

African Studies Association of Africa

ASAA

BY-LAWS

[As Amended by Membership Meeting of 25th October 2019 in Nairobi, Kenya]

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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**

Our vision is for the continent of Africa, its institutions, and peoples to become the centre for, and the experts on, the study of Africa and its peoples of African descent.

**ARTICLE III
MISSION**

Our mission is to promote Africa's own specific contributions to the advancement of knowledge about the peoples and societies of Africa and the Diaspora.

**ARTICLE IV
GOALS**

1. Promote and encourage research by African scholars on the continent.
2. Promote research and discussions on topical issues of concern to the wellbeing of Africans.
3. Promote and support networking and interdisciplinary exchanges among Africanist scholars, centres and institutes of African Studies on the continent.
4. Promote Africa-centered knowledge production and dissemination through universities, colleges, schools, museums, archives, libraries, and learned societies, and other interested communities
5. Promote research-based understanding of African peoples and societies that informs the work of policymakers, NGOs, media, businesses, and other institutions in Africa and abroad.
6. Promote links with Africans and institutions in Africa and the Diaspora involved and interested in African Studies.
7. Promote partnerships with existing African Studies associations and other organizations engaged in research about Africa.

**ARTICLE V
OFFICES**

The Secretariat of the Association shall be hosted by a member institution for a period mutually agreed upon by the member institution and the Executive Committee. A hosting period should be not less than five years. 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. Individuals and institutions become members of the Association by submitting an application and paying such dues as shall be approved by the Executive Committee and published on the ASAA website. The Secretary shall acknowledge receipt of the application and dues. All members of the ASAA shall enjoy full privileges of a member upon application and payment of dues. Membership is required to participate in elections, stand for office, and serve on committees. Wherever there are funding, training or other opportunities, members will be offered first consideration.

I. Biennial General Business Meeting

A general business meeting will be held at the biennial conference of ASAA. Such meeting shall be a general meeting open to all members for the transaction of any business. Notice of the meeting shall be announced before the biennial conference and in the conference program.

Procedures for the next election of the Executive Committee members will be specified.

Quorum: The presence in person of one-fifth (20%) of the Members in good standing shall constitute a quorum for transaction of business.

II. Membership Categories and Benefits

a. Individual (annual or life time)

- Journal subscription
- Discounted meeting registration fees
- Listing in Membership Directory
- An opportunity to stand for and to vote in elections for officers
- Opportunity to nominate individuals for awards
- Access to important information on employment, research grants, fellowships & scholarships

b. Institutional

- Journal subscription.
- Discounted membership rates for members of the institution.
- Option to host the ASAA secretariat or meeting.

III. Membership Dues

- a. The membership dues structure (which shall show discounts for students and retirees) shall be posted on the ASAA website.
- b. Revisions in dues and benefits shall be made by a majority vote of the Executive Committee and announced to the members within a week of the vote.
- c. Membership in ASAA is for a calendar year. Members, with the exception of Life Members, shall pay membership dues by March 31 of each year.
 - Membership shall be terminated if dues are not paid by March 31 of the calendar year. Membership shall be reinstated upon payment of dues.

ARTICLE VII EXECUTIVE COMMITTEE

1. Establishment and Composition of the Executive Committee. The affairs of the Association shall be managed by an Executive Committee. The Executive Committee will consist of eleven (11) members: President, Vice President, Secretary, Treasurer, and six (6) members selected from each of these African regions: North, South, Central, East, West, and the Diaspora. The President is the Chair of the Executive Committee and along with the Vice President, Secretary, and Treasurer shall serve as the Executive Officers of the Executive Committee with specific duties as stated in Article VIII of the By-laws. The Executive Committee shall have the powers to search and appoint/hire an Executive Secretary, a staff position. The Executive Secretary shall attend Executive Committee Meetings and shall help carry out the decisions of the Executive Committee. S/he shall report directly to the Executive Committee.

Special Provision: As per decision of Membership Meeting of 25th October 2019 in Nairobi, Kenya, Regional Representation (6 members) shall only take effect from 2023, and only at such point in which there is a significant number of registered association members from all regions to constitute regional elections; and also until such time as a policy or guidelines regulating elections in the association will be established and approved by the Executive Committee and Membership.

