

**CONSTITUTION AND BYLAWS OF THE ASSOCIATION OF THE
OVAHERERO GENOCIDE IN THE U.S.A**

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2 **ASSOCIATION OF THE OVAHERERO**
3 **GENOCIDE IN THE U.S.A**
4

5 **ARTICLE 1 - NAME**
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7 The name of this organization shall be the Association of the
8 Ovaherero Genocide in the United States of America.
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10 **ARTICLE 2 – PURPOSES AND OBJECTIVES**
11

12 2.1) The objectives and purpose(s) of the Association of the Ovaherero Genocide
13 in the U.S. (hereinafter referred to as The Association) shall be to organize a work
14 and study group consisting of persons who have active interest in keeping alive
15 the genocide of the Ovaherero people of Namibia committed by Germany from
16 1904-1908. Major foci will be to seek:

- 17 a) Official recognition of the genocide by the community of nations;
18 b) Reparations from Germany and;
19 c) Resources to build monuments in Namibia, Botswana, and South Africa to
20 honor those who sacrificed their lives during the war of resistance against
21 Germany.

22 The Association will seek to accomplish its objectives and purpose(s) by:

- 23 2.2) promoting research and activities of the Ovaherero genocide, and generally
24 seeking to educate the public and the world community about the concerns of the
25 of the Ovaherero genocide;
26 2.3) developing the capability to make timely and meaningful responses to issues
27 and concerns regarding the Ovaherero genocide;
28 2.4) providing a network for the descendents of the Ovaherero genocide in
29 Namibia and the Diaspora in advancing courses of interest to the Ovaherero;
30 2.5) searching and preserving historical records, especially oral stories about the
31 genocide that have been passed from the survivors to their children, to keep alive
32 the memory of the Ovaherero genocide for the future generations; and
33 2.6) coordinating with other organizations and persons involved in genocide
34 issues.
35

36 **ARTICLE 3 - MEMBERSHIP**
37

38 **Section 3.1 - Membership in the Association**
39

40 3.1.1) Membership is initiated through individuals. Applications for membership
41 or resignation shall be made in writing to the Membership and Credentials
42 Committee. Membership or resignation from the Association shall be effective

43 upon the receipt of a signed application by the Membership and Credentials
44 Committee. There shall be two types of membership.

45

46 **Section 3.2 - Active Membership**

47 3.2.1 Active Membership is restricted to individuals (who support causes
48 consistent with the objectives of the Association) who reside in the United
49 States and pays the annual dues as established by the Board of Directors.

50 3.2.2 Each Active Member is entitled to have voice and one vote, and is eligible
51 to hold office as delineated in Article 5, Section 5.1 of this Constitution and
52 Bylaws.

53

54 **Section 3.3 – Associate Membership**

55

56 3.3.1) Associate Membership is available to the descendants of the Ovaherero in
57 the Diaspora and other individuals who do not qualify for Active Membership as
58 stated in Article 3, Section 3.1 but who otherwise actively support the purposes
59 and objectives of The Association, as herein expressed.

60 3.3.2) Active members who move out of the United States of America, but
61 continue to support The Association, may also apply to change their membership
62 status to Associate Membership.

63

64 **Section 3.4 – Honorary Membership**

65

66 3.4.1) Honorary membership is bestowed by the Board of Directors to
67 individuals, who have made significant contributions to advance the courses
68 consistent with the objectives of The Association.

69

70 **Section 3.5 - COMMITTEE SERVICE**

71

72 3.5.1) All Association members, regardless of category, are eligible to serve as
73 chairs, conveners, facilitators, or members of any Association committee, subject
74 to the terms stipulated in Article 9.

75

76 **Section 3.6 - ASSOCIATION DUES**

77

78 Annual Association dues for all members shall be established by action of the
79 Board of Directors.

80

81 **Section 3.7 – Denial of Membership**

82

83 3.7.1) Prior to denying any privileges of The Association to any member, the
84 Executive Committee shall notify any member concerned that such action is
85 contemplated and shall afford him/her the opportunity to appear before the
86 Executive Committee to present their case.

87

3.7.2) Denial of any privileges of The Association may be based upon, but not

88 limited to, misappropriation of The Association funds or property, breach of a
89 fiduciary duty owed to The Association, and intentional misrepresentation of a
90 decision taken by the Executive Committee.
91 3.7.3) The President shall notify the member concerned of the decision taken and
92 of the privileges of The Association to be denied, if any, not later than one month
93 calendar week after such decision has been taken.

