

**Athens, Georgia
ASALH Branch
Constitution & Bylaws**

**ASSOCIATION FOR THE STUDY OF
AFRICAN AMERICAN LIFE AND HISTORY
CONSTITUTION AND BYLAWS OF THE ASALH ATHENS (GEORGIA) BRANCH**

Constitution

ARTICLE I. NAME, ADDRESS AND AFFILIATION

Section 1. NAME: The name of this organization shall be the ASALH Athens (Georgia) Branch (hereafter referred to as “the Branch”).

Section 2. AFFILIATION: The Branch is a direct affiliate of ASALH, subject to its governance, requirements of the ASALH Athens (Georgia) Branch Charter, dated October 5, 2018, its business and financial procedures and this Constitution and Bylaws that it has approved.

ARTICLE II. BUSINESS YEAR

The business year starts on January 1 and ends on December 31.

ARTICLE III. PURPOSE

As an ASALH affiliate, this Branch is established solely for educational and research purposes, consistent with the tax-exempt purpose of ASALH under 501 (c) 3 of the Internal Revenue Code.

The Objectives of this organization shall be the collection, promotion, study, and dissemination of historical materials relating to African Americans, the Caribbean, and the African Diaspora with special emphasis on the Athens, Georgia area.

ARTICLE IV. GOVERNANCE AND STRUCTURE

Section 1. GOVERNANCE: The Branch shall elect Branch officers to manage the affairs of the Branch in accordance with its governing documents including the Charter, Constitution and Bylaws and other guidance that may emanate from ASALH or this Branch.

Section 2. STRUCTURE: The Branch governance structure is as follows:

- Membership
- Elected officers
- Branch ASALH Executive Committee
- Standing Committees

ARTICLE V. MEMBERSHIP ELIGIBILITY, GOVERNANCE ROLE, TERMINATION AND TRANSFERABILITY

Section 1. MEMBERSHIP ELIGIBILITY: A current member of ASALH is eligible for Branch membership subject to the criteria established by the Branch. Membership is granted only after all criteria are met.

Section 2. ROLE IN GOVERNANCE: Membership votes are required to elect officers and initiate their removal, fill vacancies, approve, and amend governing documents, dissolve the Branch, set or change dues amount and receive Branch reports.

Section 3. TERMINATION OF MEMBERSHIP: Members shall remain in good standing when current in applicable dues and while in conformance with the ASALH (National) Membership Code of Conduct (<https://asalh.org/about-us/member-code-of-conduct/>). Membership can be involuntarily terminated for non-payment of dues.

Section 4. TRANSFERABILITY: Membership in the Branch is not transferable.

ARTICLE VI. BRANCH OFFICERS, QUALIFICATIONS, ELECTIONS, TERMS, VACANCIES AND REMOVAL

Section 1. OFFICERS: Branch officers shall at a minimum consist of a President, Vice President for Membership, Vice President for Programs, Secretary, Treasurer and Historian.

Officers shall be responsible and accountable for the operations of the Branch. Officers are volunteers, without compensation.

Section 2. QUALIFICATIONS

- a. The President should be deeply invested in the mission of ASALH, have a history with the Association and the Branch and have the confidence of the Branch members.
- b. The Vice President for Membership shall demonstrate the same qualifications as the President. In the event that the office of the President becomes vacant, the Vice President for Membership shall assume the position of the President for the remainder of the term.
- c. The Vice President for Programs shall demonstrate the same qualifications as the President.
- d. The Secretary should have excellent verbal and written communications skills, be detail-oriented with the ability to organize and prioritize work.
- e. The Treasurer should be a person of great trust and integrity with an aptitude for accounting and a strategic understanding of the organization in its totality.
- f. The Historian should have good communication, technology and organizational skills with a deep understanding and appreciation for the mission of ASALH.