2. General Responsibilities of Executive Committee Members. An Executive Committee Member shall attend Executive Committee meetings and important related meetings; prepare for meetings, and review and comment on minutes and reports; make a serious commitment to participate actively in committee work; volunteer for and willingly accept assignments on behalf of ASAA and complete them thoroughly and on time; and seek to promote the mission of the Association. The Executive Committee shall determine the time and place of the biennial conference. The Executive Committee shall appoint Chairs and/or Co-Chairs of the Standing Committees.

Regional Representatives. Executive Committee Members who are elected to represent the six African Regions (North, South, Central, East, West, Diaspora) will be responsible for recruiting members from their respective regions and ensuring that particular concerns among those members are brought to the attention to the Executive Committee and the General Body at Executive Committee Meetings, General Meetings, and in the course of the business of the ASAA.

Term of Office. The term of office for a member of the Executive Committee, including the Executive Officers, is two years and s/he may serve a maximum of two consecutive terms. Conscious efforts shall be made to ensure gender and regional balance among the Executive Officers through the nomination process.

One-time exception: In order to have staggered terms of office and avoid possibility of all Directors being replaced by all new Executive Committee each election cycle, the election held in 2019 will be different. Three of the Executive Committee members representing regions and two of the Executive Officers will serve one-year terms. Terms for all Executive Committee members elected after 2019 will be two years. The positions with one-year terms will be specifically noted during the 2019 nominations and elections process.

3. **Resignation.** Any member of the Executive Committee of the Association may resign at any time by delivering written notice to the President or Vice President. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
4. **Removal of Executive Committee Members.** An Executive Committee Member may be removed by a majority vote of the total membership, voting in an email referendum. The call for removal must be initiated by at least 20 members in good standing.
5. **Vacancies.** Any vacancy occurring in the Executive Committee shall be filled by the Electoral Committee from among the members in good standing through an election. When a vacancy occurs, it will be announced and candidates solicited from the general membership. The Electoral Committee will use the list of candidates in their vote to fill the vacancy. A majority vote shall be required. An Executive Committee member elected to fill a vacancy shall serve the unexpired term of the Executive member whom s/he is replacing.
6. **Executive Secretary.** The Executive Secretary is hired by the Executive Committee but is not a member of the Executive Committee. The Executive Secretary is a staff position. This position may be part-time and will be compensated. S/he shall attend Executive Committee Meetings, take minutes of the Executive Committee Meetings if the Secretary is not present, and shall assist in carrying out the decisions of the Executive Committee. S/he reports directly to the Executive Committee. The Executive Secretary may be removed by a vote of a majority of the Executive Committee.
7. **Regular Meetings.** The Executive Committee shall meet quarterly. The dates of the quarterly meetings will be scheduled at the biennial conference. One of the quarterly meetings may be held at the biennial conference. The President as Chair of the Executive Committee will consult with other Executive Committee Members and prepare a meeting Agenda to be distributed to all Executive Committee Members at least one month before the scheduled quarterly meeting. The Executive Secretary will be responsible for sending the Agenda to Executive Committee Members and confirming their attendance. The Executive Committee may meet at a physical location in Africa or via electronic means. A physical meeting place may be determined by consent of a majority of the Executive Committee Members and arrangements made by the Executive Secretary.
8. **Special Meetings.** Special meetings of the Executive Committee may be called at the request of the president or a majority (6) of the Executive Committee members. A Special Meeting may be held at a physical location in Africa or via electronic means. Notice of any special meeting of the Executive Committee shall be given at least thirty (30) days prior by written notice to each Executive Committee member. The notice of the meeting shall state the

purpose for which the meeting is called. The Executive Secretary shall be responsible for contacting all Executive Committee Members to announce the Special Meeting and making travel arrangements or electronic facilitation. It is the responsibility of the Executive Committee Members to attend duly called meetings of the Executive Committee.

