH Members Private Page.

The following Executive Council members attended the meeting: W. Marvin Dulaney, Valerie Holt, Susan Simms Marsh, Ida Jones, Asisha Haykal, Anita Shepherd, David Walton, Sundiata Cha Jua, Gregory Mixon, Jarvis Givens, Lopez Matthews, Deidra Foreman, Gladys Gary Vaughn, and Jeff Banks.

The full attendance report was filed with the Secretary.

Secretary Susan Simms Marsh presented the meeting logistics.

President W. Marvin Dulaney welcomed attendees and presented the 2023 Annual Business Meeting agenda.

Secretary Susan Simms Marsh announced that the Executive Council received the September 18, 2023 Resolution of the ASALH Florida Coalition and after reading

the resolution requested the Resolution be placed on the 2023 Annual Business Meeting agenda after the approval of the minutes.

Motion: It was moved by Anita Shepherd and seconded to adopt the 2023 Annual Business Meeting agenda as revised to include the September 18, 2023 Resolution of the ASALH Florida Coalition. **The motion passed.**

Secretary Susan Simms Marsh presented the September 26, 2022, Virtual Annual Business Meeting Minutes, previously shared on the ASALH Private Members Page.

Motion: It was moved by Susan Simms Marsh and seconded to approve the September 26, 2022, Virtual Annual Business Meeting minutes. **The motion passed.**

SEPTEMBER 18, 2023 RESOLUTION OF THE ASALH COALITION

Secretary Susan Simms Marsh presented the September 18, 2023 Resolution of the ASALH Coalition.

Resolution of the ASALH Florida Coalition

Whereas, controversy exist surrounding the recent election of members to the Executive Council of the Association for the Study of African American Life and History, and

Whereas, this controversy arises on the threshold of the opening of the 108th Annual Meeting and Conference of the Association, and

Whereas, the existence of this controversy threatens to disrupt the Annual meeting and Conference, posing irreparable damage to its reputation and mission, and to the legacy and vision of our founder, Dr. Carter G. Woodson, and

Whereas, the likelihood of resolving this controversy, in the midst of the many meetings, Conference programs and celebrations, is highly unlikely,

THEREFORE, we, the members of the ASALH Florida Coalition, having met on September 17, 2023, and by unanimous vote of the members attending, respectfully request that the Executive Council, and any Committees of said Council, suspend and or table, as the Council's process may provide, any and all consideration of the recent election, and the controversy surrounding it, until the conclusion of the 108th Annual Meeting and Conference.

Respectfully submitted,
Hazel Gillis, President of the James Weldon Johnson Branch and David Wilkins, President of the Manasota ASALH branch, on behalf of the ASALH Florida Coalition.

Dated: September 18, 2023

Motion: It was moved by David Walton and seconded to approve the September 18, 2023, Resolution of the Florida Coalition. **The motion passed.**

PRESIDENT REPORT

President W. Marvin Dulaney presented a written report and there were no recommendations. The written report was filed with the Secretary.

SECRETARY REPORT

Secretary Susan Simms Marsh presented a written report and there were no recommendations. The written report was filed with the Secretary.

TREASURER REPORT

Treasurer Valerie Holt presented a written report and there were no recommendations. The written report was filed with the Secretary.

VICE PRESIDENT FOR MEMBERSHIP REPORT

Vice President for Membership Ida Jones presented a written report and there were no recommendations. The written report was filed with the Secretary.

VICE PRESIDENT FOR PROGRAMS REPORT

Vice President for Programs Aaisha Haykal presented a written report and there were no recommendations. The written report was filed with the Secretary.

AUDIT AND FINANCE COMMITTEE REPORT

Audit and Finance Committee Chair Anita Shepherd presented a written report and there were no recommendations. The written report was filed with the Secretary.

NOMINATING COMMITTEE REPORT

Nominating Committee Chair David Walton presented an oral report. There was a total of 538 electronic ballots submitted and seven paper ballots submitted for total of 545 ballots.

For the Executive Council, there were three candidates for corporate member and 14 candidates for general member.

Nominations for corporate members: Anthony Cade, II, Donna Gray-Banks and Erica McKnight.

Nominations for general member: Karen Cook Bell, Constance Diggs, Jacob Dorman, Natanya Duncan, Leslie K. Etienne, Aisha Johnson, Charles D. Johnson, Lionel Kimble, Moses Massenburg, Gregory Mixon, Daryl Michael Scott, Gladys Gary Vaughn, David Mathew Walton, and August Wood.

Two people were nominated by a third party. When the Nominating Committee Chair contacted the individuals, they declined the nomination.

During this meeting with the approval of the September 18, 2023 ASALH Florida Coalition Resolution, information regarding the election is not being presented.

EXECUTIVE DIRECTOR REPORT

Executive Director Sylvia Cyrus presented a written report and there were no recommendations. The written report was filed with the Secretary.

NEW BUSINESS

Motion: It was moved by Sundiata Cha Jua and seconded that there be a 30-day period that the Executive Council consult with legal counsel and during that period, at least by the October 30, 2023, that a meeting of the membership be held to determine the President and to determine the results of the 2023 election as it is the right of the membership to make those decisions. **The motion passed.**

ADJOURNMENT

Motion: It was moved by Anita Shepherd and seconded to adjourn the meeting. **The motion passed.**

The meeting adjourned.

Prepared by:

Susan Simms Marsh, Secretary



2023 ANNUAL BUSINESS MEETING MINUTES

**MONDAY, SEPTEMBER 18, 2023
VIA ZOOM**

The 2023 Annual Business Meeting was held, via Zoom, on Monday September 18, 2023, at 7:30 pm (EST). W. Marvin Dulaney, President of ASALH, called the meeting to order at 7:39 pm and presided, and Susan Simms Marsh, Secretary of ASALH, served as the Secretary.

President W. Marvin Dulaney welcomed the attendees.

Secretary Susan Simms Marsh announced that the Executive Council received, on September 18, 2023, Resolution of the ASALH Florida Coalition. The Secretary shared and read the September 18, 2023 Resolution of the ASALH Florida Coalition. The Resolution will be posted on the ASALH Members Private Page.

The following Executive Council members attended the meeting: W. Marvin Dulaney, Valerie Holt, Susan Simms Marsh, Ida Jones, Asisha Haykal, Anita Shepherd, David Walton, Sundiata Cha Jua, Gregory Mixon, Jarvis Givens, Lopez Matthews, Deidra Foreman, Gladys Gary Vaughn, and Jeff Banks.

The full attendance report was filed with the Secretary.

Secretary Susan Simms Marsh presented the meeting logistics.

President W. Marvin Dulaney welcomed attendees and presented the 2023 Annual Business Meeting agenda.

Secretary Susan Simms Marsh announced that the Executive Council received the September 18, 2023 Resolution of the ASALH Florida Coalition and after reading

the resolution requested the Resolution be placed on the 2023 Annual Business Meeting agenda after the approval of the minutes.

Motion: It was moved by Anita Shepherd and seconded to adopt the 2023 Annual Business Meeting agenda as revised to include the September 18, 2023 Resolution of the ASALH Florida Coalition. **The motion passed.**

Secretary Susan Simms Marsh presented the September 26, 2022, Virtual Annual Business Meeting Minutes, previously shared on the ASALH Private Members Page.

Motion: It was moved by Susan Simms Marsh and seconded to approve the September 26, 2022, Virtual Annual Business Meeting minutes. **The motion passed.**

SEPTEMBER 18, 2023 RESOLUTION OF THE ASALH COALITION

Secretary Susan Simms Marsh presented the September 18, 2023 Resolution of the ASALH Coalition.

