

Alachua County African & African American Historical Society, Inc.

By-Laws



Gainesville, Alachua County, Florida
2020

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BY-LAWS
Of
ALACHUA COUNTY AFRICAN & AFRICAN AMERICAN HISTORICAL SOCIETY

PREAMBLE

The history of Africa and the African Diaspora have been locally, nationally, and internationally recognized as central to the human story, yet it has not been sufficiently studied. In this context, the documentation and preservation of the Black experience and contributions to society are an integral part of the history of Alachua County and Florida.

ARTICLE I
NAME

Alachua County African & African American Historical Society

ARTICLE II
PURPOSE

The purpose of the Alachua County African & African American Historical Society, Inc., herein referred to as the Society, is to promote the study, teaching, research, preservation, and dissemination of African American History, and Diaspora Studies in Alachua County.

ARTICLE III
MEMBERSHIP

Membership in the Society shall be open to all persons interested in African, African American, and African Diaspora Studies and who pay the annual dues as established by this organization.

Section 1: Voting Rights

- a. All members in good standing shall have the right to cast a ballot on issues before the Society.
- b. Voting shall be by secret ballot for the election of Officers.

c. Proxy votes shall not be allowed

Section 2: Dues

a. Each individual member of the Society shall pay an Annual Fee as stipulated by the Board of Directors, as follows:

1. Basic Membership.	\$35
2. Organizational/Institutional	\$100
3. Life	\$500
4. Students	\$25
5. Supporters	\$100
6. Sponsors	\$250

b. The deadline for payment of annual fees shall be March 31st of each year.

Individuals submitting dues with a postmark after March 31st and the end of the fiscal year (June 30th) will be assessed a late fee of \$5:00.

c. Life members shall pay a one-time non-refundable fee of \$500; payable in two installments- -the fee shall be paid in full within two (2) fiscal years and if not paid in full within the established time; the amount already paid is non-refundable.

d. Subscribing Life Members shall pay Society dues until Life Membership pledge is paid in full.

ARTICLE IV MEETINGS

The Society shall organize Regular and Annual Meetings in pursuit of its purpose.

Section 1: Regular Meetings

Regular Meetings shall constitute of members in good standing and shall meet at least every two months.

Section 2: Notice of Regular Meetings

Notice of Regular Meetings shall be mailed and/or sent electronically two weeks before the meeting date.

Section 3: Quorum

The majority of members present at a duly called meeting shall constitute a quorum.

Section 4: Minutes

The Minutes of all meetings shall be taken by the Secretary or her/his designee; the Minutes shall be presented for approval, according to the Robert's Rule of Order, by members present at the meetings.

Section 5: Special Meetings

Special Meetings may be called by the President or by the Executive Committee.

Section 6: Annual Meetings

The Society shall organize its Annual Meetings; the date, time, and place shall be determined by the Executive Committee.

ARTICLE V BOARD OF DIRECTORS

Section 1: Administration

The administration of the affairs of the Society shall be vested in the Board of Directors, consisting of the President, Vice President, Secretary, Treasurer, Immediate Past-President, Chairpersons of Standing Committees: (1) Education, (2) Research and Development, (3) Sustainability, (4) Public Relations, and one At-Large Member who shall be a member of the Society in good standing.

Section 2: Term

The terms of all elected Officers shall be for a period of two (2) years and shall be eligible to serve for up to two consecutive terms. All other members shall serve at the pleasure of the President for a specified period to be determined by the President and the consent of the elected Officers.

ARTICLE VI OFFICERS

The Officers of the Society shall consist of elected members in good standing: President, Vice President, Secretary and Treasurer. Along with the Immediate Past-President and the Chairs of the Standing Committees these officers shall

serve as the Executive Committee of the Society, and shall act on behalf of the Board of Directors.

Section 1: Role of the Executive Committee

The Executive Committee is responsible for overseeing board policies and ensuring good governance practices. The Executive Committee provides direction for the Board of Directors, steering the Board toward the most important issues, and helping to prioritize Board meeting agendas. The Executive Committee may meet with little notice to address major issues that cannot wait until a full board meeting.