9. **Place of Meetings.** The Executive Committee may hold its meetings at such locations within Africa as the Executive Committee may determine. An Executive Committee Member may participate in a meeting by any means of communication by which all Executive Committee Members participating may simultaneously hear each other. An Executive Committee Member participating in a meeting by this means is deemed to be present in-person at the meeting.
10. **Quorum.** A majority (6) of the 11-member Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. The decisions of the Executive Committee Members present at a meeting at which a quorum is present shall be official decisions of the Executive Committee. The Executive Secretary shall attend all meetings of the Executive Committee and take minutes of the meeting if the Executive Committee Secretary is not present.
11. **Compensation.** Members of the Executive Committee shall not receive any monetary compensation for their services, but by resolution of the Executive Committee a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Executive Committee; 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. The Executive Secretary, a staff position which reports directly to the Executive Committee, shall receive compensation as determined by the Executive Committee.
12. **Informal Action by Executive Committee Members.** Any action required by law to be taken at a meeting of Executive Committee Members, or any action which may be taken at a meeting of Executive Committee Members, may be taken without a meeting if written consent, setting out the action to be taken, shall be signed by a majority of the Executive Committee Members. The Executive Committee Member's consent may be transmitted electronically to the Executive Secretary, who will inform all other Executive Committee Members. An Executive Committee Member's consent may be withdrawn if s/he signs a revocation letter and delivers it to the Executive Secretary before the consent action is taken by the Executive Committee.

ARTICLE VIII OFFICERS

1. **Officers.** The Executive Officers of the Association are President, Vice-President, Secretary, and Treasurer. The President serves as Chair of the Executive Committee. The Executive Officers have specific duties and responsibilities as listed below.
2. **Term of Office.** The Executive Officers, shall be elected to serve a maximum of two consecutive two-year terms.

3. **Removal of Executive Officers.** An Executive Officer may be removed by a majority vote of the total membership, voting in an email referendum. Call for removal must be initiated by at least 20 members in good standing.

4. **Vacancies in Executive Offices.**

4.1 Vacancy in President. In case of the President, the Vice-President automatically serves the unexpired term before serving his/her regular term of office.

4.2 Vacancy due to death or resignation. In case of a vacancy in the Vice President, Secretary, or Treasurer because of death or resignation; the position may be filled by the Executive Committee for the unexpired portion of the term.

4.3 Vacancy due to removal or disqualification. If the unexpired term of office is one year or less: the Executive Committee will select a replacement and fill the vacancy with a majority vote. If the unexpired term is one to two years: a vacancy in the Vice President, Secretary, or Treasurer due to removal from office will require an election among members of the Association. The vacancy will be announced to members and a list of candidates solicited. If no candidates are recommended, the Executive Committee will select at least two candidates for each vacant position. The vote will be electronic ballots sent to all members in good standing within 60 days of the removal. The candidate with a majority of the vote will serve the remainder of the expired term of the person removed from office.

5. **President.**

5.1 The President shall act as the Chair of the Executive Committee and provides leadership to the Executive Committee. S/he shall preside at all meetings of the Executive Committee. S/he may sign, with the Treasurer or any other proper officer of the Association authorized by the Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Executive Committee or by these bye-laws or by statute to some other officers or agent of the Association. In general, s/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee.

5.2 The President shall appoint a Chair on the elections committee. The appointed Chair will serve from the beginning of the Nominations process to the end when the Officers or Executive Committee Members are elected and certified. The maximum tenure shall be two election periods.

5.3 The President shall guide the Executive Committee actions with respect to organizational priorities and governance; monitor financial planning and financial reports with the Treasurer; play an active advisory role in fundraising activities; and evaluate the performance of the Executive Secretary. The President will prepare an Annual Report to the Executive Committee and Association members on the performance of the organization in achieving its mission and goals.

6. **Vice-President**. In the absence of the President or in the event of the President's inability or refusal to act in the best of the Association, as determined by the Executive Committee, the Vice-President 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. **Secretary**. The Secretary shall keep minutes of the meetings of the Executive Committee in a form that is accessible to the Executive Committee and Association Members; see that all notices are given in accordance with the provisions of these bye-laws or as required by law; and be the custodian of the Association records. The secretary also may act as a liaison with the President to plan meetings, receive agenda items from other Executive Committee and committee members; and circulate approved minutes, agendas, and reports. S/he shall perform any other duties as may be assigned by the Executive Committee.
8. **Treasurer**. If required by the Executive Committee, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety as the Executive Committee shall determine. S/he shall have charge 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 XI (Finances) of these bye-laws. S/he will prepare an Annual Fiscal Report of the Association. The Treasurer will also prepare a financial report to the Executive Committee within six months of the conclusion of each biennial meeting. The financial report of the biennial meeting, if approved by the Executive Committee, shall be presented to the Association membership. S/he shall perform any other duties as may be assigned to the Treasurer by the Executive Committee.
9. **Executive Secretary**. S/he shall serve as the Chief Executive Officer (CEO) of the Association. S/he shall be responsible for executing the policies of the Association, managing the Association's Secretariat, oversee the biennial conference of the Association, and provide administrative support to the Executive Committee and the Association's standing and ad hoc committees.