Resolution of the ASALH Florida Coalition

Whereas, controversy exist surrounding the recent election of members to the Executive Council of the Association for the Study of African American Life and History, and

Whereas, this controversy arises on the threshold of the opening of the 108th Annual Meeting and Conference of the Association, and

Whereas, the existence of this controversy threatens to disrupt the Annual meeting and Conference, posing irreparable damage to its reputation and mission, and to the legacy and vision of our founder, Dr. Carter G. Woodson, and

Whereas, the likelihood of resolving this controversy, in the midst of the many meetings, Conference programs and celebrations, is highly unlikely,

THEREFORE, we, the members of the ASALH Florida Coalition, having met on September 17, 2023, and by unanimous vote of the members attending, respectfully request that the Executive Council, and any Committees of said Council, suspend and or table, as the Council's process may provide, any and all consideration of the recent election, and the controversy surrounding it, until the conclusion of the 108th Annual Meeting and Conference.

Respectfully submitted,
Hazel Gillis, President of the James Weldon Johnson Branch and David Wilkins, President of the Manasota ASALH branch, on behalf of the ASALH Florida Coalition.

Dated: September 18, 2023

Motion: It was moved by David Walton and seconded to approve the September 18, 2023, Resolution of the Florida Coalition. **The motion passed.**

PRESIDENT REPORT

President W. Marvin Dulaney presented a written report and there were no recommendations. The written report was filed with the Secretary.

SECRETARY REPORT

Secretary Susan Simms Marsh presented a written report and there were no recommendations. The written report was filed with the Secretary.

TREASURER REPORT

Treasurer Valerie Holt presented a written report and there were no recommendations. The written report was filed with the Secretary.

VICE PRESIDENT FOR MEMBERSHIP REPORT

Vice President for Membership Ida Jones presented a written report and there were no recommendations. The written report was filed with the Secretary.

VICE PRESIDENT FOR PROGRAMS REPORT

Vice President for Programs Aaisha Haykal presented a written report and there were no recommendations. The written report was filed with the Secretary.

AUDIT AND FINANCE COMMITTEE REPORT

Audit and Finance Committee Chair Anita Shepherd presented a written report and there were no recommendations. The written report was filed with the Secretary.

NOMINATING COMMITTEE REPORT

Nominating Committee Chair David Walton presented an oral report. There was a total of 538 electronic ballots submitted and seven paper ballots submitted for total of 545 ballots.

For the Executive Council, there were three candidates for corporate member and 14 candidates for general member.

Nominations for corporate members: Anthony Cade, II, Donna Gray-Banks and Erica McKnight.

Nominations for general member: Karen Cook Bell, Constance Diggs, Jacob Dorman, Natanya Duncan, Leslie K. Etienne, Aisha Johnson, Charles D. Johnson, Lionel Kimble, Moses Massenburg, Gregory Mixon, Daryl Michael Scott, Gladys Gary Vaughn, David Mathew Walton, and August Wood.

Two people were nominated by a third party. When the Nominating Committee Chair contacted the individuals, they declined the nomination.

During this meeting with the approval of the September 18, 2023 ASALH Florida Coalition Resolution, information regarding the election is not being presented.

EXECUTIVE DIRECTOR REPORT

Executive Director Sylvia Cyrus presented a written report and there were no recommendations. The written report was filed with the Secretary.

NEW BUSINESS

Motion: It was moved by Sundiata Cha Jua and seconded that there be a 30-day period that the Executive Council consult with legal counsel and during that period, at least by the October 30, 2023, that a meeting of the membership be held to determine the President and to determine the results of the 2023 election as it is the right of the membership to make those decisions. **The motion passed.**

ADJOURNMENT

Motion: It was moved by Anita Shepherd and seconded to adjourn the meeting. **The motion passed.**

The meeting adjourned.

Prepared by:

Susan Simms Marsh, Secretary

Exhibit 38.

9.18.2023 Florida Coalition Resolution



Susan Simms <asalhsecretary2022@asalh.org>

Resolution of the ASALH Florida Coalition

1 message

David G. Wilkins <wilkinsdg60@gmail.com>

Mon, Sep 18, 2023 at 12:30 PM

To: "W. Marvin Dulaney" <dulaney@asalh.org>

Cc: nominations@asalh.org, brown.scholarship@gmail.com, jeff.banks@bankwithunited.com, cybynum04@gmail.com, Cornelius Bynum <cbynum04@gmail.com>, Sundiata Keita ChaJua <sunchaasalh@gmail.com>, Valerie Holt <holtrorie2@gmail.com>, Anita Shepherd <amshepherd2003@yahoo.com>, dwalton@email.wcu.edu, dr.tarawhite@gmail.com, kenviphillip@gmail.com, ida.joines@morgan.edu, Deirdre Foreman <dforeman@asalh.org>, eatonmartinez@gmail.com, jacksoner@nku.edu, gmixon@ucc.edu, Lyman Brodie <lymanbrodie@gmail.com>, jarvisgivens@gmail.com, Zebulon Miletsky <zmiletsky@asalh.org>, Susan Simms <asalhsecretary2022@asalh.org>, lmatthews@asalh.org, jacksoner12@gmail.com, "Ida Jones, Phd" <vpformembership2022@asalh.org>, Aaisha Haykal <vpforprograms2022@asalh.org>, mychinadoll@comcast.net, drbarnes@washingtoninformer.com, denise@washingtoninformer.com, oeaton-martinez@savingplaces.org

 **Resolution of the ASALH Florida Coalition.pdf**

47K

Exhibit 39.

9.18.23 Email Transmitting Florida

Coalition Resolution to Executive

Council

Resolution of the ASALH Florida Coalition

Whereas, controversy exist surrounding the recent election of members to the Executive Council of the Association for the Study of African American Life and History, and

Whereas, this controversy arises on the threshold of the opening of the 108th Annual Meeting and Conference of the Association, and

Whereas, the existence of this controversy threatens to disrupt the Annual meeting and Conference, posing irreparable damage to its reputation and mission, and to the legacy and vision of our founder, Dr. Carter G. Woodson, and

Whereas, the likelihood of resolving this controversy, in the midst of the many meetings, Conference programs and celebrations, is highly unlikely,

THEREFORE, we, the members of the ASALH Florida Coalition, having met on September 17, 2023, and by unanimous vote of the members attending, respectfully request that the Executive Council, and any Committees of said Council, suspend and or table, as the Council's process may provide, any and all consideration of the recent election, and the controversy surrounding it, until the conclusion of the **108th Annual Meeting and Conference**.

Respectfully submitted,

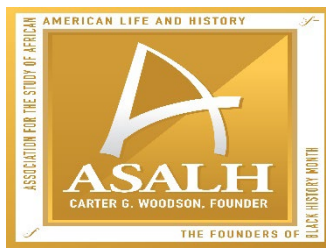
Hazel Gillis, President of the James Weldon Johnson Branch and David Wilkins, President of the Manasota ASALH branch, on behalf of the ASALH Florida Coalition.

Dated: September 18, 2023

Exhibit 40.

9.20.2023 Executive Council Meeting

Minutes



EXECUTIVE COUNCIL MEETING

September 20, 2023

9:00 AM – 4:30 PM (EST)

Hyatt Regency Riverfront Hotel Jacksonville, FL

EXECUTIVE COUNCIL MEETING MINUTES

The Executive Council meeting was held, in person, on Tuesday, September 20, 2023, at 9:00 am (EST). W. Marvin Dulaney, President for ASALH called the meeting to order at 9:06 am and presided and Susan Simms Marsh, Secretary of ASALH, served as Secretary of the meeting.

