

The National Council for Black Studies Inc. Constitution

(Accepted by NCBS Board of Directors for Membership Approval)

March 2013

Article I Name

The name of this body shall be the **National Council for Black Studies Inc.**

Article II Purpose

The National Council for Black Studies (NCBS) is a professional organization that promotes the continuing development of the discipline commonly referred to by various names such as Africana Studies, Black Studies, Africology, or similar appellations. NCBS pursues this objective through various activities designed to: establish the parameters defining the discipline; establish academic and professional standards to guide teaching, research, and outreach; facilitate professional development of faculty and students; and monitor the status and well-being of academic units in institutions of higher education. These activities include, but are not limited to, hosting an annual conference and publishing scholarly research that advances knowledge and teaching in the discipline.

Article III Organizational Structure

The National Council for Black Studies is organized as a not-for-profit corporation governed by a Board of Directors on behalf of its general membership. The organization's fiscal year begins on July 1st and ends on June 30th.

- A. Officers: The elected officers of the Board of Directors shall constitute the Executive Committee of NCBS.
 - 1. The Executive Committee is empowered to act as the agent of the Board of Directors in conducting the business of NCBS.
 - 2. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the immediate Past President.
 - 3. The members of the Executive Committee shall also serve as the corporation's operating officers.
 - 4. The officers of NCBS shall be elected by the general membership of NCBS for two- year terms.

- B. Board of Directors: The members of the Board of Directors shall be comprised of the Officers, General Board members and appointed student representatives. Individuals shall be appointed or elected to serve as members of the Board of Directors to represent the

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interests of professional educators, administrators, and students affiliated with the discipline in the development of policies and programs by NCBS.

1. No individual can serve as a member of the Board of Directors unless that person's individual membership dues have been paid.
2. Members of the Board of Directors shall be appointed by the President in consultation with the other members of the Board of Directors.
 - a. Choices for appointment to the Board of Directors shall reflect efforts to: achieve balance across geographic regions; foster undergraduate and graduate involvement; and provide representation for comprehensive, research, and historically black universities and colleges.
 - b. Representatives of other organizations or interest groups may be appointed to the Board of Directors.
 - c. Nominations for Members of the Board of Directors are brought to the Board of Directors for a vote. The President sends a letter of invitation after a positive vote.
3. Members of the Board of Directors shall serve for a two-year term that runs concurrently with the terms of the elected officers.
 - a. Members may be re-appointed at the pleasure of the Executive Committee.
 - b. A member may be removed for cause for failure to perform duties as set forth in the Constitution and Bylaws and/or failure to adhere to policies and procedures established by the Board of Directors.
4. The Executive Director shall serve as an ex-officio member of the Board of Directors.
5. The Executive Director shall make a formal report regarding activities at each meeting of the Board of Directors.
6. The Parliamentarian shall be appointed by the President and approved by the Board of Directors
 - a. The Parliamentarian must have been a member of NCBS for two consecutive years.
 - b. Must be current in his/her dues
 - c. Must have extensive knowledge of parliamentary procedure and NCBS's Constitution and Bylaws and Handbook.
 - d. The Parliamentarian shall serve during the term(s) of the appointing President.
 - e. The Parliamentarian is a non-voting, ex-officio member of the board whose purpose is to ensure that the board follows proper procedures as outlined in the Constitution and Bylaws and Handbook and thus does not count towards the 25 maximum of board members.
7. The Board of Directors shall meet at least semi-annually.
 - a. Meetings of the Board of Directors shall be closed to non-members unless special permission to attend has been granted by the Board of Directors.

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8. The Board of Directors shall convene an annual meeting of the general membership at the organization's national conference.
 - a. This meeting shall constitute the annual business meeting of the corporation.
 - b. The President shall conduct the annual business meeting in accordance with the stipulations set forth in the Constitution and Bylaws.
 9. Professional Membership of the Board of Directors shall not exceed twenty-five members.
 10. Student Membership of the Board shall not exceed five members.
 11. Students appointed to the Board of Directors shall come from different geographical regions.
 12. Terms of office end June 30th and begin July 1st.
 13. Quorum for all Board of Directors meetings is 50% of the Board.
- C. Qualifications
1. The President
 - a. Must have been a member of NCBS for at least two consecutive years.
 - b. Must have been a member of the Board of Directors for two full terms and chaired a committee.
 2. The Treasurer
 - a. Must have been a member of NCBS for at least two consecutive years.
 - b. Must be bondable.
 3. The Vice-President and Secretary
 - a. Must have been a member of NCBS for at least two consecutive years.
 - b. Must have been a member of the Board of Directors for one term.
 4. The Secretary
 - a. Must have been a member of NCBS for at least two consecutive years.
 5. The Board of Directors
 - a. Must have been a member of NCBS for at least two consecutive years.
- D. Vacancies:
1. Vacancies on the Board by reason of death, resignation or removal for cause shall be filled at the next Board meeting following the usual procedures for appointment to the Board of Directors.
 2. In case of a vacancy in an elected office of the Board of Directors, the Board of Directors shall elect a successor who shall serve for the unexpired portion of the term, or in the case of disability, until the disability ceases.
- E. Executive Director: An Executive Director, responsible to the Board of Directors, shall be appointed to manage the day-to-day operations of NCBS consistent with the provisions set forth in the Bylaws.
1. The Executive Director shall serve at the pleasure of the Board of Directors.
 2. The Executive Director shall be authorized by the Board of Directors to make standard managerial decisions regarding the use of resources to conduct the business of the organization.

