

REVISED SEPTEMBER 2022

CONSTITUTION *and* BY-LAWS



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

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	8

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 (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. Thirty (30) persons (members of the Association in good standing) elected by the Association for a term of three (3) years with ten (10) persons being elected each year, one graduate student. Minimally, two (2) 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 onto the Council in a given year, then it is the responsibility of the Executive Council to vote those two persons onto 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.

- i. **Staggered Elections:** Officers of the Association will be elected on a

rotating basis. The offices of President, Vice President for Membership and Treasurer will be open for election during the same year. The offices of Vice President for Program and Secretary will be open for election during the year following the election of the President, Vice President for Membership and Treasurer.

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 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 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 of 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 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.

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 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 and *Black History Bulletin* 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*, 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.

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.

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. The following standing committees shall be appointed by the President of the Association with the approval of the Executive Council: An Auditing Committee, a Nominating Committee, a Program Committee, a Membership Committee and a Governance Committee.

- 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**

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**

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

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

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.

e) Governance Committee

The Governance Committee shall consist of at least five (5) Executive Council members and it 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.

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.