See the attached sign in sheet for the attendance.

Based on the sign in sheet there was a majority and quorum of the Executive Council necessary for the transaction of business.

The Hyatt Regency Riverfront Hotel General Manager welcomed the Executive Council. The Hyatt Regency Riverfront Hotel Chief of Security provided a Security Briefing.

ADOPTION OF THE AGENDA

Motion: It was moved by David Walton and seconded to adopt the agenda. **The motion passed.**

2024 ANNUAL CONFERENCE

The Executive Director provided an overview of the conference and presented the Omni William Penn Hotel contract. The Pittsburgh Branch said yes.

The Treasurer joined the meeting, virtually, at 9:32 am and discussed specific language in the contract that needed to be addressed including removing the term “draft.” The Executive Director will contact the hotel and action on the hotel contract was moved to the afternoon.

The Treasurer departed the meeting at 9:44 am.

2024 BLACK HISTORY FESTIVAL AND LUNCHEON

Gladys Gary Vaughn provided an update on the luncheon. The location is Westin Washington located 999 9th Street Washington, D.C. No speaker has been confirmed.

The meeting recessed at 9:55 am.

The meeting reconvened at 1:07 pm.

NATIONAL PARKS SERVICE

Takiya Lowe and Ashley Adams joined the meeting. Takiya Lowe provided an overview of the National Parks Service and the opening of funding opportunities including:

\$5 M	Repair/Rehab
\$1.7 M	Museum ACORN
\$5 M	Civil Rights and National Parks Unit

FREEDOM SCHOOLS INITIATIVE

Hazel Gillis, David Wilkins, and Charlene Farrington shared the Freedom Schools initiative in Florida including two schools opening in South Florida and a school opening in Jacksonville.

There is a possibility for ASALH to partner with the Links on a national Freedom School initiative to teach Black history.

MOTION: It was moved by Sundiata Cha Jua and seconded that the Freedom School Initiative be forwarded to the Program Cluster for review. **The motion passed.**

BLACK HISTORY 365

Walter Milton provided an overview of Black History 365 and circulated some of the books for the Executive Council members to review. There are 250 school systems including the largest system in New York utilizing Black History 365.

JUNETEENTH MURALS AND POSTER DESIGNS

Reginald Adams provided an overview of the Juneteenth Murals project. Mr. Adams is designing a commemorative poster for ASALH focusing on the Arts for 2024.

OCTOBER EXECUTIVE COUNCIL (EC) WORKSHOP

Jim Stewart discussed the upcoming EC workshop.

EDUCATIONAL PROGRAM

Bill Rogers provided an overview and demonstration of an educational program.

BLACK HISTORY FESTIVAL UPDATE

Lopez Matthews provided an update on the 2024 Black History Virtual Festival.

Executive Council members discussed possible fundraising initiatives including a capital campaign in 2026.

ACADEMIC PROGRAM STRUCTURE

Executive Council members discussed the committee structure. Vice President of Programs provided an overview of the role. David Walton volunteered to chair the Academic Program.

MOTION: It was moved by Sundiata Cha Jua and seconded that at least five members of the Executive Council serve on the Academic Program Committee and hold leadership positions on the Committee. **The motion passed.**

MOTION: It was moved by Sundiata Cha Jua and seconded that the Annual Conference will not be held virtually in 2024. **The motion passed.**

OMNI WILLIAM PENN HOTEL CONTRACT

The Treasurer joined the meeting virtually. The hotel contract was revised to remove the paragraph referencing "draft" on page 1 of the contract.

MOTION: It was moved by Sundiata Cha Jua and seconded to authorize the Executive Director to execute the Omni William Penn Hotel Contract. **The motion passed.**

The Treasurer departed the meeting.

MINUTES

The Secretary presented the June 29, 2023, Executive Council Meeting minutes for approval.

Motion: It was moved by Susan Simms Marsh and seconded to approve the June 29, 2023, Executive Council Meeting minutes. **The motion passed.**

The Secretary presented the June 29, 2023, Executive Council Meeting Executive Session minutes for approval.

Motion: It was moved by Susan Simms Marsh and seconded to approve the June 29, 2023, Executive Council Meeting Executive Session minutes. **The motion passed.**

2023 ANNUAL MEETING FOLLOW UP DISCUSSION

The Secretary shared the following items:

- Post the Powerpoint Presentations to the ASALH Members Private Page.
- Post the Final Report Journal of African American History by the Editor to the ASALH Members Private Page.
- Post the September 18, 2023, Resolution of the ASALH Florida Coalition to the ASALH Members Private Page.
- Determine whether the Zoom webinar feature provides a way for panelists to vote via the poll.
- Circulate the questions in Q and A.
- Executive Council hire a parliamentarian.
- Executive Council hire an attorney.

During the September 18, 2023, Virtual Annual Business Meeting, the following motion passed:

Motion: It was moved by Sundiata Cha Jua and seconded that there be a 30-day period that the Executive Council consult with legal counsel and during that period, at least by the October 30, 2023, that a meeting of the membership be held to determine the President and to determine

the results of the 2023 election as it is the right of the membership to make those decisions. **The motion passed.**

The Secretary is willing to contact law firms regarding this matter and present names and background to the Executive Council.

Motion: It was moved by Susan Simms Marsh and seconded that the Executive Council hire an attorney with experience in nonprofit law at an amount not to exceed \$20,000. **The motion passed.**

