

AMENDED CONSTITUTION & BY-LAWS OF THE
AFRICAN ASSOCIATION OF MADISON, INC
A NOT-FOR-PROFIT ORGANIZATION
(Enacted in Madison, Wisconsin on December 10, 2005)
[Amended in Madison on November 22, 2008 and on November 13, 2010]

ARTICLE I: ORGANIZATION

- 1.1 The name of the organization shall be African Association of Madison, Inc., (AAM).
- 1.2 The association shall have a seal which shall have inscribed thereon the name of the association, the date of its organization, and the words "Incorporated, Wisconsin."
- 1.3 The association may by provisions of these by-laws, vote to change its name.
- 1.4 The fiscal year of the association shall be January 1 through December 31.
- 1.5 The association shall be a non-profit organization.

ARTICLE II: PURPOSES

- 2.1 The association shall serve as a forum to bring together people of African descent and friends of Africa in Madison and Wisconsin in general.
- 2.2 The association shall provide services that will promote and encourage the collective cultural, social, educational and economic welfare of its membership and the community.
- 2.3 It shall also safeguard the diverse African heritages and traditions inherent in the rich cultures of the continent, and serve as a medium to disseminate these heritages and traditions to the Wisconsin community.
- 2.4 The association shall seek to promote developmental programs in Africa.

ARTICLE III: MEMBERSHIP

- 3.1 Membership - Any person, organization or institution subscribing to the purposes and objectives of the association may become a member by paying the designated annual dues.
- 3.2 No person shall be discriminated from membership on the basis of race, sex, ethnic background, origin, religion or nationality.
- 3.3 Membership dues are payable on an annual basis. The Board of Directors shall set and determine the dues, benefits, roles and responsibilities of members, organizations and institutions of the association, unless otherwise specified in these by-laws.
- 3.4 The payment of dues for the Association's current fiscal year shall constitute paid-up membership, the only category of membership in good standing in the Association, herein after referred to as member(s). Membership in this Association is not transferable.

- 3.5 The membership year shall be the same as the fiscal year of the Association. Membership dues already paid are not refundable.
- 3.6 Resignation -- Any member may resign their membership by giving a notice to the President.
- 3.7 Any member in default in payment of dues for more than 6 months shall be suspended from all privileges of membership, and if after notice the default is not cured within a period of 60 days, the membership of that member shall automatically terminate.
- 3.8 Memberships benefits: The privilege to (i) vote and (ii) be voted for, (iii) nomination of other members for board membership, and (iv) favorable discounts and dispensation for the association's products, services, activities, programs and events.
- 3.9 Members have the right to nominate candidates for election to the Board of Directors, and cause the entire Board or individual member(s) of the Board to be removed, and request business at the annual meeting of the association. Nominations of persons for election to or from the Board of Directors of the association and proposal(s) of business to be considered by the association at the annual meeting may be made pursuant to the association notice procedures set forth by provisions of these by-laws.
- 3.10 Removal from Membership -- Any member may be removed from membership by a majority vote of the members in good standing present at any annual meeting or special meeting called for the purpose, if the said member has engaged in acts of conduct detrimental to the purposes, objectives, programs or activities of the association. However the member shall have first been notified of the accusations and shall have been given an opportunity to be heard by the Board of Directors before the vote on removal.

ARTICLE IV: MEETINGS

- 4.1 The association shall hold an annual meeting at the end of the fiscal year for members and the community for election of directors and transaction of business within the powers of the association.
- 4.2 The Secretary shall cause to be mailed to every member a notice telling the time and place of such meetings in accordance with meeting notification procedures set forth by the Board of Directors.
- 4.3 For nominations or other business to be properly brought before an annual meeting by a member, the member must have given timely notice in writing to the Secretary of the Association. To be timely, a member's notice shall be delivered to the Secretary at the principal mailing address of the Association not less than thirty (30) days before the meeting. Such member's notice shall set forth (i) as to each person whom the member proposes to nominate for election, removal or reelection as a director, and (ii) as to any business that the member proposes to bring before the meeting.
- 4.3 The presence of not less than twenty-five percent (25%) percent of the members shall constitute a quorum and shall be necessary to conduct the business of the association; but a lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.
- 4.4 Special meetings of the association may be called by the president. Notices of such meeting shall be mailed to all members at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons for the meeting, the business to be transacted at such meeting and by whom it was called. At the request of at least fifty (50%) percent of the members of the Board of Directors or fifty (50%) percent of the members of the association, the president shall cause a special meeting to be called but such request must be made in writing at least fourteen (14) days before the requested scheduled date.