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3. The Executive Director shall make a formal report regarding activities at each meeting of the Board of Directors.
 4. The Executive Committee or its designated agent shall conduct an annual performance evaluation of the Executive Director and present its findings to the Board of Directors.
 5. Procedures for conducting the annual performance evaluation shall be approved by the Board of Directors.
- F. Standing Committees and Other Entities: The Board of Directors shall have the authority to establish standing committees, ad-hoc committees, and other entities as needed to facilitate the conduct of the business of NCBS.
1. Only members of the Board of Directors are authorized to chair standing committees.
 - a. The membership of standing committees of the Board of Directors shall consist of members of the Board of Directors and members of the general body.
 2. The Chair of each standing committee shall make a report about activities at each meeting of the Board of Directors.
 3. Chairs of non-standing bodies shall be expected to make reports at meetings of the Board of Directors at the pleasure of the Board of Directors.
- G. Affiliate Organizations: The Board of Directors shall be authorized to grant affiliate status to organizations for the purpose of pursuing collaborative projects to promote Black Studies.
1. Conferring affiliate status shall not be deemed to provide authority for the affiliated entity to represent NCBS on any matter without the expressed consent of the Board of Directors.
 2. Conferring of affiliate status shall require an agreement by the affiliated entity not to violate polices and procedures of NCBS.

Article IV Duties of the Board of Directors

Section 1. The duties of the Board are limited to those delegated to it by the Constitution and Bylaws and by formal actions of a meeting of NCBS.

Section 2. It shall be the duty of the Board to:

- A. Develop policy and procedures to carry-out objectives of the organization;
- B. Authorize the acquisition and disposition of equipment and other properties;
- C. Determine the dues of the membership of the Council.

Article V Duties of the Officers of the Board

Section 1. The President shall:

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- A. Convene the Board, preside over all meetings, and perform such other duties deemed necessary to carry out the expresses wishes of the NCBS Council;
- B. Appoint the committees deemed necessary to execute the business of the board, with the approval of Board;
- C. Submit annual progress reports to the Board regarding the Council viability.

Section 2. The Vice-President shall:

- A. Conduct meetings at the Board in the absence of the President and perform such duties as may be designated by the President;
- B. Chair and coordinate the annual conference committee,
- C. Submit progress reports on the status of the conference planning committee to the Board;

Section 3. The Secretary Shall:

- A. Provide notification of the Board meeting and all relevant materials necessary for that meeting to all members of the Board prior to Board meetings;
- B. Be responsible for approving all minutes of the Board.
- C. Ensure that minutes be distribute to each member of the Board within 30 days of the conclusion of the meeting.

Section 4. The Treasurer shall:

- A. Keep accounts of all monies of NCBS received or disbursed.
- B. Ensure that all the monies in the name of and to the credit of NCBS are deposited in such banks and depositories, as the Board shall designate, subject to withdrawal in the manner to be determined by the Board.
- C. Ensured that NCBS records are reconciled with monthly bank statements, with reports prepared quarterly or upon special request to the Board.
- D. File appropriate year-end reports.
- E. Keep financial records up-to-date and available for inspection by the Board upon request.
- F. Taxes form—File income tax returns each year a designated for non-profits.

Article VI Duties of the Executive Director

Section 1. The Executive Director shall:

- A. Be appointed by the Board of Directors and shall be responsible to the Board of Directors.

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- B. The Executive Director shall appoint the staff of the National office with the consent of the Board.
- C. The Executive Director shall make an annual report to the Board.
- D. In case of a temporary vacancy in the office of Executive Director an Acting Executive Director may be appointed to serve until the Board appoints a new Executive Director.

Article VII Duties of the Parliamentarian

Section 1. The Parliamentarian shall:

- A. The parliamentarian shall serve as principal advisor to the President, National Officers, Executive Committee, and committee chairs in the interpretation of the organization's documents mentioned above.
- B. The parliamentarian shall advise the President on any action taken during Board Meetings, EC Meetings and General membership meetings which are in conflict with the documents of governance of NCBS.
- C. The parliamentarian shall give advice to the President or any presiding officer, and when requested, any other member.
- D. The parliamentarian shall call to the attention of the presiding officer any error in proceeding that may affect the substantive rights of any member or may otherwise do harm.
- E. The parliamentarian shall serve as an ex-officio member and exercise no voting privileges.
- F. The parliamentarian shall offer opinions but makes no rulings; it is the presiding officer who accepts or rejects the opinion of the parliamentarian.
- G. The Parliamentarian shall be the custodian of all written ballots taken during meetings; however at the end of the meeting they are to be destroyed. Election ballots are to be handled according to the rules described in Article VIII.