Section 2: Functions of the Executive Committee

- a. The Executive Committee shall act between the meetings of the Board of Directors and shall have all of the power of the Board.
- b. Actions of the Executive Committee shall be reported to the Board at the next scheduled meeting
- c. The actions of the Executive Committee shall be reported and recorded at the next Board of Directors' Meeting.
- d. All Executive Committee Members of the Society shall hold Membership in the Society

Section 3: Duties of Elected Officers

- a. President-The President shall preside at meetings of the Board of Directors and the Executive Committee, serve as ex-officio on all Standing and Ad hoc Committees, except the Elections Committee whose Chairperson shall be appointed by the Executive Committee.
- b. Vice President- The Vice President shall be actively involved and knowledgeable of all the duties and responsibilities of the President; assumes the duties and responsibilities of the president during the absence of the President. The Vice President shall succeed to the Presidency in the event of withdrawal or resignation of the President or for any other reason. The Vice President shall also perform such other duties as may be assigned by the President and/or the Executive Committee and the Board of Directors.

- c. Secretary-The Secretary shall serve as the Society’s keeper of Records, including minutes of the Executive Committee, Board of Directors, Proceedings of Regular and Call Meetings, and the Annual Meeting. The Secretary shall also be responsible for preserving all official documents and materials of the Society.
- d. Treasurer- The Treasurer may be bonded and shall be responsible for the financial operations of the Society, subject to authorization by the Executive Committee and the Board of Directors of the Society. The Treasurer must deposit all monies of the Society no later than seven (7) business days after receiving the said funds in an approved bank under the name of the Society. The Treasurer, in collaboration with the Sustainability Committee, shall supervise the preparation of the Annual Budget and issue at least one (1) Financial Statement at least forty-five (45) days prior to the close of each fiscal year. The Statement shall be audited in accordance with “Best Practices.”

ARTICLE VII ELECTIONS

Section 1: Elections Committee

- a. The President, in consultation with Executive Committee shall appoint a Nomination/Elections Committee consisting of three-five (3-5) Society members in good standing.
- b. The Elections Committee shall annually publish the positions that shall become vacant along with the qualifications for each vacant position.
- c. All candidates for elective offices must have been a member in good standing for at least one (1) fiscal year prior to seeking an elective office.
- d. The Elections Committee shall officially announce the predetermined deadline for sending in Nominations. Nominations shall not be accepted after the deadline date.
- e. The Elections Committee shall receive Nominations from members of the Society in good standing on Forms approved by the Committee for this purpose.
- f. No candidate’s name shall be presented without his/her consent.
- g. Elections shall be held by nominations and secret ballots.

Section 2: Ballots.

- a. The Elections Committee shall mail ballots containing the names of all candidates (a minimum of 15 days) prior to the Annual Meeting to all members in good standing with the Society.
- b. When ballots are received, they shall not be opened until the official meeting of the Elections Committee during the Annual Meeting.
- c. The deadline for the return of ballots shall be stated in publications of the Society and on the ballots.
- d. Members shall have the option of voting for the entire slate of officers on the ballot or for any combination he/she desires without penalty.
- e. Provisions shall be made available in each category for "Write Ins" on the official ballot.
- f. Only those returned ballots received by the Committee postmarked by the U. S Postal Service prior to /on the deadline date shall be considered valid.
- g. At the close of each election, the ballots shall be stored for a period of at least one (1) year.

Section 3: Election Results

- a. The Elections Committee shall announce the official results of the election at the Annual Meeting of the Society.
- b. The election results shall be published in the official periodicals of the Society. The authorization to publish the results of elections rests with the President and the Chairperson of the Elections Committee.
- c. All elections for offices of the Society shall be decided by the majority votes cast in said election. If there are there are more than two (2) candidates for any office of the Society, and no majority reached on the first ballot, a non-off election shall be held by the two (2) candidates receiving the greatest number of votes. The run-off election shall be held at the Annual Meeting of the Society by the members in good standing and in attendance. The time and place of the Meeting shall be determined by the Executive Committee.
- d. In case of a tie, the winner shall be determined by an on-site remote conducted by the selections Committee.