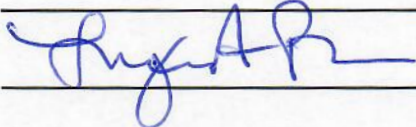
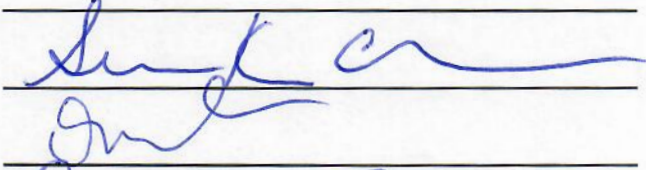
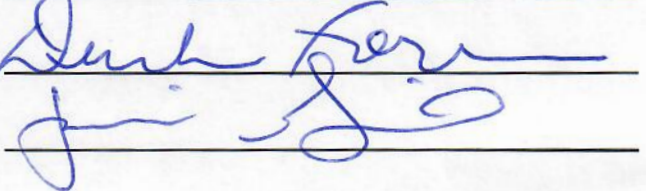
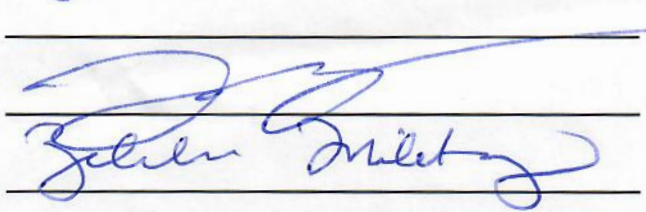
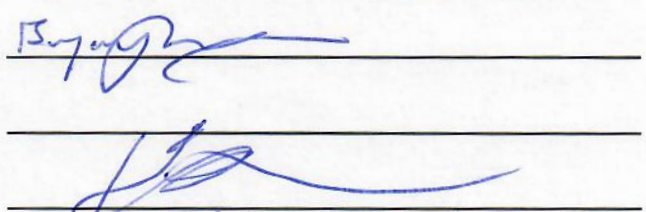
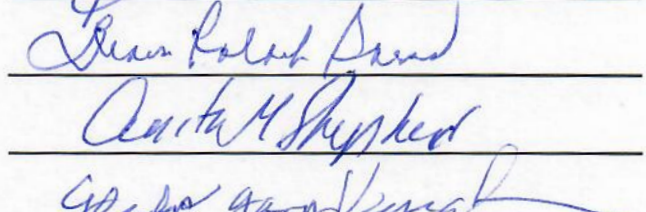
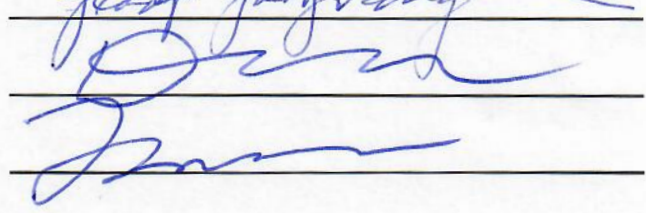
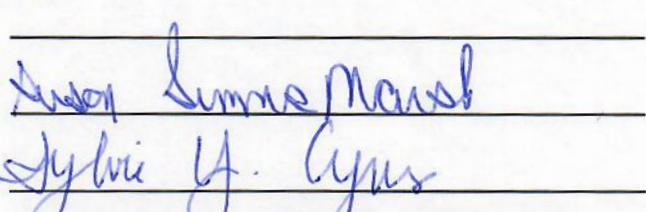
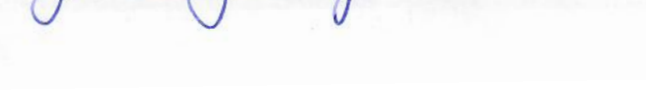
Motion: It was moved by Sundiata Cha Jua and seconded that the October 30, 2023, meeting with the membership be held at 7:30 pm (EST). **The motion passed.**

The meeting adjourned at 4:25 pm.

Prepared By

Susan Simms Marsh
Secretary

September 19, 2023 Executive Council Sign-In Sheet

Name	Position	Signature
Banks Jeffrey A.	Member	
Brodie Lyman	Member	
Browne-Marshall Gloria J.	Member	
Bynum Cornelius Lyn	Member	
Cha-Jua Sundiata Kieta	Member	
Eaton-Martinez Omar	Member	
Foreman Deirdre	Member	
Givens Jarvis R.	Member	
Jackson Eric R.	Member	
Matthews Lopez Denoble	Member	
Miletsky Zebulon Vance	Member	
Mixon Gregory Lamont	Member	
Mosley Kimberly	Member	
Phillips Kenvi	Member	
Rolark Barnes Denise	Member	
Shepherd Anita M.	Member	
Vaughn Gladys	Member	
Walton David Mathew	Member	
White Tara	Member	
Holt Valerie	TREAS	
Marsh Susan Simms	SEC	
Cyrus Sylvia Y.	ExecDirec	

September 19, 2023
Executive Council Sign-In Sheet

Haykal Aaisha

VPres

Aaisha Haykal

Jones Ida E.

VPres

Ida E. Jones

Dulaney William Marvin

President

W. Marvin Dulaney

Executive Council Meeting

Guest sign in sheet

1. James Stewart

2. AJ Cade

3. Bill Rogers

4. Turkiya Lowe

5. Ashley Adams

6. Charlene Farrington

7. Reginald C. Adams

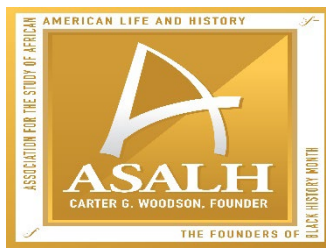
8. Hazel Hillis

9.

10.

Exhibit 41.

Final September 20, 2023 ASALH
Executive Council Meeting
Minutes(231863856.1)



EXECUTIVE COUNCIL MEETING

September 20, 2023

9:00 AM – 4:30 PM (EST)

Hyatt Regency Riverfront Hotel Jacksonville, FL

EXECUTIVE COUNCIL MEETING MINUTES

The Executive Council meeting was held, in person, on Tuesday, September 20, 2023, at 9:00 am (EST). W. Marvin Dulaney, President for ASALH called the meeting to order at 9:06 am and presided and Susan Simms Marsh, Secretary of ASALH, served as Secretary of the meeting.

See the attached sign in sheet for the attendance.

Based on the sign in sheet there was a majority and quorum of the Executive Council necessary for the transaction of business.

The Hyatt Regency Riverfront Hotel General Manager welcomed the Executive Council. The Hyatt Regency Riverfront Hotel Chief of Security provided a Security Briefing.

ADOPTION OF THE AGENDA

Motion: It was moved by David Walton and seconded to adopt the agenda. **The motion passed.**

2024 ANNUAL CONFERENCE

The Executive Director provided an overview of the conference and presented the Omni William Penn Hotel contract. The Pittsburgh Branch said yes.

The Treasurer joined the meeting, virtually, at 9:32 am and discussed specific language in the contract that needed to be addressed including removing the term “draft.” The Executive Director will contact the hotel and action on the hotel contract was moved to the afternoon.

The Treasurer departed the meeting at 9:44 am.

2024 BLACK HISTORY FESTIVAL AND LUNCHEON

Gladys Gary Vaughn provided an update on the luncheon. The location is Westin Washington located 999 9th Street Washington, D.C. No speaker has been confirmed.

The meeting recessed at 9:55 am.

The meeting reconvened at 1:07 pm.

NATIONAL PARKS SERVICE

Takiya Lowe and Ashley Adams joined the meeting. Takiya Lowe provided an overview of the National Parks Service and the opening of funding opportunities including:

\$5 M	Repair/Rehab
\$1.7 M	Museum ACORN
\$5 M	Civil Rights and National Parks Unit

FREEDOM SCHOOLS INITIATIVE

Hazel Gillis, David Wilkins, and Charlene Farrington shared the Freedom Schools initiative in Florida including two schools opening in South Florida and a school opening in Jacksonville.

There is a possibility for ASALH to partner with the Links on a national Freedom School initiative to teach Black history.

MOTION: It was moved by Sundiata Cha Jua and seconded that the Freedom School be considered our number one priority and the Program Cluster be charged with implementation. **The motion passed.**

BLACK HISTORY 365

Walter Milton provided an overview of Black History 365 and circulated some of the books for the Executive Council members to review. There are 250 school systems including the largest system in New York utilizing Black History 365.

JUNETEENTH MURALS AND POSTER DESIGNS

Reginald Adams provided an overview of the Juneteenth Murals project. Mr. Adams is designing a commemorative poster for ASALH focusing on the Arts for 2024.

OCTOBER EXECUTIVE COUNCIL (EC) WORKSHOP

Jim Stewart discussed the upcoming EC workshop.

EDUCATIONAL PROGRAM

Bill Rogers provided an overview and demonstration of an educational program.

BLACK HISTORY FESTIVAL UPDATE

Lopez Matthews provided an update on the 2024 Black History Virtual Festival.

Executive Council members discussed possible fundraising initiatives including a capital campaign in 2026.

ACADEMIC PROGRAM STRUCTURE

Executive Council members discussed the committee structure. Vice President of Programs provided an overview of the role. David Walton volunteered to chair the Academic Program.