94

95 **Section 3.8 - MEMBERSHIP YEAR**

96

97 3.8.1) The membership year shall begin at the point of receipt of an approved
98 membership application accompanied by the appropriate dues and shall extend for
99 12 months. The point of receipt of an approved application establishes the
100 anniversary and renewal date for each particular member, which shall remain the
101 same for so long as the member maintains affiliation with the Association.

102

103 **ARTICLE 4 – OFFICERS OF THE ASSOCIATION**

104

105 **Section 4.1 – Officers of The Association**

106

107 4.1.1) The officers of The Association shall be the President, the President-elect,
108 the Immediate Past-President, the Treasurer, and the Secretary.

109

110 4.1.2) All officers of The Association shall be elected at large from among the
111 Active Members of The Association.

112

113 4.1.3) The term of office of any elected officer of The Association shall begin
114 immediately following the closing of the Biennial Meeting of the General
115 Assembly and shall be for a period of two years or until a successor takes office.

116

117 4.1.4) The President-Elect shall assume the Presidency of the Association upon
118 the death, resignation, or impeachment of the President or upon the conclusion of
119 the President's term.

120

121 4.1.5) In the event of the President-Elect's death, resignation,
122 impeachment or ascension to the presidency, the vacancy shall be filled by a
123 special at-large election, providing there are six or more months remaining in the
124 normal term of office. If there are fewer than six months remaining in the normal
125 term of office, the vacancy shall be filled, on an acting capacity, by a two-thirds
126 vote of the Board of Directors upon nomination by the President. Such
127 appointment shall be on an interim basis until the next general election of
128 officers and shall not prejudice the election of the incumbent to a regular
129 term of office.

130

131 4.1.6) Upon the death, resignation, or impeachment of Treasurer or Secretary, the
132 vacancy will be filled by the Board of Directors upon nomination by the
133 President. Such appointment shall be on an interim basis until the next general

134 election of officers, and shall not prejudice the election of the incumbent to a
135 regular term of office.

136

137 4.4.7) Impeachment of elected officers may be effected by a two-thirds vote of the
138 General Assembly upon 1) recommendation of the Board of Directors or 2)
139 petition by one-third of the voting members of the Association.

140

141 4.1.8) If any officer, during the course of the term of office fails to meet the
142 membership requirements in Article 3, the officer shall forfeit the right to such
143 office. The officer is required to provide written notification to the Board of
144 Directors within two weeks of the change in status. The Board of Directors shall
145 fill the vacancy in accordance with the provisions prescribed in Article 4, Sections
146 4.1.4, 4.1.5, and 4.1.6.

147

148 **Section 4.2 – Duties of Officers**

149 **4.2.1) The President**

150 a) The President shall preside at all meetings of The Association and shall be
151 Chairperson of and preside at all meetings of the Board of Directors.

152

153 b) The President, subject to confirmation by the Board of Directors, shall
154 nominate chairs and members of all committees and shall be ex-officio member of
155 all committees, unless otherwise specified in this Constitution and Bylaws.

156

157 c) The President shall perform the duties customary to that office and such
158 additional duties as directed by the Board of Directors.

159

160 d) The President shall be the spokesperson for the Association. The President
161 shall submit a written report to the General Assembly at its Biennial Conference,
162 covering activities of the Board of Directors, reports of all standing and special
163 committees, and such other activities and events which may be of interest or
164 concern to the membership regarding the concluding term of office.

165

166 f) In addition, the President may inform The Association from time to time during
167 the year of any activities which he/she deems of immediate interest.

168

169 **4.2.2) The President-Elect**

170

171 a) The President-Elect shall perform the duties of the President in the absence
172 or incapacity of the President as determined by the Board of Directors.

173

174 b) The President-Elect shall serve as Chairperson of the Membership and
175 Credentials Committee, as a member of the Finance Committee.

176

177 c) The President-Elect shall also serve as a member of the Biennial Conference
178 Committee.

179

180 **4.2.3) The Immediate Past-President**

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182 The Immediate Past-President shall serve as a member of Special
183 Concerns; as a member of the Association Planning and Development Committee.
184 Otherwise, the Immediate Past-President shall perform the duties customary to the
185 office.