ARTICLE IX

PROCESS OF NOMINATING AND ELECTING EXECUTIVE COMMITTEE MEMBERS: EXECUTIVE OFFICERS and REGIONAL EXECUTIVE COMMITTEE MEMBERS

Electoral Committee: The Executive Committee shall nominate and appoint an Adhoc Electoral Committee, whose activities will be guided by a policy and rules on elections.

Nominations Process:

1. In July of each year, the Nominations and Elections Committee (hereafter referred to as The Committee) will announce the positions to be filled and send out electronic announcements and calls for nominations. The name of each position and its responsibilities will be included in the call for Nominations.
In the case of Regional Executive Committee Members, nominations for the position will be open only to members residing in the respective region. The Executive Secretary will assist the Nominations and Elections Committee. Nominations may be submitted by email or in

writing. Elections should be held by the end of the year of the ASAA bi-Conference. There shall be at least two nominees for each position to be filled. If this requirement is not met by the deadline, the deadline will be extended for one week and efforts made to solicit at least two nominees for each position.

2. The Committee will review the nominees and ensure that each nominee is a member in good standing.
3. Each nominee will be contacted to receive his/her consent in writing to run for the office for which s/he has been nominated.
4. The Committee will request each of the nominees to submit a CV, statement of qualification for the office, and a brief statement of why s/he seeks the position. Deadlines for submitting CVs, etc shall be proposed by the AdHoc Electoral Committee and approved by the Executive Committee.
5. The Committee will receive the documents and will verify the information in the CV and other background information submitted by the nominee.
6. Once the required information is verified by the Committee, it will create a slate of Candidates to be voted on by the members in the Election.
7. If a nominated candidate withdraws her/his candidacy after the Slate of Candidates is comprised, the Executive Committee shall be authorized to add and vet another candidate at any time up to the sending out of the email ballot. The designation, "Nominated by Executive Committee," will appear next to the candidate's name.

Elections Process

1. Voting will be open to all members in good standing.
2. An Official Ballot will be designed to be sent electronically to all members in good standing.
Election Period: One-week after the Biennial Conference or in October or November of a year in which there is no conference.
3. The ballots shall be configured so that the vote of each member is kept secret during the process of counting. All ballots must be returned by a specific deadline in order to be valid.
4. Each member shall be entitled to vote for one candidate for each vacancy on the Executive Committee.
5. The candidate receiving the highest number of votes for the vacancy will be elected. In case of a tie, the Committee will hold a run-off election and send out ballots for the tied positions with a specified deadline.
6. The election results will be certified by the Committee and presented to the Executive Committee who will announce the results on the ASAA website.

ARTICLE X STANDING AND AD HOC COMMITTEES

The standing committees are the primary vehicle through which the Association's work is carried out. Each committee will work with the support of the secretariat and under the oversight of the Executive Committee. Each standing committee will be made up of not more than ten members in good standing who will volunteer to serve on a specific committee as and when the Executive Committee announces such a call. The Executive Committee must approve the slate of members for each committee and will select the chair of each committee from among the members of the Executive Committee, from among the volunteers for the committee, or from the general membership. The chair and committee members will serve a term of three years, renewable once. Each committee will meet (whether physically, virtually or by phone) at least once a year and will submit a report to the Executive Committee at the end of each calendar year.

