

## APPENDIX A

# African Studies Association of Africa ASAA

### *BYE-LAWS*

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**ARTICLE I  
NAME**

The name of the organization shall be African Studies Association of Africa (ASAA) also referred to as the Association in this document.

**ARTICLE II  
VISION**

The continent of Africa will become the main world seat/site/home/centre of African Studies – for the study of Africa and its peoples of African descent.

**ARTICLE III  
MISSION**

To promote Africa's own specific contributions to the advancement of knowledge about the peoples and cultures of Africa and the Diaspora.

**ARTICLE IV  
GOALS**

1. Promote and support networking and interdisciplinary exchanges among Africanist scholars, centres and institutes of African Studies on the continent.
2. Promote research and discussions on topical issues of concern to the wellbeing of Africans.
3. Promote and encourage research by African scholars on the continent.
4. Promote and encourage Africa-centred education - an informed understanding of Africa through museums, archives, schools, policymakers, NGOs, media, business, learned societies, and other interested communities.
5. Promote links with Africans and institutions in Africa and the Diaspora involved and interested in African Studies.
6. Encourage partnerships with existing Associations of African Studies and other organizations interested in promoting African affairs.
7. Create professional opportunities for its members.

**ARTICLE V  
OFFICES**

The location of the principal office (secretariat) of the Association shall be hosted by a member institution for a period mutually agreed upon by the member institution and the ASAA Board of Directors. The host member institution shall provide office space and contract staff appointments (Executive Secretariat and accountant). A member institution qualified to host the Association shall

- i. Be an African institution of higher education
- ii. Declare prior interest to all other member institutions

- iii. Declare and demonstrate the economic capacity as well as financial viability to host and keep the Association running free from comatose or dormancy

## ARTICLE VI MEMBERSHIP

Membership in ASAA is open to all persons and institutions interested in the promotion of African Studies as a field of intellectual inquiry. Annual and/or Life Membership opportunities are available to those interested. Registration and membership are required for active participation in the organization, including attendance at biennial conferences.

### Membership Dues and Benefits

#### Individual \$50

- Journal subscription
- A discounted fee to Meetings [additional discounts if member's institutions are also members]
- [Possible] discounted hotel accommodation
- A listing in Membership Directory
- An opportunity to vote to elect executive officers [board members]
- Opportunity to nominate individuals for awards
- Access to important information on employment, research grants, fellowships & scholarships
- Lifetime members \$400 [one-time payment or \$500 payable over two years]

#### Student members \$20

- Journal subscription
- A discounted fee to Meetings [additional discounts if member's institutions are also members]
- [Possible] discounted hotel accommodation
- A listing in Membership Directory
- An opportunity to vote to elect executive officers [board members]
- Access to important information on employment, research grants, fellowships & scholarships
- Opportunity to nominate individuals for awards

#### Retiree members (above 60 years) \$30

- A discounted fee to Meetings
- [Possible] discounted hotel accommodation
- A listing in Membership Directory
- Access to important information on employment, research grants, fellowships & scholarships
- Opportunity to nominate individuals for awards

#### Institutional \$250

- Three Board members elected from Member institutions
- Journal subscription
- A discounted membership [\$40] and registration fee for members of their institutions

## ARTICLE VII BOARD OF DIRECTORS

1. General Powers. The Affairs of the Association shall be managed by the Board of Directors. In collaboration with the host institution, the Board shall have the powers to search and appoint an Executive Secretary, a staff position, of the Association. He/She shall act as the Executive Officer of the Association and shall supervise the affairs of the Association. In consultation with the membership of Association, the Board shall also have the power to determine the time and place of the biennial conference.
2. Number, Tenure, and Qualifications. The number of directors shall be nine (9), including three (3) elected at-large institutional members; a representative of the Association of African Universities (AAU) and a representative of CODESRIA. Each director shall serve up to staggered two terms, two years per term, and shall hold office until the appropriate biennial meeting of directors and until his/her successor shall have been elected and qualified. The election of a director shall be by the affirmative electronic vote by simple majority. Conscious efforts shall be made to ensure reasonable gender balance of the Board of Directors.
3. Regular Meetings. The regular meeting of the Board of Directors shall be held at the biennial conference of the Association in February. The Board of Directors may provide by resolution the time and place in Africa.
4. Special Meetings. Special meetings of the Board of Directors may be called at the request of the president or any three (3) directors. The persons authorized to call special meetings of the Board may fix any place, either at the secretariat or any other convenient location in Africa.
5. Notice. Notice of any special meeting of the Board of Directors shall be given at least thirty (30) days previously by written notice delivered personally or sent by mail, fax, or electronic transmissions to each director at the director's address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when successfully transmitted to the recipient's facsimile machine at the recipient's last fax number registered with the Association. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these by-laws.
6. Place of Meetings. The Board of Directors may hold its meetings at such place or places within Africa as the Board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone or Skype conference calls, by which all directors participating may simultaneously hear each

other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
8. Manner of Acting. The act of majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.
9. Resignation. Any director of the Association may resign at any time by delivering written notice to the president, the Board of Directors, or the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.
11. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing contained here shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation for such services.
12. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action to be taken, shall be signed by all of the directors. The director consent may be transmitted electronically in accordance with Article XIII (Electronic Transmission) of these by-laws. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Association prior to the delivery to the Association of unrevoked written consents signed by all of the directors.

