

ATHENS BRANCH OF THE ASSOCIATION FOR THE STUDY OF AFRICAN AMERICAN LIFE AND HISTORY, INCORPORATED CONSTITUTION AND BYLAWS

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CONSTITUTION¹

ARTICLE I – Name, Objectives and Governance

Section I: Name

1. (1) The Name of this organization shall be the Athens Branch (hereafter referred to as the Branch).
2. (2) The corporation is affiliated with the Association for the Study of African American Life and History, Incorporated (hereafter referred to as the Association or ASALH).

Section 2: Objectives

The objectives of this organization shall be the:

1. (1) collection,
2. (2) promotion,

3. (3) study, and
4. (4) dissemination of historical materials relating to African Americans, the Caribbean, and the African Diaspora.

Section 3: Governance and structure

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

Structure – The organization is comprised of:

- (1) The Membership
- (2) The Executive Officers (3) The Appointed Officers (4) Advisors
- (5) The Executive Committee

ARTICLE II – Membership

Any person who subscribes to the objectives of the Association may become a member upon payment of annual dues as determined by the Executive Council and set forth in the By Laws. Only a member in good standing with ASALH may join the Athens Branch. Any person who subscribes to the objectives of the Atlanta Branch may become a member upon payment of annual dues as determined by the executive Committee and set forth in the Branch By-Laws.

Article III Officers

Section 1 Executive Committee

The Executive Committee of the Branch shall consist of the Executive and Appointed Officers and Advisors.

Section 2 Executive Officers

The Executive Officers of the Branch shall consist of a President, a Vice President for Membership, a Vice President for Programs, a Recording Secretary, a Financial Secretary, a Treasurer and a Historian.

Section 3 Appointed Officers

The appointed Officers shall be designated by the Executive Committee of the Branch. The Chairs for the following Standing Committees and any Ad Hoc Committees shall be appointed by the President.

1. Public Relations/Marketing Committee
2. Fundraising Committee
3. Nominating Committee

Section 4 Advisors

To assist the Executive Committee in its duties, there shall be Advisors consisting of no more than five (5). The Executive Committee may select to sit therewith in the conduct of its business. Members of the Advisory Committee may participate fully in the deliberations of the Executive Committee but may not vote.

Section 5 Qualifications, Elections, and Terms

a. The **President** shall be a dedicated person who has been deeply involved in the affairs of the Association. The President shall have been a member of ASALH for at least two (2) years immediately preceding election and shall have attended at least one previous Branch Meeting at the annual meeting.

The President shall be elected by the members of the Branch for a term of two (2) years and shall not be eligible to be elected a second time until after a lapse two years following the end of the office holder's two-year term.

2. The **Vice President of Membership** shall possess the same qualifications as the President. This person shall be elected by the members of the Branch and shall be eligible to succeed himself or herself. If the Office of the President, through any cause, shall become vacant, the Vice President of Membership shall thereupon become President. However, a person who has held office of President or acted as president for more than one year of another person's term, shall not be elected to the office of President until a lapse of two years following the end of that term.
3. **The Vice President or Programs** shall possess the same qualifications as the President. This person shall be elected by the members of the Association for a term of three years.
4. **The Secretary** shall be elected by the members of the Branch for term of one (1) years. The secretary shall possess the same qualifications as the President. This officeholder shall be eligible for re-election.
5. **The Treasurer** shall be elected by the members of the Branch for a term of (1) year. The treasurer shall possess the same qualifications as the President. The officeholder shall be eligible for re-election.
6. **The Historian** shall be elected by the members of the Branch for a term of (1) year. The Historian shall possess the same qualifications as the President. This officeholder shall be eligible for re-election.
7. **Vacant Offices** – If the office of the President, through any cause shall become vacant, the Vice President of Membership shall thereupon become President in accordance with Article III, Section 5b.

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

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

8. **Removal of Elected Officials from Office** – Elected Officials of the Branch (the President, Vice President of Membership, Vice President of Programs, the Recording Secretary, the Corresponding Secretary, the Treasurer and the Historian) may be removed from office for : (1) acts contravening the Constitution and By-Laws of the Association or the Branch, (2) for being unable to discharge duties and responsibilities of respective office, (3) for habitually neglecting to discharge the duties and responsibilities of the respective office, (4) for acts the Executive Committee deems to be harmful to the Branch, (5) for malfeasance in office, or (6) upon conviction of a felony or serious misdemeanor.