Standing Committees

1. **Conference Committee.** This committee shall be primarily responsible for planning the intellectual content of the Association's biennial conferences. They will develop the theme for the conference which, when approved by the Executive Committee, will be put out as a call. They will solicit reviewers for the proposal and put together a program of the selected papers. In addition, this committee will plan a schedule of seminars, colloquia and workshops in between the period of the biennial conferences. The association embraces the principle of transparency and open bidding.
2. **Local Conference Committee.** This committee (with the Executive Secretary as a member) will be responsible fundraising, planning, and coordinating the conference in the selected location. The Executive Committee will select the Chair of the committee, with members made up of volunteers and persons recommended by the Chair and the Executive Committee. With the support of the secretariat, the committee will send out announcements related to the conference; manage the proposal submission and selection process; arrange meeting space and audio-visual equipment; make available the conference program; schedule and manage all conference activities; manage the meeting onsite; and provide a report after the conference. The Executive Committee approves the LOC funds for their work, upon the subject to the submission of a budget from the committee. LOC members will receive a waiver of the conference registration fee and free hotel accommodation.
3. **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 seeking 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 Executive Committee.
3. **Research and Publications Committee.** The committee shall have oversight for all publications of the Association, including the flagship journal of the ASAA. The Publications Committee shall, in consultation with the President and Executive Secretary, appoint an

editorial board for the journal, conference proceedings, and other special series that will be commissioned or published on the recommendation of the committee.

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. **Diaspora Affairs Committee.** The committee shall engage members of the African Diaspora in the affairs of ASAA. It shall develop and enhance linkages and collaborative activities between ASAA and the Diasporas.

Ad Hoc Committees

The Executive Committee may establish an ad hoc committee to meet specific needs of the organization. The formation and dissolution of such a committee shall be approved by Executive Committee vote.

ARTICLE XI

FINANCES

1. **Contracts.** The Executive Committee 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 orders for the payment of money shall be authorized by those officers or agents of the Association and in a manner as shall be determined by resolution of the Executive Committee. In the absence of this determination by the Executive Committee, the payment shall be authorized 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 Executive Committee may select.
4. **Gifts.** The Executive Committee 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. **Financial Reports and Budget.** The Treasurer shall provide an Annual Fiscal Report and a Financial Report to the Executive Committee as specified in Article VII. The Executive Secretary, in collaboration with the Treasurer, shall prepare an Annual Budget for the review and approval of Executive Committee. This will be delivered at the same time as the Annual Fiscal Report.

**ARTICLE XII
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 Executive Committee and committees having any of the authority of the Executive Committee. These activities shall be performed by the persons designated in Articles V, VII, VII and XI of these bye-laws.
2. Executive Committee Members' Access to Records. An Executive Committee Member 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 Executive Committee Member'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 XIII
FISCAL YEAR**

The fiscal year shall be from 1 January to 31 December.

**ARTICLE XIV
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 consent may be given by electronic signature of the person giving such written consent.

**ARTICLE XV
ETHICAL CONDUCT**

All Executive Committee 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 an Executive Committee member by simple majority of the Executive Committee.

**ARTICLE XVI
ARBITRATION**

Each and every dispute, claim or other matter of disagreement between a Member and the ASAA, its officers, Executive Committee, committee members, staff, employees, or consultants, relating in any way to, or arising out of, property ownership, these Bye-Laws, or policies established by the Executive Committee, or any action or transaction contemplated by the Executive Committee, shall only be decided by arbitration in accordance with the a national or international arbitration entity, and no right shall exist to have any such dispute litigated in court or by jury trial.

**ARTICLE XVII
INDEMNIFICATION**

To the extent that a person who is, or was, a member of the Executive Committee, officer, employee, or other agent of this Association has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that s/he is, or was, a director, officer, employee or other agent of the Association, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

**ARTICLE XVIII
AMENDMENTS TO BY-LAWS**

These bye-laws may be altered, amended, or repealed and new bye-laws adopted by a two-third's majority vote of the members present at a regular bi-annual business meeting of the Association. Intention to alter, amend, or repeal or to adopt new bye-laws and text of the proposed amendments shall be submitted to the President of the Association not less than six months prior to the date of a regular bi-annual business meeting of the Association. The Executive Committee may similarly propose amendments to the bye-laws. Proposed amendments shall be communicated to members not less than two month prior to the regular bi-annual business meeting of the Association.

**ARTICLE XIX
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.