MOTION: It was moved by Sundiata Cha Jua and seconded that at least five members of the Executive Council serve on the Academic Program Committee and hold leadership positions on the Committee. **The motion passed.**

MOTION: It was moved by Sundiata Cha Jua and seconded that the Annual Conference will not be held virtually in 2024. **The motion passed.**

OMNI WILLIAM PENN HOTEL CONTRACT

The Treasurer joined the meeting virtually. The hotel contract was revised to remove the paragraph referencing "draft" on page 1 of the contract.

MOTION: It was moved by Sundiata Cha Jua and seconded to authorize the Executive Director to execute the Omni William Penn Hotel Contract. **The motion passed.**

The Treasurer departed the meeting.

MINUTES

The Secretary presented the June 29, 2023, Executive Council Meeting minutes for approval.

Motion: It was moved by Susan Simms Marsh and seconded to approve the June 29, 2023, Executive Council Meeting minutes. **The motion passed.**

The Secretary presented the June 29, 2023, Executive Council Meeting Executive Session minutes for approval.

Motion: It was moved by Susan Simms Marsh and seconded to approve the June 29, 2023, Executive Council Meeting Executive Session minutes. **The motion passed.**

2023 ANNUAL MEETING FOLLOW UP DISCUSSION

The Secretary shared the following items:

- Post the Powerpoint Presentations to the ASALH Members Private Page.
- Post the Final Report Journal of African American History by the Editor to the ASALH Members Private Page.
- Post the September 18, 2023, Resolution of the ASALH Florida Coalition to the ASALH Members Private Page.
- Determine whether the Zoom webinar feature provides a way for panelists to vote via the poll.
- Circulate the questions in Q and A.
- Executive Council hire a parliamentarian.
- Executive Council hire an attorney.

During the September 18, 2023, Virtual Annual Business Meeting, the following motion passed:

Motion: It was moved by Sundiata Cha Jua and seconded that there be a 30-day period that the Executive Council consult with legal counsel and during that period, at least by the October

30, 2023, that a meeting of the membership be held to determine the President and to determine the results of the 2023 election as it is the right of the membership to make those decisions. **The motion passed.**

The Secretary is willing to contact law firms regarding this matter and present names and background to the Executive Council.

Motion: It was moved by Susan Simms Marsh and seconded that the Executive Council hire an attorney with experience in nonprofit law at an amount not to exceed \$20,000. **The motion passed.**

Motion: It was moved by Sundiata Cha Jua and seconded that the October 30, 2023, meeting with the membership be held at 7:30 pm (EST). **The motion passed.**

The meeting adjourned at 4:25 pm.

Prepared By

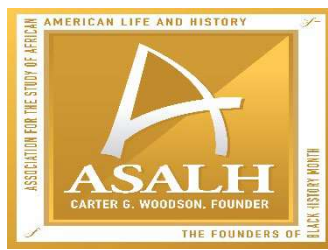
Susan Simms Marsh

Susan Simms Marsh
Secretary

Exhibit 42.

9.28.2023 Executive Council Meeting

Minutes



EXECUTIVE COUNCIL MEETING MINUTES

September 28, 2023

Zoom

The Executive Council meeting was held, via Zoom, on Thursday, September 28, 2023, at 7:00 pm (EST). Marvin Dulaney, President called the meeting to order at 7:07 pm and presided. Susan Simms Marsh, Secretary, served as the Secretary.

Attendees:

W. Marvin Dulaney, Ida Jones, Aaisha Haykal, Susan Simms Marsh, Valerie Holt, Jeffrey Banks Lyman Brodie, Cornelius Bynum, Sundiata Cha Jua, Deidra Foreman, Lopex Matthews, Zebulon Miletsky, Gregory Mixon, Anita Shepherd, Gladys Gary Vaughn, David Walton, Tara White, and Sylvia Cyrus.

Jarvis Givens gave proxy to Valerie Holt, Gloria Marshall Browne gave proxy to Ida Jones, Eric Jackson gave proxy to Sundiata Cha Jua, and Denise Barnes gave proxy to Deidra Foreman. In the event Sundiata Cha Jua leaves the meeting before adjournment, he gives his proxy and Eric Jackson proxy to David Walton.

Additionally, Attorney Fred Cooke was present.

The above constituting a majority and quorum of the Executive Council necessary for the transaction of business.

Marvin Dulaney read the attached statement.

Marvin Dulaney introduced Attorney Fred Cooke.

Attorney Cooke shared he was asked to take on a very narrow assignment by the Executive Director. The assignment relates to whether Marvin Dulaney can move forward with the Executive Council meeting as ASALH President. After reviewing ASALH Constitution and Bylaws, September 18, 2023 Virtual Business Meeting recording and Robert's Rules of Order, Attorney Cooke's view is that the Constitution and Bylaws makes it clear from an organizational structure that the membership is at the top, Executive Council works for the membership and the Executive Council officers work for the membership. He further shared his view that ASALH membership said they wanted information and possible recommendations as to how to resolve the controversy as to who is the current president of ASALH. And the membership wanted the information by October 30, 2023. The membership will presumptively do whatever it thinks is in the best interest of ASALH. It is his view that the Executive Council will discharge its fiduciary obligation to the membership, and it is duty bound to follow the membership directive.

ADOPTION OF THE AGENDA

Motion: It was moved by David Walton and seconded to adopt the agenda. **The motion passed.**

SECRETARY REPORT

STATUS OF OUTSTANDING MINUTES

Susan Simms Marsh shared the following minutes for Executive Council review and action had not been completed: July 20, 2023 Executive Council Meeting Executive Session minutes, August 17, 2023 Executive Council Meeting minutes and September 20, 2023 Executive Council Meeting minutes. The goal is to complete the minutes by October 2, 2023.

STATUS OF SEARCH FOR AN ATTORNEY

Regarding the search for an attorney for the Executive Council to hire as provided for in the motion approved by the membership during the September 18, 2023 Virtual Annual Business meeting, Susan Simms Marsh shared the following:

- Called and talked to Shawn Wright, a partner at Blank Rome who provided pro bono service to ASALH under the prior administration. Attorney Wright will follow up and provide names.
- Called an attorney at Morgan Lewis and asked for recommendations on attorney's who practice nonprofit and governance law in the District of Columbia.
- Called an attorney, who is a retired attorney and friend, and asked for recommendations of attorneys whose practice includes governance and nonprofit.

STATUS OF SEARCH FOR PARLIAMENTARIAN

Marvin Dulaney shared the background on Dr. Ramona Marsalis-Hill, a member of the National Association of Parliamentarians. He is discussing with Dr. Marsalis-Hill about coming on being the Parliamentarian for future meetings. Dr. Ramona Marsalis-Hill will serve as Parliamentarian.

Motion: It was moved by David Walton and seconded that the meeting be adjourned. **The motion passed.**

The meeting adjourned 7:45 pm.

Prepared By

Susan Simms Marsh
Susan Simms Marsh
Secretary



ASSOCIATION FOR THE STUDY OF
AFRICAN AMERICAN LIFE AND HISTORY

301 RHODE ISLAND AVENUE, NW | SUITE 2204 | WASHINGTON, DC 20001
202.238.5910 | ASALH.ORG

SEPTEMBER 28, 2023

FROM THE PRESIDENT:

THIS EVENING'S MEETING OF THE ASALH EXECUTIVE COUNCIL HAS BEEN CONVENED BY ME AND WILL BE CONDUCTED BY ME AS THE PRESIDENT OF ASALH.