186

187 **4.2.4) The Treasurer**

188

189 a) The Treasurer shall represent The Association in assuring the receipt and
190 expenditures of funds in accordance with the Financial Affairs Manual guidelines
191 and the directives established by the Board of Directors, and shall be under such
192 bond as may be determined by the Board of Directors.

193

194 b) The Treasurer shall perform the duties customary to the office and such
195 additional duties as may be directed by the Board of Directors.

196

197 c) The Treasurer shall submit a biennial written report at least 30 days prior to the
198 Biennial Conference. The Treasurer shall serve on the Finance Committee of The
199 Association.

200

201 d) The Treasurer shall serve as a member of the Membership and Credentials
202 Committee and have primary responsibility for the processing of all membership
203 applications. The Treasurer shall be the agent of The Association responsible for
204 credentialing members.

205

206 e) The Treasurer may render quarterly reports of income and expenditure to the
207 Board of Directors and shall present special reports at any other time at the
208 request of the Board of Directors.

209

210 **4.2.5) The Secretary**

211

212 a) The Secretary shall perform the duties customary to the office and such
213 additional duties as may be directed by the Board of Directors.

214

215 b) The Secretary
216 shall be responsible for the minutes of all Board of Directors' meetings and shall
217 submit such minutes in writing no more than 30 days after each meeting for
218 approval by the Board of Directors.

219

220 c) The Secretary shall also be responsible for the
221 minutes of Biennial Meeting of the General Assembly.

222

223 d) The Secretary shall be responsible for maintaining all Association
224 records as stipulated in Article 9.

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Section 4.3 Compensation and Expenses of Officers

4.3.1) None of the elected officers of The Association shall receive any compensation for their services as such from The Association.

4.3.2) Any travel or related expenses incurred by an elected or appointed Association officer or official in conduct of The Association affairs may be paid to the extent as stipulated in The Association Financial Affairs Manual and other appropriate governing documents, or as otherwise approved by the Board of Directors.

ARTICLE 5 – BOARD OF DIRECTORS

Section 5.1 Composition

5.1.1) The Board of Directors shall be comprised of the five officers of the Association and two eminent persons – in advisory capacity – who have made significant contributions to promote the objectives of The Association.

Section 5.2 Function

5.2.1) The Board of Directors shall have full authority to conduct the affairs of The Association during the interim period between meetings of the General Assembly. Such authority must remain within the provisions of this Constitution and Bylaws and must not conflict with or reverse decisions, actions, or policies established by the General Assembly.

Section 5.3 Meetings of the Board of Directors

5.3.1) Meetings and Notice

a) The Board of Directors shall convene immediately prior to the Biennial Meetings of The Association.

b) A calendar of other regular, scheduled meetings shall be presented by the President and approved by the Board of Directors at its first meeting each year.

c) Written notice must be given to all members of the Board of Directors at least 30 days prior to any additional meetings.

d) Additional meetings of the Board of Directors may be called by a majority vote or petition of the members of the Board of Directors or upon the call of the President.

270 e) The time and place of such additional meetings shall be fixed by the President.
271 Notice thereof shall be given to all members of the Board of Directors at least 7
272 days prior to any such called meeting unless a majority vote of the members of
273 the Board of Directors establishes cause and waives this requirement.

274
275 f) The President shall be the Chairperson and preside at meetings of the Board
276 of Directors. In the President's absence, the President-elect shall preside.

277
278 g) A quorum shall consist of a simple majority of the Board of Directors.

279
280 h) Each sitting member of the Board of Directors is entitled to one vote when
281 present at a Board meeting. At no time is voting by proxy by any member of the
282 Board of Directors permitted.

283

284 **ARTICLE 6 – THE GENERAL ASSEMBLY (BIENNIAL MEETING)**

285

286 **Section 6.1 Authority, Time, and Place of Meeting**

287

288 The supreme authority of The Association shall be the General Assembly. The
289 General Assembly shall meet biennially at a time and place fixed by the Board of
290 Directors. Written notices must be mailed to the addresses of record of all
291 members at least 60 days before the meeting is held.

292

293 **Section 6.2 Membership and Voting Eligibility**

294

295 6.2.1 All categories of The Association membership are allowed to participate in
296 General Assembly meetings as stipulated in Article 3 of this Constitution.

297

298 6.2.2 At each meeting of the General Assembly the Membership and Credentials
299 Committee shall certify and designate the eligible voting members.