Petitions for removal of an elected official from office may originate in the Executive Committee by affirmative action of two-thirds of the members of the Branch or may be submitted to the Executive Committee, bearing the signature of at least two-thirds of members present of the Branch who are in good standing. The petition must be accompanied by a list of charges and a file of particulars specifying the offenses of the officeholder. By certified mail, the officeholder against whom the charges are being brought shall be furnished with a statement of the charges and a bill of particulars and shall be given an opportunity to respond within a reasonable time not to exceed fifteen (15) days.

The response may be in writing or in a hearing before the Executive Committee or both, according to the preference of the officeholder. In a hearing before the Executive Committee, the petitioners and the officeholder may have representatives in attendance to present their cases, but procedures shall not adhere to formal judicial rules. Thus, pre-hearing “discovery” shall not be allowed. Procedures to be followed shall be prescribed by the Executive Committee.

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

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

ARTICLE IV Elections

The Executive Committee shall determine the manner and the time of elections. Elections shall be managed according to the following process: February – By the first Friday preceding the February meeting of the Executive committee, the Chair of the Nominating Committee shall announce to the membership the intent to receive nominations for open offices within the Branch.

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

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

August – The Nominating Committee shall distribute an appropriate ballot to the membership by the last week in August. All ballots shall be marked and returned to the Nominating Committee by September 15th. Ballots shall be tallied, verified and results reported to the Chair of the Nominating Committee within five (5) working days of the return deadline.

September – By the last Friday in September 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 Committee; and third, to the General membership.

ARTICLE V Effective Date

The constitution shall be submitted by the Executive to the voting members of the Branch at least seven (7) days prior to the Branch Business Meeting for the organizing year, and sixty (60) days thereafter. If approved by two-thirds of the present voting members, it shall become effective immediately.

ARTICLE VI Amendments

The Constitution may be amended in either of two ways:

1. (1) A proposed amendment may first originate in, or be submitted to, the Executive Committee. It shall then be approved by two-thirds of the members present at the Branch Annual Meeting, provide that the membership shall have been appraised of the proposed change(s) at least thirty (30) days before the ranch Annual Meeting.
2. (2) Amendments may be submitted at the Branch Annual Meeting of the Association. Upon approval by majority vote, such amendment(s) will be presented for final approval at the next

Annual Meeting of the Association. Adoption of the proposed Amendments shall be effected by two-thirds of the members present.

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Conduct of Meetings

BY-LAWS

All Athens Branch meetings shall be conducted by the Executive Committee. The Executive Committee may, at its discretion appoint an Official Parliamentarian, who shall hold office for a term of one (1) year. The Parliamentarian shall advise and assist the President in the conduct of the meetings of the Executive Committee and regular business meetings of the Branch using Robert's Rules of Order as a guide, and shall perform such additional duties as are appropriate to the office. All Annual or Ad Hoc Meetings of the Branch and all meetings of the Executive Committee shall be conducted according to Robert's Rules of Order, Newly Revised. That a quorum be constituted by two-thirds of the present members of the Branch in good standing, the presence of the President or Vice President of Membership, and one other officer. In accord with Robert's Rules of Order voting by proxy shall be permitted on business meeting agenda items determined by the Executive Committee to be of critical significance of the Branch. Voting on actions outside of the regular Executive Committee meetings can be done by telephone or FAX or email according to procedures set forth by the Executive Committee.

Duties of Executive Officers

The **President** shall preside at all business meetings of the Branch. The President shall formulate the chartered obligations and purposes of the Branch in accordance with the Association. The President shall be listed second to the Treasurer on Branch bank accounts and be the second required signature on Branch check expenditures.

The President shall be ex-officio member of Branch Standing Committees.

The **Vice President of Membership**, in the absence of the President, shall preside at all business meetings of the Athens Branch. The Vice President will serve as Chairman of the Membership Committee shall work closely with the President in all business pertaining to the Branch. The Vice President shall supervise campaigns for membership and serve as the liaison between the National Membership Committee and the Branch.

The **Vice President of Programs**, in the absence of the Vice President of Membership, shall preside at all business meetings of the Athens Branch. This Vice President will serve as Chairman of the Program Committee and oversee community outreach and humanities programming, support long-range growth plans, including external funding sources for an increased public

awareness.