## ARTICLE VIII OFFICERS

1. Officers. The officers of the Association shall be a President, Vice President, a Secretary, a Treasurer, and the Executive Secretary.

The President, Vice-President, Secretary, Treasurer and Executive Secretary shall constitute the Executive Committee of the Board, acting on behalf of the Board of Directors. Its decisions shall be subject to Board approval. They shall be responsible for appointing all committee chairs.

2. Election and Term of Office. The officers of the Association shall be elected by members of the Association in good standing at the regular biennial meeting of the Association. If the

election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been elected and shall have qualified. Directors shall be elected to serve a staggered term of one to two years, except the President, Vice- President, Secretary, and Treasurer, who shall serve up to two 2-year consecutive terms in the same position. The President shall appoint a Nominating Committee to screen and present a plate of nominees and qualifications. Additional nominations from the membership at the time of election shall be entertained in accordance with Robert's Rules of Order.

3. Removal. Any officer elected or appointed by the Board of Directors may be removed from the Board of Directors whenever, in its judgment, the best interests of the Association would be served by such officer's removal. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In case of the President, the Vice-President or the President-Elect automatically serves the unexpired term before serving his/her regular term of office.
5. President. The President shall act as the Chair of the Board of Directors. He/She shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officers or agent of the Association. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.
6. Vice-President. In the absence of the President or in event of the President's inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the vice-presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to the restrictions upon the President.
7. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all the funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X (Finances) of these by-laws. And, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or the Board of Directors.
8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; and

in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

9. Executive Secretary. She/He shall serve as the Chief Executive Officer (CEO) of the Association. She/He shall be responsible for executing the policies of the Association, fund development, oversees the biennial conference of the Association and the management of the Association's Secretariat. Donor funding is subject to the approval of the Executive Committee of the Board.

## ARTICLE IX STANDING COMMITTEES

The vehicles for carrying out the activities of the Association are through its working standing committees.

### Standing Committees

1. Local Conference Committee. This committee shall be responsible for planning all Association Conferences, workshops, seminars and colloquium. The biennial conferences constitute a major/signature activity of the Association.
2. Membership Committee. This committee shall be responsible for recruiting, maintaining and coordinating membership activities for the Association. The Committee shall have a membership goal and develop strategies to attain its goals
2. Fund Development Committee. The committee shall be responsible for developing organizational strategic plan and seek funds to carry out the activities of the Association. The committee shall work with the Executive Secretary to produce annual budgets for the approval of the Board of Directors.
3. Publications Committee. The committee shall be responsible for all official publications of the Association, especially The Journal of ASAA (JASAA) and other scholarly publications.
4. Public Relations Committee. This committee shall be responsible for promoting a positive image of the Association. Work with the Secretariat to develop public relations, materials, including newsletters, media programming and websites.
5. Research Committee. The committee shall encourage and develop strategies to promote research on Africa and the Africa Diaspora.
6. Diaspora Affairs Committee. The committee shall engage the African Diaspora in the affairs of ASAA. It shall develop and enhance linkages and collaborative activities between ASAA and the African Diaspora.

### Ad Hoc Committees

Ad hoc Committees may be formed as needed. The need for such committees must be demonstrated and approved by the Board of Directors.

ARTICLE X  
FINANCES

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by those officers or agents of the Association and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the Treasurer and countersigned by the President or a Vice-President of the Association.
3. Deposits. All funds of the Association shall be deposited to the credit of the Association in the banks, trust companies, or other depositories that the Board of Directors may select.
4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.
5. Funds. All money paid to the Association shall be placed in a general operating fund. Funds unused from the current year's budget will be carried over to the following year.
6. Disbursements. Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.
7. Budget. The Executive Secretary shall prepare annual budget in collaboration with the host institution and the fund development committee for the approval of the Board of Directors.

ARTICLE XI  
BOOKS AND RECORDS

1. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.
2. Director's Access to Records. A director is entitled to inspect and copy the books, records, and documents of the Association at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty of the Association.

ARTICLE XII



## FISCAL YEAR

The fiscal year of the Association shall be the same as that of the host institution [of the Secretariat].

## ARTICLE XIII ELECTRONIC TRANSMISSION

“Electronic transmission” or “electronically transmitted” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notice and written consents may be given by electronic signature of the person giving such written consent. ASAA may organise web seminars that support the mission of ASAA in-between biennial conferences.

## ARTICLE XIV ETHICAL CONDUCT

All Board members are expected to carry out their duties and responsibilities in the best interest of the Association as well as in the best professional and ethical practice, including “no tolerance” policy on conflict of interest. Unethical conduct shall constitute probable cause for the removal of a Board member by simple majority of the Board.

## ARTICLE XV AMENDMENTS TO BYE-LAWS

These bye-laws may be altered, amended, or repealed; and new bye-laws may be adopted by two-thirds of the directors present at any regular meeting or at any special meeting, if at least six (6) months’ written notice is given of intention to alter, amend, or repeal or to adopt new bye-laws at the meeting.

## ARTICLE XVI DISSOLUTION CLAUSE

Upon winding up and dissolution of this Association, after paying or adequately providing for the debts and obligation of the Association, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which organized and operated exclusively for charitable, educational, religious, and/or scientific purposes.