300

301 **ARTICLE 7 – BUSINESS AFFAIRS OF THE ASSOCIATION**

302

303 **Section 7.1 Policies, Procedures and Practices**

304

305 7.1.1) Except as otherwise provided for in this Constitution and Bylaws, the
306 Board of Directors shall develop a Policies, Procedures, and Practices Manual to
307 govern the general operations of The Association. It shall be the collective
308 responsibility of The Association officers to maintain the Policies, Procedures,
309 and Practices Manual to ensure that it remains current.

310

311 **Section 7.2 Financial Affairs**

312

313 7.2.1) Except as otherwise provided for in this Constitution and Bylaws, the
314 Board of Directors shall develop a Financial Manual to govern the general
315 financial operations of the Association. The Finance Committee shall be

316 responsible for maintaining the Financial Affairs Manual to ensure that it remains
317 current.

318

319 **Section 7.3 Employment by the Association**

320

321 7.3.1) The Association may, from time to time, contract with or employ
322 individuals or organizations to perform the work of The Association.

323 Compensation shall be governed by related sections of the Constitution and by
324 the Policies and Procedures of The Association.

325

326 **Section 7.4 Conflict of Interest**

327

328 7.4.1) A conflict of interest, or the appearance of such, occurs when there is a
329 divergence between an individual's private, personal relationships, or interest and
330 his/her professional obligations to The Association such that an independent
331 observer might reasonably question whether the individual's professional actions
332 or decisions are determined by considerations of personal benefit, gain, or
333 advantage.

334

335 7.4.2) Each member of the Board shall fully disclose to the Board of Directors
336 any possible conflict of interest pertaining to a matter being considered by the
337 Board. Any member of the Board having a conflict of interest on any matter may
338 answer pertinent questions for other board members, but shall not be counted in
339 determining the quorum for the vote, and shall abstain from voting on the matter.

340

341 7.4.3) Any member of The Association shall fully disclose to the membership any
342 possible conflict of interest pertaining to a matter being considered by the
343 membership. Any member of The Association having a conflict of interest on any
344 matter may answer pertinent questions for other members, but shall not be
345 counted in determining the quorum for the vote, and shall abstain from voting on
346 the matter.

347

348 7.4.3) A roll call vote shall be conducted on any matter to which such conflict of
349 interest pertains. The minutes of the meeting involving any such situation shall
350 reflect that a full disclosure was made, the status of a quorum, and the abstention
351 from voting.

352

353 **Section 7.5 Severable or Transferable**

354

355 7.5.1) No member shall have any severable or transferable interest in the property
356 of the Association.

357

358 **Section 7.6 Control and Management**

359

360 7.6.1) All property of The Association shall be subject to the control and
361 management of the Board of Directors. Any accumulation or disposal of

362 property except upon dissolution of The Association must be approved in
363 advance by the Board of Directors.

364

365 **Section 7.7 Disposal Upon Dissolution**

366

367 7.7.1) Upon dissolution of The Association, none of its property shall be
368 distributed to any of the members, and all such property shall be transferred to
369 such other organization or organizations as the Board of Directors shall
370 determine to have purposes and activities most nearly consonant with those of
371 The Association, provided that such other organizations shall be exempt under
372 Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of
373 the Internal Revenue Laws.

374

375 **Section 7.8 Appropriation of Association Funds**

376

377 7.8.1) No appropriation of The Association funds shall be made except pursuant
378 to the authority of the Board of Directors and as otherwise stipulated in the
379 Financial Affairs Manual.

380

381 **ARTICLE 8 – INCOME AND EXPENDITURE**

382

383 **Section 8.1 Dues and Other Sources of Income**

384 8.1.1) Dues and other assessments shall be made only for the purposes of
385 common interest to the membership of The Association as a whole and
386 established by action of the Board of Directors.

387

388 8.1.2) The Association may promote special activities in order to raise funds to be
389 used for the purpose of The Association.

390

391 8.1.3) The Association may receive or decline additional income or other property
392 through gifts or from other sources and shall be entitled to hold and dispose of
393 any such property for the benefit of The Association.

394

395 **Section 8.2 Expenditure**

396 8.2.1) Upon being elected, the Treasurer shall, within sixty days, prepare for the
397 consideration of the Board of Directors a spending policy for the forthcoming
398 year, recognizing the expected income and expenses, and the financial condition
399 and outstanding liabilities of The Association.

400

401 **Section 8.3 Bank Accounts**

402

403 8.3.1) The Association may, at its discretion, open a checking account or other
404 accounts in the name of The Association.

