

# ASALH CONSTITUTION AND BY-LAWS

## **THE CONSTITUTION AND BY-LAWS OF THE MANASOTA BRANCH OF THE ASSOCIATION FOR THE STUDY OF AFRICAN-AMERICAN LIFE AND HISTORY**

### **ARTICLE I Name, Objectives, and Governance**

#### **Section 1. Name:**

The name of this organization shall be the Manasota Branch of **THE ASSOCIATION FOR THE STUDY OF AFRICAN-AMERICAN LIFE AND HISTORY** and as such, shall remain directly affiliated with the **THE ASSOCIATION FOR THE STUDY OF AFRICAN-AMERICAN LIFE AND HISTORY, INC.**, subject to the pertinent parts of its national constitution, and shall be under its jurisdiction and subject to all of its rules and regulations in accordance with the Branch charter.

#### **Section 2. Objectives:**

The objectives of this branch shall be to provide financial support and promote programs sponsored by the National Organization; to identify, initiate, and support local projects promoting scholarship and research relating to local history and our African-American heritage. Any meaningful results shall be disseminated to the national office.

#### **Section 3. Governance and Structure**

- A. The branch shall be governed by its charter, constitution, and by-laws, and such other actions that are taken in accordance with the provisions stated in these documents.
- B. Structure
  - (1) The Membership
  - (2) The Board of Directors
  - (3) The Elective Officers
  - (4) The Appointive Officers

### **ARTICLE II Membership**

All persons who subscribe to the objectives of the national organization and demonstrate an interest in supporting the branch in its activities may become a member upon payment of all annual dues and fees determined by the Board of Directors and approved by the membership.

### **ARTICLE III Officers**

#### **Section 1. Executive Officers**

The Executive Officers of this Branch shall consist of a President, a first Vice-President, a second Vice-President, a recording secretary, a corresponding secretary, a treasurer, and a historian.

## **Section 2. Qualifications, Elections, and Terms**

- A. The President shall be a dedicated person who has been deeply involved in the affairs of the Association and/or Branch. The President shall be elected by the Branch members, in good standing, for a term of two years.
- B. The vice presidents shall possess the same qualifications as the president. They shall be elected by the members, in good standing for two years. If the office of president shall, through any cause, become vacant, the 1<sup>st</sup> Vice-President shall become president for the balance of the term.
- C. A recording secretary shall be elected by the members of the Branch for a term of two years.
- D. A corresponding secretary shall be elected by the members of the Branch for a term of two years.
- E. The Treasurer shall be elected by the members of the Branch for a term of two years.
- F. The Branch shall also elect a Historian for a term of two years.
- G. The Board of Directors shall consist of: The elected officers plus two (2) members at large elected by the membership. The Board of Directors shall be responsible for the general activities of the Branch and shall act for the Branch when it is not in session. It shall appoint such officers and committees it deems necessary to carry out the objectives of the Branch.
- H. If the office of the 1st vice-president, 2<sup>nd</sup> vice president, recording secretary, corresponding secretary, or treasurer or historian becomes vacant, the Board of Directors shall nominate a person to serve out the remaining term of the person vacating the office, providing the term remaining is more than one year. Such nomination shall be submitted to the membership for approval of a majority of the members responding to the notice of nomination.

If, however, a year or less remains in the term of the person vacating the office, the Board of Directors may elect a person to fill the vacancy (without submitting their action to the membership for approval.)

- I. Removal of Elected Officials from Office.

Elected Officials of the Branch may be removed from office for acts contravening the Constitution and Bylaws of the National Association or the Branch; for being unable or habitually neglecting to discharge the duties and responsibilities of their respective offices; for acts deemed to be harmful to the Association or Branch; for malfeasance in office, or upon conviction of a felony or serious misdemeanor.

Petitions for removal of an elected Branch official from office may originate in the Board of Directors by a two thirds affirmative vote of its members, or may be submitted to the Board bearing the signature of at least (10) members of the Branch in good standing. The petitions must be accompanied by a list of charges and a file of particulars specifying the offenses of the officeholder.

The officeholder against whom the charges are brought shall be furnished with a statement of the charges and a bill of particulars by certified mail and shall be given the opportunity to respond within a reasonable time not to exceed fifteen ( 15 ) working days. The response may be in writing or in a hearing before the Board, or both, in accordance with the preference of the officeholder. In a hearing before the Board, petitioners and officeholder may have representatives present their cases, but procedures shall not adhere to formal rules of court procedure, and pre-hearing “discovery” shall not be allowed. The procedure to be followed shall be prescribed by the Board.

If, following the response of the officeholder to the charges against him or her, or in the absence of a response within the specified time, two-thirds of the Board members vote to remove the officeholder from office, the Board shall submit its recommendation to the Branch membership for approval. Unless a majority of the membership votes against the Board’s recommendation within a prescribed period of time, but no more than twenty-one (21) working days following the mailing of the recommendation to the Branch members, the office in question shall be declared vacant. In cases involving the removal of the President from office, the Vice-President shall preside over the Board of Directors unless he or she too, is facing removal proceedings. In that case, the Board shall elect a presiding officer. In all other cases, the President shall preside over the Board.