ARTICLE VIII COMMITTEES

Section 1: Standing Committees

The Society shall have four (4) Standing Committees:

1. Education Committee
2. Research and Development Committee
3. Sustainability and Budget Committee
4. Public Relations Committee

Section 2: Ad hoc Committees

In consultation with the Executive Committee, the President may according to need establish Ad hoc Committees. Such Committees may include such Committees as Nominations/Elections Committee, and the ByLaws Committee.

Section 3: Committee Membership

Membership in each Standing Committee shall be at three to five (3-5) members in good standing. Subject to approval by the President and/or the Executive Committee, Committees may engage consultants who may not be members of the Society on a volunteer basis for the purpose of enhancing the work of the Committee. The President shall appoint Chairpersons for each Committee in consultation with the Executive Committee.

Section 4: Responsibilities of Committees

- a. Education Committee – The primary objective of the Education Committee is to focus on the teaching of African, African American and Diaspora Studies in the Alachua County Public Schools, K-12. The State of Florida Statute 1003.42 in 1994, requires the teaching of African and African American History in the Public Schools in Florida, K-12 Curriculum.
- b. Research & Development – Develop the capacity for collecting and preserving local history of target population. Engage local institutions in documenting their histories, including Oral Traditions.
- c. Sustainability & Budget Committee – The Committee shall focus on funding acquisition and Budget for the Society. These activities shall include grantwriting, fundraising, accounting, and preparation of the Annual Budget of the Society.
- d. Public Relations – Actively promotes the Society via a variety of communications, Social Media, website, Newsletters, TV, etc.
- e. Each Standing Committee shall make progress reports at each Board meeting; an Annual Report shall be made at the Annual Meeting of the Society.

- f. All Standing Committees shall be cost-effective in that, for example, the cost of travels and meeting expenses shall be subject to approval by the BOD before the travel.
- g. The Chairpersons of all Standing Committees shall be members of the Executive Committee.

Section 5: Term of Service

- a. The term of each Standing Committee member shall be for two (2) years, subject to reappointment.
- b. The terms of service for Ad hoc Committees shall expire at the completion of the assigned Task.

ARTICLE IX RESIGNATIONS

- a. Members of the Society who wish to resign their positions, whether elected, appointed or on a specific committee, shall do so in writing. The Executive Committee/Board of Directors shall consider all statements of resignation.
- b. The action of the Executive Committee shall be by vote taken by individual ballot. This is the ONLY exception wherein a member of the Executive Committee rather than being present at the meeting may send in a proxy or ballot.
- c. Members of the Society who holds office, whether elected, appointed or serving on a given Committee who refuses to submit a letter of resignation upon $\frac{3}{4}$ vote by the Board of Directors shall be expelled from said position.

ARTICLE X VACANCIES

- a. In the event any of the elected or appointed offices of the Society shall become vacant for whatever reason, the vacancy shall be filled by the action of the Board of Directors.
- b. The vacancies involving the election process shall be in the case of:
 - 1. The vacancy in the office of the President shall be filled by the Vice President.
 - 2. The Board of Directors would then fill the vacancy in the Office of the Vice President until the completion of that term.

- c. The vacancies in the Standing Committee Chairpersons shall be filled by the President and/or the Executive Committee.

ARTICLE XI REPORTS

Section 1: State Law Requirements

The Board of Directors shall present at the Annual Meeting an Annual Report consistent with Chapter 617 of the Florida Statute.

- a. The assets and liabilities of the Society as of the end of a 12-month fiscal period.
- b. The principal changes in assets and liabilities during the year immediately preceding the date of the report (prior budget).
- c. The revenue or receipts of the Society during the year immediately preceding the date of the report (prior budget).
- d. The expenses or disbursements of the Society during the year preceding the date of the report.
- e. The number of members of the Society as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current members may be found (membership roster).