405

406 8.3.2) Withdrawal from such accounts shall be made by checks bearing two
407 signatures: the President and the Treasurer of The Association shall be the

408 principal signatories.

409

410 **Section 8.4 Annual Audits of Accounts**

411

412 8.4.1) The Board of Directors shall appoint an auditor or auditors for the current
413 year. Every auditor shall be a member of The Association but shall not be a
414 member of The Association Executive Committee.

415

416 8.4.2) The auditor or auditors shall examine the accounts of The Association at
417 least semiannually, and shall report on their findings to the Board of Directors.

418

419 8.4.3) An annual audited report, prepared by an external auditor shall be included
420 in the written report of the President, provided by Section 4.2.1 (e) of the
421 Constitution and Bylaws.

422

423 **ARTICLE 9 -- COMMITTEES**

424

425 **9.1 Executive Committee**

426

427 9.1.1) The officers of The Association shall constitute the Executive Committee.

428

429 9.1.2) The Executive Committee shall, between meetings of the Board of
430 Directors, have all the powers and duties that the Board of Directors maybe
431 lawfully delegated. The Executive Committee cannot modify any action taken by
432 the Board of Directors.

433

434 9.1.3) The Presidents shall call such meetings of the Executive Committee as the
435 business of The Association may require or as requested by three members of the
436 Executive Committee. The time and place of such meetings shall be fixed by the
437 President. Notice thereof shall be given to all members of the Executive
438 Committee at least 7 days prior to the meeting unless a majority vote of the
439 members of the Executive Committee establishes cause and waives this
440 requirement.

441

442 9.1.4) A majority of the Executive Committee shall constitute a quorum at a duly
443 called meeting of the Committee. Minutes of such meetings shall be mailed to all
444 members of the Board of Directors within 10 days of the meeting. A vote to ratify
445 actions of the Executive Committee shall be taken at the next meeting of the
446 Board of Directors.

447

448 **Section 9.2 Appointment of Committees**

449

450 9.2.1) The President shall nominate the chairs and members of all standing
451 committees and such special committees as may be needed to conduct the affairs
452 of the Association. Their appointment shall be subject to confirmation by the
453 Board of Directors.

454 9.2.2) The Association shall establish standing committees, special standing
455 committees, and ad hoc committees.

456

457 **Section 9.3 Standing Committees**

458

459 9.3.1) Membership and Credentials: It will be the responsibility of the
460 Membership and Credentials Committee to actively promote membership in the
461 Association, to certify, and to generally determine membership class and
462 eligibility for purposes of participation in The Association activities. The
463 Membership and Credential shall, for each General Assembly Meeting, certify to
464 the Board of Directors the names of eligible voters and shall be responsible for
465 monitoring and tallying votes when necessary.

466

467 9.3.2) Research: The responsibility of the Research Committee shall include and
468 planning related to The Association purposes and goals delineated in Article 2 of
469 this Constitution and Bylaws. This committee will be a general resource to all
470 Association committees. Otherwise, the Research Committee will address the
471 priorities established by the Board of Directors.

472

473 9.3.3) Special Concerns and Affiliations: This Committee is charged with the
474 responsibility of ensuring the input and affiliation of The Association with other
475 organizations which have purposes supportive of or in harmony with The
476 Association concerns and objectives.

477

478 9.3.4) Finance: The Finance Committee shall be responsible for developing the
479 annual budget for The Association and submitting the proposed budget to the
480 Board of Directors for approval. The Finance Committee shall also be responsible
481 for maintaining the Financial Affairs Manual and for otherwise monitoring all
482 fiscal matters pertinent to The Association's activities. The Treasurer and the
483 President-Elect shall be members of this committee. Three additional persons will
484 be nominated by the President and confirmed by the Board of Directors.

485

486 9.3.5) Nominations and Elections:

487 a) The responsibility of the Nominations and Elections Committee is to
488 develop and implement a process for the selection of candidates for officers of
489 The Association in accordance with the guidelines set forth in this Constitution
490 and Bylaws. The committee is further charged with conducting the election of
491 The Association officers as stipulated in this Constitution and Bylaws. The
492 committee shall consist of three members nominated from among the Active
493 Members by the President and confirmed by the Board of Directors. No member
494 of the Nominations and Elections Committee may serve for two consecutive
495 years, nor may any member become a candidate for any office while a member of
496 this committee.

