

ASALH Constitution and By-Laws Amendment Form

Proposal #1: Amend **Constitution Article I- Name, Objectives and Governance, Section 3 - Governance and Structure, Subsection (a) - Governance** by adding " The Association is a member-governed corporation."

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
a. Governance - The Association shall be governed by its Charter, this Constitution and By-Laws, and such other actions as the Association and the Executive Council may take consistent therewith.	a. Governance - The Association shall be governed by its Charter, this Constitution and By-Laws, and such other actions as the Association and the Executive Council may take consistent therewith. The Association is a member-governed corporation.	a. Governance - The Association shall be governed by its Charter, this Constitution and By-Laws, and such other actions as the Association and the Executive Council may take consistent therewith. The Association is a member-governed corporation.

Submitted By: Governance Committee

RATIONALE: Inserting this language clarifies the Association’s understanding of the governance structure as a member governed organization and not a board governed organization.

FINANCIAL OBLIGATION: None

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Proposal #2: Amend **Constitution Article II – Membership** by adding "To be in good standing, a member must 1.) be current on annual dues and any other fees, and 2.) be currently under sanction or discipline by the Association.

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
<p>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.</p>	<p>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. To be in good standing, a member must 1.) be current on annual dues and any other fees, and 2.) not currently under sanction or discipline by the Association.</p>	<p>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. To be in good standing, a member must 1.) be current on annual dues and any other fees, and 2.) not currently under sanction or discipline by the Association.</p>

Submitted By: Governance Committee

RATIONALE: This language clarifies what it means to be a member in “good standing”.

FINANCIAL OBLIGATION: None

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Proposal #3: Amend **Constitution Article III - Officers, Section 2 - Qualifications, Elections, and Terms, Subsection f4 – The Executive Council** by striking " be responsible for the general activities of" and insert "only have the authority assigned to it by”

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
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.	4. The Executive Council shall be responsible for the general activities of only have the authority assigned to it by the Association, and shall act for the Association when it is not in session.	4. The Executive Council shall only have the authority assigned to it by the Association, and shall act for the Association when it is not in session.

Submitted By: Governance Committee

RATIONALE: This language clarifies the Association’s understanding of the governance structure as a member governed organization and not a board governed organization.

FINANCIAL OBLIGATION: None

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Proposal #4: Amend **Constitution Article III, Section 2** by inserting new subsection “i) – **Resignation of Executive Council Members** – Upon receipt of written notice of resignation, the Executive Council must vote whether to accept the resignation. Upon a majority vote by the Executive Council to accept such resignation, the resigning Executive Council member must return Executive Council documents and Association property to the Executive Director within 15 days.”

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
<p>New subsection i)</p>	<p>New subsection</p> <p>i) – Resignation of Executive Council Members – Upon receipt of written notice of resignation, the Executive Council must vote whether to accept the resignation. Upon a majority vote by the Executive Council to accept such resignation, the resigning Executive Council member must return Executive Council documents and Association property to the Executive Director within 15 days.</p>	<p>New subsection</p> <p>i) – Resignation of Executive Council Members – Upon receipt of written notice of resignation, the Executive Council must vote whether to accept the resignation. Upon a majority vote by the Executive Council to accept such resignation, the resigning Executive Council member must return Executive Council documents and Association property to the Executive Director within 15 days.</p>

Submitted By: Governance Committee

RATIONALE: This language clarifies the process for resigning from the Executive Council.

FINANCIAL OBLIGATION: None

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Proposal #5: Amend **Constitution Article V – Elections (May)** by striking "a" and insert "the" in its place; striking “Council” and insert “Director” in its place, and strike “its” and insert “the” in its place; insert “Executive Council’ after “June”

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
May – The Chair of the Nominating Committee shall send a slate of nominees to the Executive Council in May prior to its June meeting.	May – The Chair of the Nominating Committee shall send a the slate of nominees to the Executive Council Director in May prior to the June Executive Council meeting.	May – The Chair of the Nominating Committee shall send the slate of nominees to the Executive Director in May prior to the June Executive Council meeting.

Submitted By: Governance Committee

RATIONALE: This language clarifies that the report submitted by the Nominating Committee contains the one and only slate that will be sent to the Executive Director for distribution to the Association.

FINANCIAL OBLIGATION: None

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Proposal #6: Amend **By-Laws Article 2 – Duties of Officers, Section F – The Executive Council, Subsection 3e – Functions** by striking ", such as may be appropriate, "; insert “Annual” before “Business”; strike “Session” and insert “Meeting” in its place.

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
(e) Receive all reports of the Executive Director, the Editor of the Journal of African-American History, 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;	(e) Receive all reports of the Executive Director, the Editor of the Journal of African-American History, the Editor of the Black History Bulletin, the Secretary, the Treasurer, and the Standing Committees and transmit the reports, such as may be appropriate, to the Annual Business Meeting of the Association;	(e) Receive all reports of the Executive Director, the Editor of the Journal of African-American History, the Editor of the Black History Bulletin, the Secretary, the Treasurer, and the Standing Committees and transmit the reports to the Annual Business Meeting of the Association;

Submitted By: Governance Committee

RATIONALE: This language clarifies that the report(s) received by the Executive Council are to be transmitted to the Association as submitted.

