



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
Secretary



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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