497

498 b) The Nominations and Elections Committee shall conduct the election of
499 officers by secret ballot either 1) at a duly called meeting of the General

500 Assembly or, 2) by first class mail and other electronic media. In the first
501 instance, the candidate receiving the most votes of those eligible members
502 registered and physically present at the meeting during the balloting will be
503 elected. In the second instance, the candidate receiving the most votes of those
504 eligible members responding will be elected. In no case will proxy voting be
505 allowed.

506

507 c) The Nominations and Elections Committee shall submit to the Board of
508 Directors for its approval the proposed procedures for carrying out the biennial
509 elections.

510

511 **Section 9.4 Special Standing Committees**

512

513 9.4.1) Biennial Conference: The responsibility of the Biennial Conference
514 Committee is to coordinate all aspects of planning, implementing and evaluating
515 for the Biennial Conference. Responsibilities include, but are not limited to,
516 program development, registration, budget, selection of speakers, publicity,
517 entertainment, transportation and all logistical arrangements. The Biennial
518 Conference Committee chair shall also be a member of the Professional
519 Development Committee. The President-Elect shall be a member of the Biennial
520 Conference Committee.

521

522 9.4.2) Association Planning and Development: The responsibility of The
523 Association and Development Committee is to serve as a resource to the Board of
524 Directors and The Association committees. It is charged with the responsibility of
525 assisting in planning the long-range development of The Association, including,
526 but not limited to, the development and monitoring of multiyear plans and
527 activities, fundraising, and other planning which addresses the purposes and
528 objectives of The Association. Committee members will serve for two years
529 following the initial year of staggering appointments of half of the appointees to
530 facilitate the limitation of committee turnover to no more than half of the
531 committee in any given year. The Immediate Past-President will serve as a
532 member of this committee.

533

534 9.4.3) Legal Concerns and Constitutional Issues: The responsibility of the Legal
535 Concerns and Constitutional Issues Committee is to advise the Board of Directors
536 regarding resolutions brought by Association members, interpreting constitutional
537 issues and concerns, maintaining and recommending revisions of the Constitution
538 and Bylaws and other Association documents, and performing other related duties
539 as assigned by the Board of Directors. A member of the Board of Directors shall
540 chair this committee and The Association Parliamentarian will be a committee
541 member.

542

543 **Section 9.5 Ad Hoc Committees**

544

545 9.5.1) Task-oriented special committees may be established from time to time as
546 the President and the Board of Directors see fit. Such committees will operate
547 within the purposes and objectives of the Association, shall be specifically
548 charged, and shall be automatically dismissed upon completion of their task.
549

550 **Section 9.6 Reports**

551

552 9.6.1) Each committee shall make a biennial written report of its
553 accomplishments, activities, and status, to the Board of Directors at least
554 30 days prior to the
555 General Assembly meeting, and shall report at any other time as requested to do
556 so by the Board of Directors.
557

558 **ARTICLE 10 -- ASSOCIATION RECORDS**

559

560 **Section 10.1 Current Records**

561

562 10.1.1) The Association records shall include all current records, documents,
563 reports, correspondence and related written information pertaining to The
564 Association affairs as indicated in Section 9.1.2, including, but not limited to, the
565 minutes of all meetings of the Board of Directors and the General Assembly;
566 resolutions, and voting records of General Assembly meetings; Association
567 committee reports and committee correspondence with the Board of Directors; all
568 general Board of Director's business and correspondence; The Association Fiscal
569 Policies and Procedures; The Association Policies, Procedures, and Practices
570 Manual; and such other documents and written records which are customary and
571 used by the Board of Directors and the General Assembly.
572

573 10.1.2) The Association Secretary is responsible for maintaining all such records.
574 At the conclusion of the term of office, the Secretary is responsible for submitting
575 to the Archives all appropriate Association records generated during the term.
576

577 **Section 10.2 Archival Records**

578

579 10.2.1) The Association archival records shall include the Association
580 Constitution and Bylaws; the Association Articles of Incorporation; minutes
581 resolutions, and voting records of General Assembly meetings; Board of Directors
582 meeting minutes, reports, and operations manuals and guides; Annual Reports of
583 the Board of Directors; records of agreements and arrangements with other
584 organizations and individuals; committee reports; financial records and reports,
585 tax records, and auditors' reports; reports of conferences, workshops, and
586 seminars; Membership rosters; appointments of any kind which are considered
587 permanent; and such other documents, records, and information as are directed by
588 the Board of Directors.
589

590 10.2.2) All records and documents normally associated with the archives of an

591 organization shall be gathered and maintained in The Association Archives. The
592 Board of Directors shall establish a permanent location for the archives.