FINANCIAL OBLIGATION: None

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Proposal #7: Amend **By-Laws Article 5 – Branches and Branch Memberships** by inserting “ASALH Constitution” after “the” and before “and”; and striking " and" and inserting “, ” in its place and adding “ , and compliance requirements located in the latest edition of the Branch Procedural Manual.”

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
The Executive Council of ASALH can revoke the charter of a branch if the branch does not comply with the established rules and regulations.	The Executive Council of ASALH can revoke the charter of a branch if the branch does not comply with the ASALH Constitution and the established rules and, regulations, and compliance requirements located in the latest edition of the Branch Procedural Manual.	The Executive Council of ASALH can revoke the charter of a branch if the branch does not comply with the ASALH Constitution and the established rules regulations, and compliance requirements located in the latest edition of the Branch Procedural Manual.

Submitted By: Governance Committee

RATIONALE: This language clarifies that a Branch’s charter can be revoked for violations of Branch Procedure Manual rules.

FINANCIAL OBLIGATION: None

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Proposal #8: Amend **By-Laws Article 6 – Committees of ASALH (paragraph 1)** by inserting “Chair and members of the” between “the” and “following”, AND adding “ All Committees of ASALH shall be chaired by a member of the Executive Council.” AND insert “Academic” before “Program Committee.”

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
<p>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.</p>	<p>There are two types of committees within the Association: standing and ad hoc committees. The chair and the members of 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, an Academic Program Committee, a Membership Committee and a Governance Committee. All Committees of ASALH shall be chaired by a member of the Executive Council.</p>	<p>There are two types of committees within the Association: standing and ad hoc committees. The chair and the members of 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, an Academic Program Committee, a Membership Committee and a Governance Committee. All Committees of ASALH shall be chaired by a member of the Executive Council.</p>

Submitted By: Governance Committee

RATIONALE: This language represents customs that are already in practice by the Executive Council, per the Executive Council’s standing rules.

FINANCIAL OBLIGATION: None

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Proposal #9: Amend By-Laws Article 7 – Amendments by *striking* “by a majority vote at any Annual Meeting of the Association.” and *inserting in its place* “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 present and voting at the Annual Meeting, provided that the membership shall have been appraised 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.”

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
These By-Laws may be amended by a majority vote at any Annual Meeting of the Association.	These By-Laws may be amended by a majority vote at any Annual Meeting of the Association. 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 Present and voting at the Annual Meeting, provided that the membership shall have been appraised 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.	These By-Laws 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 present and voting at the Annual Meeting, provided that the membership shall have been appraised 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.

Submitted By: Governance Committee

RATIONALE: This language aligns the By-Laws amendment process with the Constitution amendment process.

FINANCIAL OBLIGATION: None

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Proposal #10: Amend **By-Laws Section 6 – Committees of ASALH, Subsection C – Duties** by inserting “Members of” before “Committees”; AND insert “committee membership” after “and” and before “can”.

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
Committees serve at the pleasure of the President and can be reconstituted by the President at any time and for any reason.	Members of committees serve at the pleasure of the President and committee membership can be reconstituted by the President at any time and for any reason.	Members of committees serve at the pleasure of the President and committee membership can be reconstituted by the President at any time and for any reason.

Submitted By: Governance Committee

RATIONALE: This language clarifies the process for selection of committee members and is consistent with current process.

FINANCIAL OBLIGATION: None

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Proposal #11: Amend **Constitution Article 3- Officers, Section 2f3 – Qualification, Elections, and Terms** – by striking “shall” and inserting “may” in its place.

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
<p>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.</p>	<p>To assist the Council in its duties, there shall may 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.</p>	<p>To assist the Council in its duties, there may 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.</p>

Submitted By: Governance Committee

RATIONALE: This language the Executive Council flexibility in appointing members of the Advisory Board - taking the mandatory burden away.

FINANCIAL OBLIGATION: None

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Proposal #12: Amend **By-Law Section 2f5 – Executive Committee** by striking the entire section

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
<p>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.</p>	<p>Strike By-Law Section 2f5</p>	<p>Strike By-Law Section 2f5</p>

Submitted By: Governance Committee

RATIONALE: Current technology makes the Executive Committee obsolete.