The report shall consist of the records of the Society and a copy thereof shall be entered in the minutes of the Annual Meeting of the Society.

Section 2: Committee Reports

Every Officer, every Standing Committee, Ad hoc and Special Committees shall present written reports to the Board of Directors and to the Society at its Annual Meetings.

Section 3: Report Submissions

No report shall be presented to the Society at its Annual Meeting which has not been submitted previously to the Board of Directors. The Executive Committee or the Board of Directors may advise changes or demand additional information to be formulated in the report before it is presented to the Society.

Section 4: Other Reports

The Chairperson of the Sustainability & Budget Committee shall present at the Annual Meeting of the Society a report concerning any assets held by the Society in trust for, or with a direction to apply the same to, any specific purpose, and the use made of such assets and of incomes thereof.

ARTICLE XII PUBLICATIONS

Section 1: Authorization

The Society shall issue a publication at least once annually.

Section 2: Purpose

The purpose of the publications shall be to document and disseminate research materials about African, African American and Diaspora History. It shall regularly publish a Quarterly Newsletter on the activities of the Society.

Section 3: Publication Procedure

All publications by the Society shall be authorized by the Board of Directors pursuant to Editorial Policies established by the Board of Directors.

Section 4: Editor-In-Chief

The Public Relations Committee Chairperson shall serve as the Editor-In-Chief of the Quarterly Newsletter and other Special publications and shall have the authority to appoint an Editorial Board for the Quarterly; the Board shall consist of five (5) members. The Editor-In-Chief shall be the Chairperson of the Editorial Board.

ARTICLE XIII EXPENDITURE OF FUNDS

Section 1: Authorized Signature

Any two (2) of the following: President, Treasurer, and Vice President signatures shall be necessary to authorize expenditures of the Society monies.

Section 2: Board Authorization

The Executive Committee/Board of Directors may authorize the payment of certain line items in advance, without those items coming before the body.

Section 3: Presidential Authorization

The President may authorize the expenditures approved within the Annual Budget, but such expenditures shall not exceed \$500. The Executive Committee may revoke this privilege if expenditures are not accounted for with the appropriate receipts and documentations.

ARTICLE XIV DISBURSEMENTS

Section 1: Travel Expenses

- a. Funds shall be allocated in the budget for official travels on behalf of the Society (lodging, airfare, mileage, and shuttle) when applicable.
- b. The expenses of the Society on acquisition of materials and preservation shall be covered by the Society with appropriate receipts.

Section 2: Contributions

All contributions, dues, donations shall be made payable to the Alachua County African & African American Historical Society and mailed or delivered to the official mailing address of the Society.

ARTICLE XV PROCEDURES

These By-Laws and the Robert's Rule of Order, 12th Revised Edition (2020) shall govern the proceedings of All meetings of the Society.

ARTICLE XVI AMENDMENTS

Section 1: Procedures

These By-Laws may be amended a vote of the majority of the members in good standing who are present at the Annual Meeting or at a Special Meeting duly called for that purpose provided that notices of such proposed amendments shall be mailed by at least 30 days prior to the date for which the meeting is called and

the Executive Committee/Board of Directors shall have conducted at least one (1) reading approving said amendment (s) with the final reading being at the time of adoption. Proposed amendment (s) shall be submitted in writing to the Chairperson of the By-Laws Committee at least 45 days before the date, with the final meeting being at the Annual Meeting or Special Meeting of the Society.

Section 2: Compliance

Any amendments to the By-Laws affecting a change in the number of Directors shall conform to the provisions of the Not-for-profit Corporation Law of the State of Florida.

ARTICLE XVII

LOGO

The Society shall have the name of the corporation in its Logo per the approval of the Board of Directors.

ARTICLE XVIII

DISSOLUTION OF ASSETS

The Board of Directors shall be responsible for the dissolution of the Corporation by a vote of 2/3 of members in good standing. The plan for the dissolution shall be developed by the Board in compliance with State of Florida laws and regulations.

These By-Laws were adopted by the Organization upon its certification as a nonprofit organization in the State of Florida on the 19th of October in the Year 2020.