593

594 10.2.3) The Board of Directors shall make whatever arrangements are appropriate
595 and necessary to facilitate the proper storage, maintenance, and security of The
596 Association records and documents.

597

598 **ARTICLE 11-- FOUNDATIONS**

599

600 **Section 11.1 Development Foundation**

601

602 11.1.1) The Association may establish a foundation, the purpose of which shall be
603 in accordance with the aims and purposes set forth in this Constitution and
604 Bylaws and as stipulated by the terms of Section 501 (c) (3) of the U.S. Internal
605 Revenue Code or corresponding provisions of the Internal Revenue Laws.

606

607 11.1.2) There shall be established an Development Foundation, the purposes of
608 which shall be broadly defined as supporting the purposes and aims of the
609 Association as noted in Article 2, Sections 2.1, 2.2, 2.3, and 2.4.

620

621 11.1.3) The Development Foundation shall always be accountable to the
622 Association Board of Directors. The administration of this Foundation may be
623 separate from The Association as determined by the Board of Directors, but the
624 governance shall be shared.

625

626 11.1.4) Assignment of any funds from the Development Foundation must always
627 be approved by the Association Board of Directors and in accordance with Fiscal
628 Policies and Procedures.

629

630 11.1.5) The Board of Directors may open a checking or checking accounts in the
631 name of Development Foundation to ensure transparency.

632

633 **ARTICLE 12 -- AFFILIATION AND PARTNERSHIPS**

634

635 12.1.1) The Association may affiliate or partner with other organizations
636 committed to similar purposes when it is in the interest of The Association to do
637 so. The General Assembly may approve such arrangements by a simple majority
638 of those attending a meeting of the General Assembly where the Board of
639 Directors, by a simple majority of a quorum, had approved affiliation or
640 partnership, and where the General Assembly has received at least 30 days prior
641 notice of the motion to affiliate or partner.

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643 **ARTICLE 13 -- RULES OF ORDER**

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645 **Section 13.1 Parliamentary Procedure**

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648 13.1.2) The current edition of Robert’s Rules of Order shall be the parliamentary
649 authority for all proceedings of The Association unless otherwise specified in
650 Constitution and Bylaws.

651

652 **Section 13.2 Parliamentarian**

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654 13.2.1) The President shall appoint a Parliamentarian, subject to the confirmation
655 of The Association Board of Directors, who shall serve at all General Assembly
656 meetings and, as required, meetings of the Board of Directors. The
657 Parliamentarian shall serve as a member of the Legal Concerns and
658 Constitutional Issues Committee.

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660 **ARTICLE 14 – CONSTITUTIONAL AMENDMENTS**

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662 **Section 14.1 Initiation**

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664 14.1.1) Proposals to amend this Constitution and Bylaws may be initiated by the
665 Board of Directors, a majority recommendations of a standing or special
666 committee, or any Active Member.

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668 14.1.2) If a proposal to amend the Constitution and Bylaws initiated by
669 an individual member, a petition signed by at least one-quarter of Active
670 Members shall accompany it.

671

672 14.1.3) A formal copy of any proposed amendment must be
673 received by the Secretary for certification at least 45 days before the next
674 scheduled meeting of the Board of Directors.

675

676 14.1.4) The Secretary shall make a copy of such certified proposed amendments
677 available to the Board of Directors at least 30 days before expected action and no
678 vote shall be taken until at least 30 days after copies have been made available to
679 the total membership of record.

680

681 **Section 14.2 APPROVAL**

682

683 14.2.1) The Constitution and Bylaws may be amended by U.S. mail only. A
684 Majority vote of those eligible members responding is required. In no case will
685 proxy voting be allowed.

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687 14.2.2) An independent firm shall be used to distribute, collect, and tabulate
688 responses from the membership, and shall report the results to the Association
689 Board of Directors.

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698 Adopted by the founding members on June 14, 2007:

699 Dr. Tunee Meshack Tjirongo

700 Mr. Veraa Katuuo

701 Mrs. Vepuka Katuuo-Kauari

703 Mrs. Louisa Kamaṭuka

704 Dr. Ngondi A. Kamaṭuka