5. The **Recording Secretary** shall keep records of the proceedings of Business Meetings and meetings of the Executive Committee, and prepare and submit a report of such proceedings to the National Office as required. The Recording Secretary shall be an ex-officio member of all standing committees. This officer shall submit all meeting minutes annually to the Historian by December 31 of each calendar year.
6. The **Corresponding Secretary** shall correspond with the membership, partners, and stakeholders regarding the business of the Branch under the advisement of the President and Executive Committee, shall maintain a directory of the Branch membership, record attendance and take minutes in the absence of the Recording Secretary. This officer shall notify members of all regular and special meetings. The Corresponding Secretary shall read and maintain a file of all correspondence, and circulate to the membership any information of importance. This officer shall prepare written correspondence as necessary as directed by the President and/or Executive Committee. This officer shall turn over all correspondence annually to the Historian by December 31 of each calendar year.
7. The **Treasurer** presents monthly financial reports and the budget to the Executive Committee for approval; ensures the review of quarterly financial reports; and submits an annual financial report with the annual budget by December 31 of each calendar year to the Executive Committee; serves as a member (not the chair) of the Finance and Audit Committee; and verifies financial viability. All expenditures shall be made by check and signed as authorized by the Executive Committee. The Treasurer shall be an ex-officio member of all Standing committees.
8. The **Financial Secretary** shall collect and record all monies received from members (membership dues, assessments, including fundraising events, chapter induction fees, and other approved fees; issue proper receipts and promptly turn all monies over to the Treasurer; keep accurate records of the financial standing of each member, and upon request, provide each member with a copy of the record setting forth their financial status; provide a monthly financial report to the Treasurer for his/her report, and serve as a member of the Executive Committee.
9. The **Historian** is responsible for archiving of all records and artifacts of the Branch and its sponsored events. This includes the original and a copy of all official documents such as the Branch Constitution, By-laws, Articles of Incorporation, Logo, and more; a copy of all minutes submitted to the Executive Committee; and maintain relevant information from ASALH as it relates to the Athens Branch. The Historian shall submit a budget for necessary items to maintain a sound history of the Athens Branch, present a quarterly report to the Executive Committee, and submit an annual report to the Executive Committee by December 31 of each calendar year.

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The Executive Committee

Meetings

The Executive Committee shall meet monthly as needed. Any Executive Committee member who is absent from three consecutive meetings, including conference-call meetings, shall be subject to removal as deemed appropriate by two-thirds of the Executive Committee.

Functions

The Executive Committee shall:

Implement the policies established by the Branch in accordance with the Association. Appoint committee chairpersons as needed.
Determine the time and place of the Branch Annual General Membership meetings. Approve all Branch events.

Receive all reports of the President, the Vice Presidents, the Secretaries, the Treasurer, the Historian, as well as the Standing and Ad Hoc Committees and transmit timely reports in accordance with the Association. Resolve conflicts that may arise between the President and Committee Chairs or Branch members regarding their respective spheres of authority.

Remove from office any appointed officer when it deems to be derelict or ineffective in discharging assigned duties or who is guilty of malfeasance in office.
Remove as chair of an appointed committee anyone who is derelict in carrying out the duties of the office.

Approve an annual operating budget that shall be designed to achieve the objectives of the Branch.
Appoint member to vacant positions for the remainder of the term.

Memberships and Dues

Members may join the local Branch once they have paid National Membership Dues. The classes of membership and dues for the Branch are:

1. General
2. Senior
3. Student
4. Institutional
5. Corporate,
6. And such other classes as the Association may prescribe.
7. Voting members of the Branch shall consist of all classes of membership. Dues for each class

shall be set by the Executive Committee.

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Branch and Branch Memberships

The Athens Branch of the Association shall be directly affiliated with the parent body and shall be under the jurisdiction of the Association and subject to all of its rules and regulations. This branch shall be under the jurisdiction of the Association and subject to all of its rules and regulations. This Branch may be established with a minimum of fifteen (15) persons. The Executive Committee of the Athens Branch can revoke the membership of a member if the member does not comply with the established rules and regulations. When the Executive Committee revokes a member's membership, the Branch President shall notify the Vice President of Membership of the Association of the Branch's action.

The branch shall elect a president, Vice President of Membership, Vice President of Programs, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, and Historian. The function of such branches shall be to stimulate study and to carry on research in local history, and to disseminate such findings to the office of the Executive Director of the Association. An annual report of Branch activities (including memberships) shall be presented to the Executive Director of the Association at the required deadline.

The Executive Committee shall determine local dues to be paid by each Branch member. These dues shall be in addition to dues paid to the Association by each Branch member. Only bona fide members of the Association shall be eligible for Branch membership.