- 4.5 No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
- 4.6 At all meetings, except for the election of directors, all votes shall be by voice or show of hands. For election of directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- 4.7 At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint "Inspector(s) of Election."

ARTICLE V: BOARD OF DIRECTORS

- 5.1 The business of the association shall be governed and managed by a Board of Directors consisting of eleven (11) members.
- 5.2 The directors shall be elected at the annual meeting of the association and they shall serve for a term of three (3) years. For continuity the terms of office of the Directors shall be staggered.
- 5.3 Board of Directors shall serve no more than two (2) consecutive terms.
- 5.4 The Board of Directors shall have the control and management of the affairs and business of the association. The Board of Directors shall only act in the name of the association when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.
- 5.5 At least fifty (50%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on a bi-monthly basis.
- 5.6 Each director shall have one vote and such voting may not be done by proxy.
- 5.7 The Board of Directors may make such rules and regulations covering its meetings as it may deem necessary.
- 5.8 Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year until the annual meeting of the association.
- 5.9 The Board of Directors shall select two (2) of their members to serve as chair and secretary respectively to the board.
- 5.10 The Chair will assure that the Board of Directors fulfills its responsibilities for the governance of the association.
- 5.11 A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director and also on proposals from members as provided by provisions in these by-laws. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the association.

ARTICLE VI: EXECUTIVE OFFICERS

- 6.1 The following executive officers of the association shall be elected from among the membership of the board by the Board of Directors:

- 6.1.1 President
 - 6.1.2 Vice President
 - 6.1.3 Secretary
 - 6.1.4 Treasurer
- 6.2 The President shall preside at all membership meetings
- 6.2.1 Present an annual report of the work of the association at each annual meeting.
 - 6.2.2 See all books, reports and certificates required by law are properly kept or filed.
 - 6.2.3 Be one of the officers who may sign the checks or drafts of the association
 - 6.2.4 Have such powers as may be reasonably construed as belonging to the chief executive of any association.
- 6.3 The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the association with all the rights, privileges and powers as if he had been the duly elected president.
- 6.3.1 Chair the Outreach Committee, and be responsible for all volunteer and outreach programs.
 - 6.3.2 Notify each member of his or her dues status for the current fiscal year.
 - 6.3.3 Perform other duties and exercise such other authority as may be presented by the Executive Committee or Board of Directors.
- 6.4 The Secretary shall keep the minutes and records of the association in appropriate books.
- 6.4.1 Responsible for filing any certificate required by any statute, federal or state authority or agency.
 - 6.4.2 Give and serve all notices to members of the association.
 - 6.4.3 Official custodian of the records and seal of the association.
 - 6.4.4 Attend to all correspondence of the association and exercise all duties incident to the office of Secretary.
- 6.5 The Treasurer shall have the care and custody of all monies belonging to the association and shall be solely responsible for such monies or securities of the association. The Treasurer shall cause to be deposited in a regular business bank or trust company all monies. The balance of the funds of the association shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
- 6.5.1 Must be one of the officers who shall sign checks or drafts of the association. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
 - 6.5.2 Responsible for maintaining financial records and a list of all members of the Association.
 - 6.5.3 Render at stated periods as the Board of Directors shall determine a written account of the finances of the association and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- 6.6 No member of the Board of Directors or officer shall be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the association for duties other than as a director or executive officer.
- 6.7 Board Member & Officer Liability: (a) An officer is not liable to the corporation or any other person for an action taken or omission made by the officer in the person's capacity as an officer unless the officer's conduct was not exercised: (1) in good faith; (2) with ordinary care; and (3) in a manner the officer reasonably believes to be in the best interest of the corporation. (b) This article shall not affect the liability of the corporation for an act or omission of the officer.