Section 3. ELECTION: Officers shall be elected by the members at the October or November meeting of the membership from a proposed slate of candidates. Elected officers shall begin their term of service on January 1 following their election and shall hold office until a

successor is elected and takes office. Elected officers must be members in good standing and remain in that status throughout their term in office.

Section 4. **TERMS OF OFFICERS:** Officers shall be elected in rotation i.e., staggered terms. The term of office shall not exceed two (2) years for the President, Vice President for Membership, Vice President for Programs, Treasurer, Secretary and Historian. Each officer may serve in the same position for consecutive terms, not exceeding a total of six (6) years. Past officers may be elected again after a one-year (1-year) break.

Section 5. **VACANCIES:** If, for any reason, the office of the Vice President for Membership, Vice President for Programs, Treasurer, Secretary or Historian becomes vacant, the President shall nominate a member with the requisite qualifications to serve out the remainder of the vacated term. The nomination shall be submitted to the membership for approval by a majority of the members who vote.

Section 6. **REMOVAL OF ELECTED OFFICERS FROM OFFICE:** Elected officers may be removed from office for violation of the Conflict-of-Interest Policy (see Branch Bylaws Number 7) or repeated failure to perform the duties and responsibilities of the office thereby causing damage to the reputation of ASALH or the Branch.

ARTICLE VII. BANK ACCOUNT

The Branch shall establish a bank account to conduct financial business. The application to establish the account must be signed by the Secretary. The signatories on the bank account shall be the President and the Treasurer, who shall be unrelated parties.

All expenditures must have a written approval from the President, which can be in the form of an email, recorded in the meeting minutes, or a separate signed document, all of which must state the payee, the purpose of the payment, a copy of the invoice or receipt, and the amount. Expenditures under \$1,000 require only the Treasurer's signature. Payments equal to \$1,000 or more shall require both the President's and the Treasurer's signatures.

ARTICLE VIII. CONDUCT OF MEMBER AND OFFICER

No part of the income of the Branch shall benefit any member or officer of the Branch, or any private individual (except that reasonable compensation may be paid for services provided to or for the Branch). No member or officer of the Branch or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Branch.

ARTICLE IX. AMENDMENTS

These Constitution and Bylaws may be amended by a majority vote of the membership at the October or at a Special meeting, provided due notice of 30 (thirty) days has been given to the membership of the proposed changes. Notwithstanding the Branch approval, no amendment shall be effective unless and until approved by ASALH (National). Any motion to amend the Constitution and Bylaws shall clearly state such.

ARTICLE X. DISSOLUTION

In the event of dissolution, all remaining assets and property of the Branch shall, after payment of outstanding expenses, be turned over to ASALH (National).

Bylaws

1. OBJECTIVES OF THE BRANCH

The specific objectives of the ASALH Athens (Georgia) Branch are to:

- Collect, promote, study and disseminate historical materials related to African Americans, the Caribbean, and the African Diaspora with special emphasis on the Athens, Georgia area.
- Support ASALH's (National) programs and events in local communities.
- Grow Branch membership to support the Branch and increase ASALH's membership
- Help Branch members realize the value they expected when they joined the Branch.
- Support ASALH's (National) operations with financial contributions.
- Attend the ASALH (National) Convention and Meeting to increase knowledge and network.

2. MEMBERSHIP

Branch Annual Dues: The dues amount shall be a fixed dollar value each year, unless and until changed by a majority vote of the members at the October meeting.

Members must pay both their ASALH (National) and Branch dues by the first day of the business year (January 1) to meet the criteria of a member in good standing. Any member whose local dues are not current by March 1 will be deemed inactive. That member will be considered a non-voting attendee at Branch meetings. Membership privileges are immediate upon the payment of both local and ASALH (National) dues at any point in the calendar year. Members who join after the ASALH (National) annual conference will have their dues applied to the following year.

Life and Institutional members of ASALH (National) are required to pay Branch dues in support of the Branch's activities.