FINANCIAL OBLIGATION: None

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Proposal #13: Amend **By-Laws** by inserting a new section “**5. Violations of Code of Ethics, Conflict of Interest Policy, and/or Anti-Harassment Policy by Members of ASALH**”

a) Sanction/Discipline for Violations - Any ASALH member found to be in violation of the Code of Ethics, Conflict of Interest Policy, and/or Anti-Harassment Policy shall be subject to sanction/discipline by a 2/3 vote of the Executive Council. Sanctions and disciplinary actions for such violation(s) may be in the form of temporary suspension of membership, temporary suspension from participation in all or a portion of any ASALH meeting, fine, censure, vote of no confidence, or any combination thereof. Upon a 2/3 vote of the Executive Council to sanction or discipline a member, notice of the sanction/discipline shall be provided in writing, within 15 days of the vote by the Executive Council, by the President, Secretary, or Executive Director, to 1.) the member found to be in violation; and 2.) the Association.

b) Appeal of Sanction/Discipline - The imposition of sanctions and/or discipline may be appealed by submitting a request in writing to the Executive Council, within 15 days of the notice of sanction. A special meeting of the Executive Council will be called for the purpose of considering the appeal, within 15 days of receipt of the appeal request. The imposition of a sanction or discipline shall be denied or reduced by a 2/3 vote of the Executive Council. If the imposition of a sanction or discipline is denied or reduced, notice shall be provided in writing, by the President, Secretary, or Executive Director, to 1.) the member who appealed the imposition of a sanction or discipline; and 2.) the Association.

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
<p>Insert New Section 5 (renumber subsequent sections)</p> <p>No current language. Current Section 5 will become Section 6. The proposed language will become new section 5.</p>	<p>Insert New Section 5</p> <p>“5. Violations of Code of Ethics, Conflict of Interest Policy, and/or Anti-Harassment Policy</p> <p>a) Sanction/Discipline for Violations - Any ASALH member found to be in violation of the Code of Ethics, Conflict of Interest Policy, and/or Anti-Harassment Policy shall be subject to sanction/discipline by a 2/3 vote of the Executive Council. Sanctions and disciplinary actions for such violation(s) may be in the form of temporary suspension of membership, temporary suspension from participation in all or a portion of any ASALH meeting, fine, censure, vote of no confidence, or any combination thereof. Upon a 2/3 vote of the Executive Council to sanction or discipline a member, notice of the sanction/discipline shall be provided in writing, within 15 days of the vote by the Executive Council, by the President, Secretary, or Executive Director, to 1.) the member found to be in violation; and 2.) the Association.</p> <p>b) Appeal of Sanction/Discipline - The imposition of sanctions and/or discipline may be appealed by submitting a request in writing to the Executive Council, within 15 days of the notice of sanction. A special meeting of the Executive Council will be called for the purpose of considering the appeal, within 15 days of receipt of the appeal request. The imposition of a sanction or discipline shall be denied or reduced by a 2/3 vote of the Executive Council. If the imposition of a sanction or discipline is denied or reduced, notice shall be provided in writing, by the President, Secretary, or Executive Director, to 1.) the member who appealed the imposition of a sanction or discipline; and 2.) the Association.</p>	<p>Insert New Section 5</p> <p>“5. Violations of Code of Ethics, Conflict of Interest Policy, and/or Anti-Harassment Policy</p> <p>a) Sanction/Discipline for Violations - Any ASALH member found to be in violation of the Code of Ethics, Conflict of Interest Policy, and/or Anti-Harassment Policy shall be subject to sanction/discipline by a 2/3 vote of the Executive Council. Sanctions and disciplinary actions for such violation(s) may be in the form of temporary suspension of membership, temporary suspension from participation in all or a portion of any ASALH meeting, fine, censure, vote of no confidence, or any combination thereof. Upon a 2/3 vote of the Executive Council to sanction or discipline a member, notice of the sanction/discipline shall be provided in writing, within 15 days of the vote by the Executive Council, by the President, Secretary, or Executive Director, to 1.) the member found to be in violation; and 2.) the Association.</p> <p>b) Appeal of Sanction/Discipline - The imposition of sanctions and/or discipline may be appealed by submitting a request in writing to the Executive Council, within 15 days of the notice of sanction. A special meeting of the Executive Council will be called for the purpose of considering the appeal, within 15 days of receipt of the appeal request. The imposition of a sanction or discipline shall be denied or reduced by a 2/3 vote of the Executive Council. If the imposition of a sanction or discipline is denied or reduced, notice shall be provided in writing, by the President, Secretary, or Executive Director, to 1.) the member who appealed the imposition of a sanction or discipline; and 2.) the Association.</p>

Submitted By: Governance Committee

RATIONALE: The Committee also reviewed the Code of Ethics, Conflict of Interest, and Anti-Harassment documents and determined there was no language addressing sanctions/disciplinary actions for violations of these documents. As such, the Committee has proposed language for the Association’s consideration.

FINANCIAL OBLIGATION: None

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Proposal #14: Amend **By-Law Section 2e – Treasurer** by striking “All expenditures shall be made by check and signed as authorized by the Executive Council.”

CURRENT LANGUAGE	PROPOSED CHANGED	NEW LANGUAGE, IF ADOPTED
<p>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.</p> <p>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.</p>	<p>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.</p> <p>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.</p>	<p>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.</p> <p>The Treasurer shall be an ex-officio member of all Standing committees.</p>

Submitted By: Governance Committee (suggested by ASALH’s CPA, Tina McIntyre)

RATIONALE: Striking this language will allow the Association more flexibility to remit payment electronically (ACH, wire, Zelle, e-check, etc.).

FINANCIAL OBLIGATION: None