Standing Committees

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The following standing committees shall be appointed and approved by the Executive Committee:

- Auditing/Finance Committee
- Nominating Committee
- Membership Committee
- Program Committee
- Fundraising Committee
- Public Relations & Marketing Committee.

Each committee is required to submit an annual budget to the Treasurer for the Executive Committee by September 30.

a. **The Auditing/Finance Committee** shall consist of not less than five (5) members. The Auditing/Finance Committee in conjunction with the President and the Treasurer, shall conduct an annual internal audit of all Branch finances. Such audit report shall be included within the Auditing/Finance Committee's written report to the Executive Committee by December 31. The Auditing/Finance Committee, in conjunction with the President and Treasurer, shall conduct an audit of all Branch finances with an independent certified public accountant when the Treasurer leaves office before the books are turned over to the next Treasurer.

2. **The Nominating Committee** shall consist of five (5) members. It shall nominate by ballot two candidates for each of the following offices: President, Vice President of Membership, Vice President of Programs, Recording secretary, Corresponding Secretary, Treasurer, Financial Secretary, and Historian. It shall present preferably two or more names for each position to the Executive Committee. All nominees must be present at the selection and present a 150-word statement of qualifications relevant to the position.

The Nominating Committee also shall give consideration to service to ASALH and the Athens Branch. All nominees for offices in the Branch 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 Branch in compliance with Robert's Rules of Order.

3. **The Membership Committee** shall be chaired by the Vice President of Membership and consist of five (5) members. These committee members shall reflect, where possible, representation from the following areas: the public and private elementary and secondary schools; colleges and universities; and professionals within the corporate and non-profit community, and student representation.

The Membership Chairman shall work cooperatively with Program and Fundraising Committees to reach out to current members for renewal of National and Branch dues annually; and develop membership drive events throughout the organizational calendar year that comply with the Association and meet the approval of the Executive Committee. The Membership Chairperson is required to attend all Executive Board Meetings and all General Membership Meetings. A monthly report will be submitted in writing to the Executive Committee prior to each meeting; and an Annual Report will be submitted to the Executive Committee by December 31 of each calendar year.

4. **The Program Committee** shall be chaired by the Vice President of Programs and consist of five (5) members. This Committee shall prepare the program for the Branch in accordance with the theme set by the Executive Council of ASALH. The Program Committee may solicit volunteers from the community to assist with executing Branch programs. A monthly report will be submitted in writing to the Executive Committee prior to each meeting; and an Annual Report will be submitted to the Executive Committee by December 31 of each calendar year.
5. **The Fundraising Committee** shall consist of a minimum of three (3) members, one of whom shall be the Treasurer. This Committee shall review the Branch's annual budget and recommend a system of programmatic thrusts to meet the Branch resource needs over and above the annual dues. Such activities may include special assessments, bi-annual fundraisers such as galas, auctions, other ticketed events, etc. The Fundraising Committee shall prepare and submit an annual budget to the Finance Committee and any activities must be approved by the Executive Committee.

The Executive Committee may, at its discretion, appoint a Committee Chairman of Fundraising. The chairman shall work cooperatively with the Membership and Program Committees to develop relationships with corporate partners, secure grants and other means of revenue to

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develop relationships with corporate partners, secure grants and other means of revenue to provide funds for the implementation of Branch goals and objectives. All funds raised are to be deposited into the Branch

bank account, unless otherwise directed by the Executive Committee. The Fundraising Chairperson is required to attend all Executive Committee Meetings, General Membership Meetings and official events of the Branch. A monthly report will be submitted in writing to the Executive Committee prior to each meeting, and an Annual Report will be submitted by December 31 of each calendar year.

The **Public Relations and Marketing Committee** shall consist of a minimum of three (3) members, one of whom shall be the Corresponding Secretary. This committee shall promote the Branch's mission and causes to its members and the general public through social media outlets such as the Branch's website, Facebook, Twitter, Instagram, etc. This committee shall prepare press releases for the President's approval, getting the word out about the Branch and its value to the community as large through conversations, written or verbal, with opinion leaders, news media, customer and community networks and then having them write or talk about you. A monthly report will be submitted in writing to the Executive Committee prior to each meeting, and an Annual Report will be submitted by December 31 of each calendar year.

Amendments

These By-Laws may be amended by two-thirds vote at any meeting of the Branch.

¹ Source document Constitution and By-Laws of the Atlanta Branch of the Association for the Study of African American Life and History. Used with permission.