The Secretary and Treasurer shall be authorized to send notices to all members whose dues are delinquent.

3. MEETINGS

Proceedings: The latest edition of *Robert's Rules of Order* shall be used as the authority for the function and management of meetings to the extent to which they are consistent with the other governing documents of the Branch.

Parliamentarian: The Branch President may appoint a parliamentarian, who shall serve at the pleasure of the President, to help in exercising the proper procedure for the conduct of meetings.

Order of Business: The order of business as established by the meeting agenda shall be established by the President and shall include:

- Call to order by the presiding officer
- Approval of the minutes of the previous meeting (followed by corrections and vote of acceptance by members)

- Agenda item(s) requiring a vote
- Treasurer's report
- Committee reports
- Unfinished business
- New business
- Other items as deemed appropriate
- Adjournment

Regular Branch Meetings: Regular meetings of the members shall be held monthly except for July.

At the October or November meeting, in addition to its regular order of business, members shall elect officers and determine the direction of the Branch for the coming year.

Special Branch Meeting: Unique circumstances or needs may require that a meeting be called by the President.

Notice of Meetings: Written notices of each meeting along with an agenda, shall be given to each voting member at least five (5) days prior to the meeting. The agenda may be amended at the meeting with the consent of the members attending.

Quorum: A quorum to legally transact business shall be eight (8) members of the active membership including at least two of the following elected officers (President, Vice President for Membership, Vice President for Programs, Secretary, Treasurer).

Only active members of ASALH and the Branch (dues must be current) shall be eligible to vote.

Meeting Parameters: Meetings may be held in person or via electronic media which includes but is not limited to teleconference and Zoom or equivalent, provided that all participants can communicate effectively.

Record of Meetings: Meeting minutes should provide accurate, complete and concise information that documents Branch deliberations and decisions. They should contain the following:

- Names of members who are present.
- The date and time the meeting begins and ends.
- A concise summary of actions taken.
- The names of the members making and seconding motions.
- A summary of key action items, future steps and who will take them.
- The name and title of the person taking the minutes.

4. ELECTED OFFICERS

Authority and Duties: The six elected Branch officers shall manage, control and account for the assets and business of the Branch.

Branch officers have a duty to understand what each provision of the Constitution and Bylaws means and an obligation to follow them.

Responsibilities:

- Comply with ASALH requirements for a branch in good standing; for example, submission of annual reports.
- Hold effective meetings.
- Elevate the Branch's visibility in the community.
- Help to recruit candidates with requisite skills for Branch elections.
- Provide proper oversight of operations, including financial oversight.
- Orient new members to the Branch.
- Orient newly elected officers to their roles.
- Keep members engaged so they stay interested in the Branch.
- Ensure ethical integrity among this peer group and remove ineffectual officers or officers who have violated terms of conduct.
- With membership approval, appoint replacement Branch officers.

Duties of Officers:

President: The President shall preside at all business meetings, ensure that all rules and regulations are observed, ensure submission of accurate and timely annual reports, appoint and serve as an ex-officio member of all committees, hold other Branch officers accountable for performance of their duties, initiate strategies, be the official representative of the Branch except when otherwise designated. The President's duties also include the signing of legal and financial documents and preparing meeting agendas.

Vice-President for Membership: The Vice President for Membership shall chair the Membership Committee and shall work closely with the President in all business pertaining to the Branch. The Vice President shall conduct campaigns for membership and serve as the liaison between the ASALH (National) Membership Committee and the Branch. The Vice President of Membership, in the absence of the President, shall preside at all business meetings.

Vice-President for Programs: The Vice President for Programs shall chair the Program Committee and oversee community outreach and humanities programming, support long range growth plans, including external funding sources, and collaborations for an increased public awareness. The Vice President for Programs, in the absence of the President or Vice President for Membership, shall preside at all business meetings of the Branch.

Secretary: The 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 and any other reports to the ASALH (National) as required. The 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. The 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. This officer shall notify members of all regular and special meetings. The 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.

