

DRAFT 7/3/24

# EXECUTIVE COUNCIL

## Handbook

Previous updates: 5/21/24, 6/5/24, 6/6/24, 6/27/24, 6/28/24,  
7/2/24



ASSOCIATION FOR THE STUDY OF  
AFRICAN AMERICAN LIFE AND HISTORY

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# 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](http://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](http://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

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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.

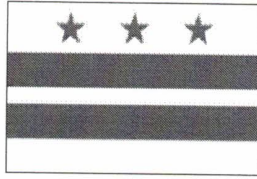
Its objects shall be the mutual improvement and the dissemination of information  
among students of Negro history, by collecting and publishing sociological and  
historical data bearing on the Negro. Its particular business shall be the publication  
of a Quarterly Journal of Negro History.

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)

**GOVERNMENT OF THE DISTRICT OF COLUMBIA**  
DEPARTMENT OF LICENSING AND CONSUMER PROTECTION  
CORPORATIONS DIVISION



**C E R T I F I C A T E**

**THIS IS TO CERTIFY** that the attached is a true and correct copy of the documents for this entity as shown by the records of this office.

ASSOCIATION FOR THE STUDY OF AFRICAN AMERICAN LIFE AND HISTORY

**IN TESTIMONY WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of 6/26/2024 4:17 PM



Business and Professional Licensing Administration

*Rebecca Janovich*

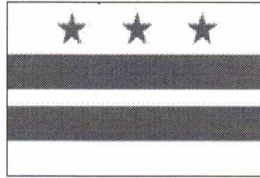
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REBECCA JANOVICH  
Superintendent of Corporations,  
Corporations Division

Muriel Bowser  
Mayor

Tracking #: pnaWCHiA

**GOVERNMENT OF THE DISTRICT OF COLUMBIA**  
DEPARTMENT OF LICENSING AND CONSUMER PROTECTION  
CORPORATIONS DIVISION



**C E R T I F I C A T E**

**THIS IS TO CERTIFY** that the attached is a true and correct copy of the documents for this entity as shown by the records of this office.

ASSOCIATION FOR THE STUDY OF AFRICAN AMERICAN LIFE AND HISTORY

**IN TESTIMONY WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of 6/26/2024 11:07 AM

Business and Professional Licensing Administration



*Rebecca Janovich*

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REBECCA JANOVICH  
Superintendent of Corporations,  
Corporations Division

Muriel Bowser  
Mayor

Tracking #: aFjfLJ9p

# 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

Dr. Karsonya Wise Whitehead

## Vice President for Programs

Aaisha Haykal

## Treasurer

Ms. Valerie Holt

## Executive Director

Ms. Sylvia Cyrus

# Current Executive Council Members

## Class of 2024

**Rev. Anita Shepherd**

*James Weldon Johnson Branch*

**Dr. Jarvis R. Givens**

*Harvard University*

**Dr. Sundiata L. Cha-Jua**

*University of Illinois*

**Leslie Etienne**

*Indiana University*

**Norka Blackman-Richard**

*Percy E. Sutton SEEK Program, 4 Real Women International*

**Albert Thompson**

*New York University*

**Dr. Lopez D. Matthews, Jr.**

*The District of Columbia  
The Roland McConnell Branch*

**Jeffrey A. Banks**

*Industrial Bank  
The Margaret and Robert Garner Branch*

## Class of 2025

**Dr. Zebulon Vance Miletsky**

*Stony Brook University  
The Manhattan Branch*

**Dr. Deidre Foreman**

*Manhattan Branch of ASALH  
Ramapo College*

**Dr. Kenvi Phillips**

*Brown University*

**James Morgan**

*International African American Museum*

**Denise Rolark Barnes**

*The Washington Informer*

**Dr. Cornelius L. Bynum**

*Purdue University*

**Rev. Walter Lanier, Esq.**

*Milwaukee, WI*

## Class of 2026

**Anthony Cade II**

*United States Air Force*

**Natanya Duncan**

*Queens College*

**Tomiko Meeks**

*Howard University*

**Gladys Gary Vaughn**

*United States Department of Agriculture  
Office of the Assistant Secretary for Civil Rights*

**Lionel Kimble**

*Chicago State University  
The Chicago Urban League*

**Karen Cook Bell**

*Bowie State University*

**Augustus C. Wood**

*University of Illinois at Urbana-Champaign*

**Daryl Michael Scott**

*Morgan State University*

**Aisha Johnson**

*Georgia Institute of Technology*

**John E. Adams**

*Infrastructure Engineering Inc. (IEI)*

## 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](http://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:**

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**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](mailto: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**, Daryl Scott, Chair

**Audit and Finance/Budget**, Anita Shepherd, Chair

**Executive Committee**, W. Marvin Dulaney, President

**National Membership**, Ida Jones, Co-Chair; Anita Shepherd, Co-Chair

**Nominating**, Natanya Duncan, Chair

**Governance**, Lionel Kimble, Chair

## Operational Committees

**Awards**, Cornelius Lyn Bynum, Chair

**Development**, W. Marvin Dulaney, Chair

**Event Oversight**, VACANT

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

**Human Resources**, Dr. Karsonya Wise Whitehead, Chair

**Marketing and PR**, 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**, W. Marvin Dulaney, Chair

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

**Woodson House**, Aaisha Haykal, Chair

**2024 The Links, Inc. Initiative Committee**, Open

**2024 Book Prize Committee**, LaShawn Harris, Vice Chair

**2024 Book Prize**, Jarvis R. Givens, 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](mailto:nominations@asalh.org) (These may include resume/vita; letters of recommendations; transcript; published /unpublished work, etc.)

**PLEASE SAVE AND SEND TO [NOMINATIONS@ASALH.ORG](mailto:NOMINATIONS@ASALH.ORG)**

## Membership Committee

**Members have over-site and responsibility for members and branches both local and collegiate.** 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. 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](http://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](http://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.

**400th Commission**

**ACLS**

**America250**

**American Evolution**

**American Historical Association**

**African American Civil War Memorial Freedom Foundation and Museum**

**African Ancestry**

**ASALH Information Professionals Group**

**Association of Black Women Historians**

**Black Caucus of the American Library Association**

**Chesapeake Watershed**

**Diversity Comm, Inc.**

**Kiamsha**

**Maryland Commission on African American History and Culture**

**National Education Association**

**National Park Service**

**National Underground Railroad Network to Freedom**

**New York Life**

**NPS African American Civil Rights Network**

**PBS Books**

**The History Makers**

**The National Council for Black Studies**

**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 signatures<sup>1</sup> (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.

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<sup>1</sup> 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](http://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%
<b>TOTAL ASSETS</b>	<b>100%</b>	

- 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. **Adopted 2/2019**
- The Executive Council will use of Zoom Business Platform and Google 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**
- Violations of Code of Ethics, Conflict of Interest Policy, and/or Anti-Harassment Policy By Members of ASALH.  
**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.

**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.

## 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](#).



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### 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**

## Programmatic

- 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 “danceandsing”
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 “Dance2024”
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 “Dance2024”

## 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.