I AM FULLY AWARE OF THE CURRENT LEADERSHIP CONTROVERSY AND THE VIEW OF SOME MEMBERS OF THIS BODY THAT DIFFER FROM MY VIEW THAT I AM AUTHORIZED AND OBLIGATED TO PRESIDE OVER THIS MEETING.

I AM ALSO AWARE OF THE DECISION OF THE ASALH MEMBERSHIP AT THE ANNUAL BUSINESS MEETING AND IN JACKSONVILLE THAT DIRECTED THIS EXECUTIVE COUNCIL TO PRESERVE THE STATUS QUO, TO GATHER INFORMATION, TO DEVELOP RECOMMENDATIONS BASED ON THAT INFORMATION, AND TO BRING THAT INFORMATION AND ANY RECOMMENDATIONS TO THE ASALH MEMBERSHIP BY OCTOBER 30, 2023.

THE ASALH MEMBERSHIP MADE THE DECISION THAT I REMAIN AS PRESIDENT AT LEAST UNTIL THE ASALH MEMBERSHIP ACTS ON OR AFTER OCTOBER 30, 2023. I INTEND TO FOLLOW THAT DIRECTION. NO ONE HAS BEEN DULY ELECTED PRESIDENT SINCE MY ELECTION IN 2021.

AS WE ALL KNOW, ASALH IS A MEMBERSHIP ORGANIZATION. THIS COUNCIL TAKES DIRECTION FROM THE ASALH MEMBERSHIP NOT THE OTHER WAY AROUND.

THE EXECUTIVE COUNCIL DOES NOT HAVE THE PREROGATIVE TO IGNORE THE CLEAR DIRECTIONS FROM ASALH MEMBERSHIP ABOUT HOW TO PROCEED TO RESOLVE THE LEADERSHIP CONTROVERSY. WE DO NOT GET TO SUBSTITUTE OUR JUDGMENT ABOUT HOW TO PROCEED FOR THAT OF THE ASALH MEMBERSHIP.

I AM ABSOLUTELY COMMITTED TO FOLLOWING THE DIRECTION OF THE ASALH MEMBERSHIP IN THIS MATTER. I INTEND TO DISCHARGE THE DUTIES AS PRESIDENT OF ASALH SO THAT THE WILL OF ASALH MEMBERSHIP CAN BE REALIZED.

I URGE OTHER MEMBERS OF THE EXECUTIVE COUNCIL TO FOLLOW THE WILL OF THE ASALH MEMBERSHIP AS WELL.

TO DO OTHERWISE WOULD BE INCONSISTENT WITH THE FIDUCIARY DUTY THAT WE ALL OWE TO THE ASALH MEMBERSHIP. ADDITIONALLY, CREATING AN ALTERNATE LEADERSHIP FOR ASALH IN CLEAR OPPOSITION TO THE WILL OF ASALH MEMBERSHIP IS ORGANIZATIONALLY DESTRUCTIVE. WE SHOULD AVOID DOING THAT AT ALL COSTS.

I RESPECTFULLY SUBMIT THAT THE ASALH EXECUTIVE COUNCIL SHOULD CARRY OUT THE TASKS ASSIGNED BY THE ASALH MEMBERSHIP AND MAKE A PRESENTATION TO THE ASALH MEMBERSHIP BY OCTOBER 30, 2023.

FOR THAT REASON, I INTEND TO CONTINUE TO SERVE AS PRESIDENT OF ASALH UNTIL THE ASALH MEMBERSHIP MAKES A DIFFERENT DECISION.

RESPECTFULLY SUBMITTED,

A handwritten signature in cursive script that reads "W. Marvin Dulaney". The signature is written in black ink on a light-colored background.

W. MARVIN DULANEY

Exhibit 43.

10.2.2023 Jones (VP for Membership)

Email Regarding Attorney Cooke's

Advice during September 28,2023

Meeting



Susan Simms <asalhsecretary2022@asalh.org>

Thursday September 28 Executive Council meeting

2 messages

Ida Jones <vpformembership2022@asalh.org> Mon, Oct 2, 2023 at 11:41 AM
To: "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Cornelius Bynum <cbynum04@gmail.com>, David Walton <dwalton@wcu.edu>, Deirdre Foreman <dforeman@asalh.org>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, Gladys Vaughn <mychinadoll@comcast.net>, "Gloria J. Browne-Marshall" <Browne.scholar@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, Jarvis Givens <jarvisgivens@gmail.com>, Jeff Banks <jbanks4465@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Lopez Matthews (ASALH)" <lmatthews@asalh.org>, Lyman Brodie <lymanbrodie@gmail.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, "Shepherd, Anita" <amshepherd2003@yahoo.com>, Susan Simms <asalhsecretary2022@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Sylvia Cyrus <scyrus@asalh.org>, Tara White <dr.tarawhite@gmail.com>, Valerie Holt <holtrorie2@gmail.com>, "W. Marvin Dulaney" <dulaney@asalh.org>, Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>

Good morning,

We disagree with the opinion of Frederick D. Cooke, Esq in the Thursday September 28 Executive Council meeting.

Sylvia Cyrus, the Executive Director shared her concerns with Attorney Fred Cook on the status of the ASALH presidency. He then expressed an opinion regarding the status of the Former President Marvin Dulaney. With respect to the opinion rendered by Attorney Fred Cook, please see below the clear language in the Code of the District of Columbia Chapter 4. Nonprofit Corporations governing resignations of directors.

29–406.07. Resignation of directors.

(a) A director may resign at any time by delivering a signed notice in the form of a record to the chair of the board of directors or to an executive officer or the secretary of the corporation.

(b) A resignation shall be effective when the notice is delivered unless the notice specifies a later effective time.

Many people in the Washington, DC area know Mr. Cooke and do not question his professionalism. However, we do not believe that Sylvia Cyrus is an impartial person in these proceedings. When asked about the larger context Mr. Cooke acknowledged the only information he knew was shared by Sylvia Cyrus. Therefore, we disagree with the substance of the meeting, the decision and its outcome. Based on the law and the facts, Marvin is no longer president of ASALH.

Ida Jones

ASALH President

--

Ida E. Jones, Ph.D.

ASALH

National Vice President for Membership

****I review emails three days a week responding every 48 to 72 hours****

Anita Shepherd <amshepherd2003@yahoo.com>

Mon, Oct 2, 2023 at 12:02 PM

To: "Aisha N. Haykal" <vpforprograms2022@asalh.org>, Cornelius Bynum <cbynum04@gmail.com>, David Walton <dwalton@wcu.edu>, Deirdre Foreman <dforeman@asalh.org>, Denise Rolark-Barnes <denise@washingtoninformer.com>, Eric Jackson <jacksoner@nku.edu>, Gladys Vaughn <mychinadoll@comcast.net>, "Gloria J. Browne-Marshall" <browne.scholar@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, Jarvis Givens <jarvisgivens@gmail.com>, Jeff Banks <jbanks4465@gmail.com>, Kenvi Phillips <kenviphillips@gmail.com>, "Lopez Matthews (ASALH)" <lmattthews@asalh.org>, Lyman Brodie <lymanbrodie@gmail.com>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Susan Simms <asalhsecretary2022@asalh.org>, Susan Simms Marsh <sdsimms@yahoo.com>, Sylvia Cyrus <scyrus@asalh.org>, Tara White <dr.tarawhite@gmail.com>, Valerie Holt <holtrorie2@gmail.com>, "W. Marvin Dulaney" <dulaney@asalh.org>, Zebulon Miletsky <zmiletsky@asalh.org>, Sundiata Cha-Jua <sunchaasalh@gmail.com>, Ida Jones <vpformembership2022@asalh.org>

Ida,

Please cite for the record the individuals you are referencing in your statement?