The Secretary shall ensure that certain documents as required by ASALH (National) are available for reference at all meetings of the Branch. The role is also responsible for establishing a records management system for non-financial Branch records. If a person ceases to be an officer or committee member for whatever reason, it is required that any Branch documents that they hold be delivered to or retrieved by the Secretary as soon as practicable.

Treasurer: The Treasurer shall be responsible for all financial transactions and custody of financial documents. This officer shall deposit monies received by the Branch in its bank account and pay all bills approved by the President. The Treasurer shall keep an accurate record of all monies deposited and spent and shall make a financial report at each Branch meeting. The Treasurer shall also submit an annual report as required by ASALH (National) and, in conjunction with the Budget and Finance Committee, provide a projected budget for the next year to the Executive Committee.

Historian: The Historian is responsible for archiving all records and artifacts of the Branch and Branch Constitution, Bylaws, a copy of all minutes submitted by the Secretary, and more. The Historian shall collect items such as programs, press releases, news clipping and pictures about the Branch and its members. The Historian is also responsible for maintaining relevant information from ASALH as it relates to the Branch. The Historian shall submit a budget for necessary items to maintain a sound history of the Branch, and submit an annual report to the Executive Committee by December 31 of each calendar year. The Historian shall, on an annual basis, provide the records of the Branch to the Heritage Room of the Athens-Clarke County Library which will maintain them.

Orientation of Officers: There shall be a robust orientation for incoming officers prior to January 1 to transfer knowledge and transition roles. Topics to cover from the Branch perspective shall include at least:

- Branch Charter
- Constitution and Bylaws
- Branch records
- Access to manual and electronic Branch records, such as location, passwords, and account numbers as well as Branch website and/or social media
- Responsibilities of the positions
- Timetable for completing required annual duties
- Unfinished projects
- Important contacts and resources

- Potential pitfalls to avoid; and
- General advice based on experience with the position, members and community

Removal of Elected Officer: Any officer may be removed with cause, upon an affirmative vote of two-thirds (2/3) of the membership. The termination action may be initiated by a fellow officer or the membership with the signatures of a minimum of 10 members in good standing.

Complaints shall be reviewed by a three-member body appointed from among the elected officers by the President and presided over by the President, unless the complaint is against the President, in which case, the Vice President for Membership shall make the appointments and preside.

- The request for removal must not be personal. It must be explicit in the charges leveled, identify the specific breach and the damage caused. There must be corroborating evidence. The complaint should be sufficiently confirmed to allow the review body to reach a decision.
- The officer shall be entitled to a due process hearing prior to any termination action being taken, including notification of complaint and any evidence provided.
- If the evidence is insufficient to reach a conclusion, the complaint will be closed. However, if the evidence warrants an action, the response taken can be scaled in severity based on the written findings and recommendations. The most severe outcome is that the elected officer is removed from office, with cause, upon an affirmative vote of the membership.

5. ELECTION OF OFFICERS

Elections: The Branch will hold elections for officers with expiring terms at the October or November meeting but within sufficient time to allow for an orientation and a smooth transition by January 1. Only active members in ASALH and the Branch are eligible to vote. Candidates for office as well as elected officers are allowed to vote.

Officers shall be elected in rotation, i.e., staggered terms. The President, Vice President for Programs and Treasurer shall be elected in the previous fall to begin terms in the odd year. The Vice President for Membership, Secretary and Historian will be elected in the previous fall to begin terms in the even year. All positions will serve a two-year (2-year) term. Each officer may serve in the same position for consecutive terms, not exceeding a total of six (6) years. Past officers may be elected again after a one-year (1-year) break.

Nominations: A call for nominations to the membership shall be made no less than thirty (30) days prior to voting for officers to fill expiring terms. Either the Branch President or an Ad Hoc Nominating Committee appointed by the President will pursue candidates via available methods including posting on the Branch website. The resulting slate of candidates shall be presented to the members no less than 10 days prior to the election at the October or November meeting.