ARTICLE VII: COMMITTEES

- 7.1 All committees of the association shall be appointed by the Board of Directors and their term of office shall be determined by the Board of Directors.
- 7.2 Committees -- Each Committee shall be chaired by a member of the Board of Directors. All Committees shall submit regular report(s) of activities to the Board of Directors.
- 7.3 The permanent committees shall be:
- 7.3.1 Finance Committee -- The Finance Committee shall be responsible for the budgetary, fiscal and financial affairs and activities of the Association. The Committee shall consist of not less than five (5) members, including the Treasurer and Vice-President. The Treasurer shall chair this Committee.
- 7.3.2 Planning Committee -- The planning committee's responsibilities shall include planning, development, coordination and evaluation of the Association's projects and programs. In carrying out its responsibilities, the committee shall work with and receive support from members assigned to, or responsible for specific areas, or members who may be given such special assignments and responsibilities by the President. This committee shall consist of not less than five (5) members, and shall be chaired by the President.
- 7.3.3 Outreach Committee -- The committee shall be responsible for developing and implementing membership strategies, setting goals, establishing priorities and planning activities for securing, retaining and servicing members and the community. It shall advise the Board of Directors on ways of keeping members informed and actively participating in the association's activities and functions. The Outreach Committee shall coordinate and disseminate to the general public, information concerning the association and its activities. The Outreach Committee, chaired by the Vice-President shall consist of not less than five (5) members.
- 7.3.4 Electoral Committee -- An Electoral Committee consisting of no fewer than three (3) members shall be established by the Board of Directors at least ninety (90) days prior to the general meeting at which elections are to be held. None of the members of the Electoral Committee shall be from the Executive Committee. The Electoral Committee's report upon consultation with the General Secretary, containing the names of candidates for election to the Board of Directors shall be circulated to the members at least ten (10) days before the general meeting. At the general meeting during which elections are to be held, an opportunity shall be provided for a Candidates' Forum, which will include brief candidates' statements and a question and answer session.
- 7.4 Special Committees -- The President in consultation with the Board of Directors may establish Special committees to deal with matters that have policy implications for the Association. Unless otherwise decided by the Executive Committee, such Special Committees shall be constituted for a maximum of one year at a time. They may request continuation on the basis of justification contained in their report.
- 7.5 Terms of Committee Membership and Procedures -- The Board of Directors shall appoint and set the terms of office of committee members. The terms of office of any committee may also be terminated as deemed necessary by the Board of Directors. The Board of Directors shall also have the responsibility of ensuring the effective functioning of the various committees.
- 7.6 The Board of Directors shall fill vacancies in the membership of any committee.
- 7.8 Quorum, Meetings and Rules of Procedure -- The majority of the members of any committee shall constitute a quorum authorized to conduct business. Its chair may call meetings of committees or upon the request of any two (2) committee members on three (3) days' notice. Minutes of committee meetings shall be kept and subsequently submitted to the Board of Directors.

ARTICLE VIII: AMENDMENTS

- 8.1 These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than sixty-six (66%) percent of the members of the association at the annual or any special meeting called for that purpose.

ARTICLE IX: TAX EXEMPT STATUS

- 9.1 The Association shall not conduct any other activities that may be in conflict with provisions of the Articles of Incorporation and of these By-laws, or of the Internal Revenue Code relating to the tax exempt status of non profit organizations.

ARTICLE X: MISCELLANEOUS

- 10.1 Auxiliary Groups -- The Association may establish under its auspices auxiliary or subsidiary groups of the Association. The policies, programs and activities of all such groups shall set be by the Board of Directors and shall be consistent with the objectives and programs of the Association and shall be in compliance with all governing instruments of the Association.

ARTICLE XI: DISSOLUTION

- 11.1 Upon dissolution of this Association, any funds or property of this Association will be disposed of as stipulated in the Articles of Incorporation.