Thank you,

Anita

[Quoted text hidden]

Exhibit 44.

10.5.2023 Dulaney Email Regarding

DC Code Attorney Cooke's Response

and includes email from ASALH

Treasure Holt and Executive Council

member Sundiata Cha Jua



Susan Simms <asalhsecretary2022@asalh.org>

Attorney Cooke's Reponse

Valerie Holt <holtrorie2@gmail.com>

Fri, Oct 6, 2023 at 8:33 PM

To: Sundiata Cha-Jua <sunchaasalh@gmail.com>

Cc: Aaisha Haykal <vpforprograms2022@asalh.org>, Anita Shepherd <amshepherd2003@yahoo.com>, "Bynum, Cornelius L" <clbynum@purdue.edu>, David Walton <dwalton@email.wcu.edu>, Deirdre Foreman <dforeman@asalh.org>, Denise Rolark-Barnes <denise@washingtoninformer.com>, "Dulaney, William M" <dulaney@asalh.org>, Eric Jackson <JACKSONER@nku.edu>, Gladys Vaughn <mychinadoll@comcast.net>, Gloria Browne-Marshall <browne.scholar@gmail.com>, Gregory Mixon <gmixon@uncc.edu>, Ida Jones <vpformembership2022@asalh.org>, Jarvis Givens <jarvisgivens@gmail.com>, Jeffrey Banks <jeff.banks@bankwithunited.com>, Lopez Matthews <lmatthews@asalh.org>, Omar Eaton-Martinez <eatonmartinez@gmail.com>, Susan Simms <asalhsecretary2022@asalh.org>, Sylvia Cyrus <scyrus@asalh.org>, Tara White <dr.tarawhite@gmail.com>, Zebulon Miletsky <zmiletsky@asalh.org>, kenviphillips@gmail.com, lymanbrodie@gmail.com

A non lawyer cannot attribute a lawyer's opinion

Sent from my iPhone

On Oct 6, 2023, at 1:36 AM, Sundiata Cha-Jua <sunchaasalh@gmail.com> wrote:

Humm, I thought I read the response attributed to Attorney Cooke.

On Thu, Oct 5, 2023 at 11:19 AM Valerie Holt <holtrorie2@gmail.com> wrote:

Please send Fred Coke's opinion on his letter head with his signature. Oral opinions are not binding.

Sent from my iPhone

On Oct 5, 2023, at 8:42 AM, Dulaney, William M <dulaney@asalh.org> wrote:

Dear Ida,

I did not see your email of 3 October 2023 until late last evening.

Nevertheless, here is Attorney Cooke's response.

Your citation to DC Code section 29-406.07 is an incorrect citation to the relevant section of the DC Code. I will first note that DC Code section 29-406.07 expressly addresses the resignation of a director and not an officer of ASALH (resignations of officers is addressed in DC Code section 29-406.43). The resignation that has been under discussion is the resignation as President of

ASALH not as a director of ASALH. Leaving that distinction aside for the moment, the controlling observation is that ASALH is a member-governed nonprofit corporation under the provisions of DC Code section 29-401.50.

That section of the DC Code includes the following provisions that are controlling of the argument raised in your email. The first is DC Code section 29-401.50(a) which states:

(a) For the purposes of this section, the term "member-governed corporation" means a membership corporation incorporated under or subject to this chapter which:

(1) Provides in its articles of incorporation or bylaws that it is a member-governed corporation; or:

(2) Meets the following conditions:

(A) It holds regular meetings not less frequently than annually;

(B) Its activities and affairs are governed by its members; and

(C) The board of directors, if any, has only those powers delegated by the articles of incorporation, bylaws, or members.

I am sure that you will agree that ASALH is a member-governed corporation as defined by the DC Code.

The next relevant section is DC Code section 29-401.50(d)(6) which states:

(d) The articles of incorporation or bylaws of a member-governed corporation may contain any of the following provisions:

(6) Providing that the resignation of a director under § 29-406.07 is not effective until approved by the members;

Again, while the resignation that is under discussion was not as a director of ASALH, if it was this provision of the DC Code would control.

The next relevant section is DC Code section 29-401.50(d)(12) which states:

(d) The articles of incorporation or bylaws of a member-governed corporation may contain any of the following provisions:

(12) Providing that the resignation of an officer under § 29-406.43 is not effective until approved by the members.

DC Code sections 29-401.50(d)6 and (d)12 are given dispositive effect by DC Code Section 29-401.50(e) which states:

(e) If a member-governed corporation adopts a specified generally accepted parliamentary authority in its bylaws, rules in the specified parliamentary

authority and in special rules of order adopted as provided in the parliamentary authority shall be treated as provisions of the bylaws for the purposes of this chapter,

except to the extent such rules are inconsistent with explicit provisions of the articles of incorporation or the bylaws. The rules of any such adopted parliamentary

authority shall be presumed to be fair to the members pursuant to § 29-405.08(c).

As you know, the by-laws of ASALH have adopted Robert's Rules of Order to govern meetings and parliamentary procedure. Robert's Rules provide that the resignation of an officer be accepted by the body, .i.e. a vote of acceptance, before it becomes effective. No such vote of acceptance by the Executive Council or the membership occurred so no resignation became effective.

DC Code 29-406.07 controls only in those situations where the corporation's articles or incorporation or bylaws are silent on the issue of the resignation of a director or officer. The ASALH articles and bylaws are not silent on the issue of resignation of a director or officer because ASALH has adopted Robert's Rules as it is authorized to do by DC Code section 29-401.50(e). That section read together with DC Code sections 29-401.50(d)(6), and (d)(12) make it crystal clear that resignations of directors and officers of ASALH are governed by Robert's Rules of Order and not DC Code section 29-406.07.

I sincerely hope that the foregoing provides some clarity on the issue of the effectiveness of any resignation, and that we as an Executive Council can turn our collective attention to addressing the task we were given by the membership that is to be accomplished by October 30, 2023.

W. Marvin Dulaney

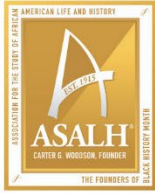
President

Association for the Study of African American Life and History



Exhibit 45.

10.23.23 Letter to Atty McWilliams



ASSOCIATION FOR THE STUDY OF AFRICAN AMERICAN LIFE AND HISTORY®

301 RHODE ISLAND AVENUE, NW | SUITE 2204 | WASHINGTON, DC 20001
202.238.5910 | ASALH.ORG

23 October 2023

O'Kelly E. McWilliams, III
Holland & Knight
OKelly.McWilliams@hkllaw.com
Washington, D.C.

Dear Mr. McWilliams:

I am writing to introduce myself as the President of the Association of the Study of African American Life and History (ASALH). The membership voted that I remain President until these matters are resolved.

On October 19th, ASALH decided to hire you as the law firm to address two issues that have split our organization. The two issues are:

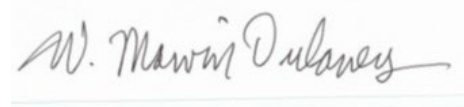
1. Does our Constitution and By-Laws or *Robert's Rules of Order* allow an officer to rescind a resignation if the Council has not officially accepted it.
2. Does our Constitution and By-Laws or *Robert's Rules of Order* grant the Executive Council the power to remove candidates whom the Nominating Committee has certified as being "a member in good standing," thus eligible to run for the Executive Council?