If the call for nominations yields only one interested candidate for an office, that office will be deemed uncontested, and the candidate can be declared the winner.

If more than a single candidate expresses interest in an office, voting by ballot will take place.

Secret Ballots: All officers shall be elected by secret ballots at the October or November meeting of the Branch. A member may vote once only for each position.

The candidate receiving the highest number of votes will be declared the winner. In the event of a tie, the winner will be determined by drawing a name.

6. COMMITTEES

The Branch shall have Standing and Ad Hoc Committees. The President shall be an ex-officio member of all committees except the Nominating Committee.

Standing Committees: In addition to the Executive Committee, there shall be at least three standing committees, whose members shall be appointed and chair approved by the President.

Standing Committees are:

- Executive (chaired by the President)
- Membership (chaired by the Vice President for Membership)
- Program (chaired by the Vice President for Programs)
- Budget and Finance

Other Committees: The President may appoint special purpose Ad Hoc committees, together with their chairpersons, to accomplish the objectives of the Branch. Current committees include:

- Education
- Nominating
- Constitution and Bylaws
- Communications

Committee Duties:

Executive Committee: All Elected Officers constitute the Executive Committee.

- Meet as needed.
- Implement the policies established by the Branch in accordance with ASALH (National).
- Approve all Branch events.
- Receive all reports of the President, the Vice Presidents, the Secretary, the Treasurer, the Historian, as well as the Standing and Ad Hoc Committees and transmit timely reports in accordance with ASALH (National).
- Resolve conflicts that may arise between the President and Committee Chairs or Branch members regarding their respective spheres of authority.
- Remove any appointed officer which it deems to be derelict 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.
- Prepare, in conjunction with the Treasurer and the Budget and Finance Committee, an

annual operating budget that shall be designed to achieve the objectives of the Branch. The budget shall be approved by the membership at the October or November meeting.

- 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.

Membership Committee

- Obtain the database of Branch Members from the Secretary
- Conduct a membership campaign at least once per year
- Develop and implement an orientation program for new members
- Keep members engaged
- Provide a report at monthly business meetings
- Prepare an annual report and submit same to the membership and the Executive Committee by December 31

Program Committee

- Develop and implement programs and plans for local Branch events which should include, at minimum, three programs required by ASALH (National): a Black History Month program in February, a Founder's Day program in September, and a program in honor of Carter G. Woodson's birthday in December in conjunction with the annual theme developed by ASALH (National).
- Initiate outreach for joint programs with local civic, educational and business organizations.
- Develop programs/plans for ASALH (National) events as requested.
- Submit an annual report to the membership and to the Executive Committee by December 31.

Budget and Finance Committee

- Develop, in conjunction with the Treasurer, a budget for the upcoming business year for submission to the Executive Committee.
- Oversee all fundraising activities in the absence of a Fundraising Committee.
- Conduct at a minimum quarterly review of the financial records.
- Monitor the budget to ensure that revenue and expenditures are aligned and suggest changes to maintain a balanced budget including a review of annual dues.

Education Committee

- Provide information and develop action plans for the Branch necessary to support the Athens Black History Bowl.
- Provide information about opportunities and concerns regarding educational institutions and organizations, as well as young people in Athens that reflect and/or promote the Branch's objectives.
- Provide a report at monthly business meetings.
- Provide an annual report by December 31

Communications Committee

- 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 page, etc.
- Prepare press releases for the President’s approval.
- provide information about the Branch, its programs and value to the community at large
- Provide a report at monthly business meetings.
- Submit an annual report by December 31

Nominating Committee

- Review the membership list and identify the best candidates for each office based on eligibility requirements and duties of the position.
- Put out a call for nominations 30 (thirty) days prior to election.
- Ascertain the interests of the potential candidates in serving.
- Screen and interview candidates.
- Identify the candidates to recommend to Branch officers as nominees.
- Present a slate of candidates to the membership 10 (ten) days prior to the vote at the October or November meeting.