#### **ARTICLE IV Amendments**

These articles may be amended in either of two ways:

1. A proposed amendment may first originate in, or be submitted to the Board of Directors. It shall then be approved by two-thirds of the Board members at a regular or special meeting provided that the Branch members shall have been apprised of the proposed change(s) at least sixty (60) days prior to the meeting.
2. Amendments may be submitted at any regular Branch meeting. Upon approval by majority vote, such amendment(s) will be presented, after written notice to membership, for final approval at the next regular Branch meeting. Adoption of the proposed amendment(s) shall be effected by two-thirds of the members present.

These Articles shall go into effect after two readings and a two thirds affirmative vote of the membership, except that persons currently holding elective offices shall be permitted to serve out their terms.

# BYLAWS

## I. Conduct of Meetings

- A. All meetings of the Branch and all meetings of the Branch Board of Directors shall be conducted according to Robert's Rules of Order, newly revised. The Board, at its discretion, may appoint an official parliamentarian who shall hold office for two (2) years. The parliamentarian shall advise and assist the President or presiding officer in the conduct of all meetings and shall perform such additional duties as are appropriate to his or her office.
- B. The Branch shall meet a minimum of nine (9) times a year from September through May in regular business sessions.

## II. Duties of Executive Officers

- A. The President of the Branch shall preside at all business meetings of the Branch and Board of Directors.
- B. The 1<sup>st</sup> vice-president shall preside at all business meetings of the membership in the absence of the president. He or she shall, upon the request of the president, assist in the conduct of Branch business.
- C. The 2<sup>nd</sup> vice-president shall preside in the absence of the president and the 1<sup>st</sup> vice president and shall oversee all matters concerning membership.
- D. The recording secretary shall keep records of all the proceedings of membership and board meetings and prepare official minutes of such meetings to be submitted to the respective bodies for approval at the regular meetings of each body. He or she shall give proper notice of meetings to the membership and Board and conduct the correspondence of the Board with members.
- E. The corresponding secretary shall, in the absence of the recording secretary, record all of the proceedings of membership and board meetings to be presented to the recording secretary. He or she shall convey and conduct all official correspondence between the Branch and the National office and such correspondence as is addressed to the president and / or required to be sent by the president.
- F. The Treasurer shall receive all dues and funds payable to the Branch, make all disbursements in accordance with the annual budget, or by direction of the Board. He or she shall:
  - 1. Keep full and accurate accounts of all receipts and disbursements by the Branch.
  - 2. Deposit all funds and valuables in depositories selected by the Board.
  - 3. Make all disbursements in the name of the Branch. All expenditures shall be made by check and signed as authorized by the Board.

## G. The Branch Board of Directors

1. The Board shall meet as deemed necessary by the President. ( A petition signed by at least five members in good standing may compel the President to call a Board meeting). In any case, at least seven days notice must be given to the Board members along with a proposed agenda. A majority of the voting Board members shall constitute a quorum.
2. The two ( 2 ) elected Board members-at-large shall have staggered terms by class, Elected each year as follows: one person elected for one year, and one person elected for two years.

## III. Functions

The Board of Directors shall:

- A. Implement policies established by the business sessions of the Branch.
- B. Remove from office any appointed officer it deems to be derelict or ineffective in his or her duties or guilty of malfeasance in office.
- C. With general membership approval, replace Board member-at-large who resigns or is otherwise unable to serve his or her elected term.
- D. Develop an annual operating budget proposal, which shall be designed to achieve the Branch's objectives, to be presented to the membership for approval at the annual meeting.

## IV. Memberships and Dues

Voting members of the Branch shall consist of five classes: General, Sustaining, Life, Student, and Retiree. Dues (and criteria) for each class shall be set by the Board of Directors. Such dues shall be in addition to those paid to the National Association. Only bona fide members of the National Association shall be eligible for Branch membership.

## V. Standing Committees

The following standing committees shall be appointed by the President with approval of the Board of Directors: Financial Review Committee, Nominating Committee, Program Committee, Membership Committee, and a Committee for the Good and Welfare of Membership.

- A. The Financial Review Committee shall consist of at least three (3) members and in conjunction with the President and Treasurer of the Chapter. The Financial Review Committee shall call for an annual Financial Review of all Branch finances. The Financial Review report shall be included in the Treasurer's written report to the entire membership by May of each year.

B. The Nominating Committee shall consist of not less than three (3) members who shall, at least thirty (30) days prior to the April meeting, present to the President and the membership, a slate of qualified candidates for all officers and Board members to be elected.

Nominations may be made from the floor at the April meeting provided that the person, being nominated, has indicated a willingness to serve if elected to the position to which he or she is being nominated; and the person is present at the meeting during which the nomination is made.

C. The Program Committee shall be chaired by the 1<sup>st</sup> vice-president and shall include three (3) or more members appointed by the President. They will be responsible for recommending new program activities, obtaining speakers for the monthly meetings and preparing a report of accomplished Branch activities at the end of the calendar year.

D. The Membership committee shall be chaired by the 2<sup>nd</sup> vice-president and shall develop strategies to attract and recruit members. The committee, in consultation with the treasurer, will be responsible for apprising members of their financial obligations.

E. The Committee for the Good and Welfare of the Membership shall be prepared to address any special need of a member brought to its attention.

The President shall be an ex-officio member of such committees.

## **VI. Annual Meeting of the National Organization.**

The Branch shall provide financial support to designated delegates to the National Organization's Annual Meeting.

## **VII. Amendments**

These By-Laws may be amended by a majority vote at any Annual meeting, provided due notice has been given to the membership that changes are to be proposed.