As a membership organization which is governed by the laws of the District of Columbia, the membership at its September 18th Annual Business Meeting directed the Executive Council to schedule a meeting of the membership on or before October 30th. The membership mandated ASALH to present a recommendation from an attorney on the two issues in dispute. At that meeting the membership would vote to accept or reject the two recommendations from the attorney.

As the duly elected President, I will provide you with pertinent information. I expect to be included on, and to participate in, all communications, written and verbal between you and anyone purporting to be ASALH's representative.

I look forward to meeting you and discussing these issues with you.

Sincerely,

A handwritten signature in cursive script that reads "W. Marvin Dulaney". The signature is written in black ink on a light-colored background.

Dr. W. Marvin Dulaney
President

P.S. I am sending you a certified letter with an attachment with a timeline of this dispute.

Attachment: Timeline

Exhibit 46.

10.23.23 Timeline of the Dispute

(Dulaney to McWilliams)

Timeline

On June 22, 2023 – The Nominations Committee presented a slate of candidates to the Executive Council. The Executive Council went into executive session to discuss them and specifically to consider removing Daryl Scott. Since the meeting was running very late President Dulaney moved that the consideration of the slate be tabled until the next meeting.

On June 29, 2023 – The Executive Council voted not to accept the slate of candidates for election to the Executive Council from the Nominations Committee. The Executive Council then went into executive session in order to vet each candidate on the list submitted by the Nominations Committee. In the executive session the Executive Council approved all of the candidates submitted by the Nominations Committee except Daryl Scott and Moses Massenberg.

On July 10, 2023 - Daryl Scott submitted an appeal to President W. Marvin Dulaney, asking the Executive Council to reconsider his nomination for election to the Executive Council.

On July 15, 2023 - President Dulaney spoke with his personal attorney who advised him that the organization would be open to a lawsuit if it denied any candidate on the list from the Nominations Committee the opportunity to stand for election without good cause. That is, as long as the candidates met the minimum standard for election to the Executive Council, “being a member in good standing,” ASALH would be open to a lawsuit if it could not justify why a candidate could not run for election. The attorney stated that just because some members of the Executive Council did not like the candidate and had personal grievances against him was not good cause to deny him the opportunity to stand for election.

On July 17, 2023 – President shared Daryl Scott’s letter of appeal with the members of the Executive Council. No one responded to it.

On the same date, President Dulaney met with the Nominations Committee and ask the committee chair to add Daryl Scott and Moses Massenberg back to the list of nominees and to allow them to present their cases for election at the candidates’ forum set up for the membership in July.

On July 20, 2023 - After the regular meeting of the Executive Council, members of the Executive Council went into executive session to confront and castigate President Dulaney for adding Daryl Scott and Moses Massenberg to the list of nominees. Several members cited the vote by the Executive Council to remove them from the list of nominees. President Dulaney justified his decision by stating that his attorney had advised him that the organization would be exposed to a lawsuit if it removed candidates from the list of nominees without good cause and if they were “members in good standing,” the only qualification listed for election to the Executive Council.

On July 25, 2023 - President Dulaney met with the Governance Committee of ASALH and he was further castigated for his action by one of its members who would not allow the Governance

Committee to consider how it could revise the organization's' election procedures in order to protect it from a lawsuit in the future.

From July through August, 2023 - members voted for nominees of the Executive Council.

From July through August – President Dulaney received emails from members of ASALH that continued to castigate him specifically for allowing Daryl Scott to stand for election to the Executive Council of ASALH. Some of the emails were long dissertations about everything that Daryl Scott had done to ASALH when it was considering moving the publication of its *Journal of African American History* from Tapestry Press to the University of Chicago Press.

On September 9, 2023 – The Nominations Committee Chair announced the results of the July/August Executive Council elections and Daryl Scott was elected to the Council with 309 votes.

On September 11, 2023 – Fourteen members of the Executive Council held an emergency meeting and met when some members of the Council were unavailable to attend because of the monthly Executive Committee and Planning meeting that occurred at the same time. Nine of the fourteen members passed motions to give President Dulaney “a vote of no confidence,” to rescind the election of Daryl Scott to the Executive Council, and to bring two other charges against President Dulaney.

On September 14, 2023 - After one of the leaders of the emergency meeting had secured grant funds for ASALH, but was holding them up until ASALH met its constitutional obligations based on the motions from September 11, Dr. Dulaney resigned in order not to stand in the way of ASALH receiving these much-needed funds.

On September 15, 2023 – After a strong showing of support from other members who were not at the September 11 emergency meeting and who disagreed with the motions passed there, President Dulaney rescinded his resignation.

On September 16, 2023 - At a monthly branch meeting Ida Jones, Vice President for Membership, asserted that she was the new president of ASALH because according to ASALH's Constitution and By Laws, once the office of the presidency became vacant she became president and W. Marvin Dulaney could not rescind his resignation.

On September 18, 2023 – At ASALH's annual Business meeting Ida Jones asserted that she was the “duly elected president of ASALH.” At this meeting the membership of ASALH voted on two resolutions: 1. to table all discussions about the election and the presidency until after the annual conference in Jacksonville, Florida, September 19-24, 2023; and 2. to have the Executive Council present a report on the resolution of these matters to the membership by October 30, 2023.

On September 20, 2023 - the Executive Council voted to hire an attorney to review and provide opinions on the issues about the presidency and the election.

October 19, 2023 – the Executive Council voted to hire Holland & Knight at its law firm.

Exhibit 47.

10.25.23 Dulaney Letter to

McWilliams

October 25, 2023

VIA EMAIL

O'Kelly E. McWilliams, III (Okelly.McWilliams@hkllaw.com)
Holland & Knight, LLP
800 17th Street, NW
Suite 1100
Washington, D.C. 20006

RE: ASALH Matter

Dear Mr. McWilliams:

The ASALH Executive Director has advised me of your decision not to include me as a participant in today's 2PM meeting. It is my understanding that you have deferred to the request of the ASALH Secretary to not include me in that meeting because "... some of the issues that need to be addressed [by your firm] are directly related to the ASALH President, which constitutes a conflict of interest." I have strong disagreement with that assessment and by that argument any voting member of the ASALH Executive Council to include the ASALH Secretary has a similar conflict of interest.

Notwithstanding my strong disagreement with your decision, I will not belabor the issue in deference to moving this matter to completion. Until there is a change endorsed by the ASALH membership, I remain the President of ASALH. In that capacity, I have a fiduciary obligation to remain informed about this and other matters that may affect the ASALH membership. I repeat my request to you that you provide me with copies of all communications sent to you by the Secretary of ASALH, the Executive Director of ASALH, and by any member of the ASALH Executive Council as well as any communications that you send to any of those individuals. In that way I can remain fully informed about this issue and respond to questions directed to me by members of ASALH about this issue as I am duty bound to do.

As you know, the ASALH membership tasked the ASALH Executive Council with convening a meeting no later than October 30, 2023 to provide a report that will include your firm's legal advice regarding the issues that your firm has undertaken. That ASALH membership meeting has been scheduled. Please advise me if your firm will have its legal opinion completed by October 27, 2023 so that it can be included in the report to the membership. Additionally, you should know that the expectation is that you or a member of your firm will attend the meeting to answer questions that may arise during the meeting about your legal opinion. Please let me know if you will attend the October 30, 2023 meeting of the ASALH membership.

I look forward to your reply.



W. Mawin Oulany

Dr. W. Marvin Dulaney
President