Constitution and Bylaws Committee

- Receive any bylaws amendments proposed by members.
- Recommend to Branch officers any changes to the bylaws that should result from the committee’s deliberations.
- Prepare and distribute drafts of revised bylaws to members for review in preparation for a vote for adoption.

Reporting: Each standing committee shall report, if applicable, at each Branch meeting.

Limits of Authority: No committee has the authority to obligate the Branch to any activity without a majority vote of the Branch.

7. CONFLICT OF INTEREST

In the regular course of Branch business, officers or members may have the opportunity to advance their own financial or personal interest, against the interest of the Branch and ASALH. Every member and officer is obligated to disclose any known or potential conflicts of interest as soon as they arise. Any officer who engages in a conflict or who fails to disclose a known conflict shall be subject to disciplinary action, including removal from office.

With respect to any actual or possible conflict, if an officer or member has a financial or personal interest in any transaction or arrangement coming before the Branch, the remaining members and officers shall ensure that:

- The interest of such member or officer is fully disclosed to the membership.

- The interested officer or member does not vote or apply pressure on the matter up for vote.

If after exercising due diligence and looking at alternatives, the undertaking in which an officer or member has a financial or personal interest is approved in a vote by members as being in the best interests of the Branch, it may enter into the transaction or arrangement.

Payments to the interested officer or member shall be reasonable and shall not exceed fair market value.

The minutes of meetings where the votes are taken to approve any such transactions shall record the conflict disclosure, vote abstention by the interested party and rationale for approval.

8. AMENDMENTS

These Constitution & Bylaws shall be reviewed annually to assure that Branch operations are aligned, and they conform to any changes by ASALH (National). When needed, amend as follows:

A. Proposed Amendments

Proposed changes may originate with Branch Officers or be submitted to them by members or a Constitution and Bylaws Committee.

Amendments may also originate with ASALH (National) Governance Committee, which shall review the Model Branch Constitutions and Bylaws on a periodic basis to ensure continued alignment with ASALH's governing documents, policies and procedures. Any change made will be communicated to branches, which will need to conform their Constitution and Bylaws accordingly.

B. Branch Approval

Amendments originating with the Branch must first be approved on a provisional basis by the membership, then approved by ASALH and finally ratified by the membership. Amendments that originate with ASALH need to be approved, but not ratified.

Two-thirds (2/3) of the membership must approve or ratify the amendments. Approval must be at the October or at a Special meeting while ratification can occur at a regular meeting, provided that Branch members were informed of the proposed changes in accordance with the meeting notice provision of 30 (thirty) days in advance of the meeting.

C. Get ASALH approval after initial membership approval

Obtain initial membership approval of proposed changes at the October meeting. Submit a mark-up of the proposed changes along with a clean copy to the ASALH (National) Vice President for Governance and Vice President for Membership for review and approval by their respective committees and for further approval by the Executive Committee. ASALH (National) returns a signed original document with the amendments (iterative process). Schedule a vote to ratify the ASALH (National) approved version at a regular meeting.

The Constitution and Bylaws and all subsequent changes shall be kept securely and indefinitely along with other Branch governing documents including the Charter and Organizing Branch Agreement per the Branch's records management system administered by the Secretary and Treasurer.

10. RETURN OF RECORDS

If a person ceases to be an officer or committee member for whatever reason, it is required that any Branch documents that they hold be delivered to or retrieved by the Secretary as soon as practicable.

The Athens, Georgia Branch Constitution and Bylaws were:

Approved by the membership on January 16, 2024

Approved by ASALH (National) on November 15, 2024

Ratified by membership on October 4, 2024

Sandy D Martin
Sandy Dwayne Martin, President
Athens, GA ASALH Branch

October 6, 2025
Date