Article VIII Election of Officers and Board of Directors

Section 1. Election of Officers:

- A. Nominating Committee formed at Fall Board Meeting
- B. Nominating Committee call for nominations within one month of the Fall Board Meeting
- C. Nominating Committee create slate and present to the Board at the first Spring Board Meeting for approval
- D. At the organization's general meeting, nominations from the floor with a second will be

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accepted, but must be followed within 24 hours with 10 signatures from 10 paid members. The committee will then verify that the nominees meet qualifications for office before adding them to the slate.

- E. Ballots will be mailed within two weeks of the conference
- F. The voting period will be for one month
- G. The CPA/Attorney will have one week to review ballots
- H. In contested races, winners must have a simple majority of 50% plus one. When this does not happen, a runoff election must be held. In this case, another month will be allowed for the runoff election and the CPA/Attorney will have one week to review ballots
- I. The results will be announced within one week of receiving the results from the CPA/Attorney
- J. The elected officers will take office July 1

Section 2. Election of Board Members: Five seats on the board will be open to general election following these procedures.

- A. Nominating Committee formed at Fall Board Meeting
- B. Nominating Committee call for nominations within one month of the Fall Board Meeting
- C. Nominating Committee create slate and present to the Board at the first Spring Board Meeting for approval
- D. At the organization's general meeting, nominations from the floor with a second will be accepted, but must be followed within 24 hours with 10 signatures from 10 paid members. The committee will then verify that the nominees meet qualifications for office before adding them to the slate.
- E. Ballots will be mailed within two weeks of the conference
- F. The voting period will be for one month
- G. The CPA/Attorney will have one week to review ballots
- H. In contested races, winners must have a simple majority of 50% plus one. When this does not happen, a runoff election must be held. In this case, another month will be allowed for the runoff election and the CPA/Attorney will have one week to review ballots
- I. The results will be announced within one week of receiving the results from the CPA/Attorney
- J. The elected board members will take office July 1

Article IX Removal of Officers for Cause

Section 1. Officers of the Board may be removed for cause. Cause will be defined failure to perform the duties described in the Constitution and Bylaws and/or failure to adhere to policies and procedure established by the Board. An effort to remove an officer from his or her position must follow the following process:

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- A. Written notification to the Board that an action toward removal will be made at a regular meeting of the Board. This notification may be made via electronic notification and included on the agenda of said meeting.
- B. The officer in question has the opportunity to reply to charges in person and in written form at the regular meeting of the Board.
- C. An officer may be removed with a two-thirds majority vote of the Board.

Article X Committees of the Board

Section 1. All first-year members of the Board must serve on a committee. All other members of the Board must serve as a chairperson or vice chairperson of a committee.

Section 2. The NCBS President shall appoint the chair of all standing committees at the annual mid-year meeting of the Board, with the consent of the Board. Members of the committees shall be appointed by the President in consultation with the Committee Chair and the consent of the Board. The President shall ensure that appropriate representation occurs on all committees.

Section 3. The standing committees of the Board shall include, but are not limited the following:

- A. Executive
- B. Program Review & Accreditation Commission
- C. Awards
 - 1. The committee is composed of past presidents.
 - 2. The committee is chaired by the most immediate Past President.
- D. Budget
- E. Conference
- F. Constitution and Bylaws
- G. Curriculum
- H. Nominating and Election
- I. Ethics
- J. International
- K. Membership
- L. Community and Civic Engagement
- M. Publications
- N. Student
- O. Honor Society Committee

Section 4. Ad Hoc Committees shall be established as necessary to carry out the goals of NCBS.

Article XI Membership

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Membership in NCBS shall be open to teachers, scholars, leaders, community activists, and other individuals and organizations that share the interests of NCBS in promoting Black Studies.

Section 1. Membership shall consist of paid members for the fiscal year July 1st to June 30th.

Section 2. Membership Term and Categories:

- A. The standard term of membership for individuals shall be one year.
 1. For accounting purposes the beginning and end of the membership term shall correspond with the beginning and end of the organization's fiscal year.
 2. Individual membership dues shall be set annually by the Board of Directors.
 3. The Board of Directors is authorized to establish discounted and multi-year individual membership provisions for special reasons as deemed appropriate.
 4. Rights and responsibilities of members shall be set forth in the Bylaws.
- B. The Board of Directors is authorized to establish membership categories to allow entities other than individuals to be designated as members of NCBS.
- C. Dues associated with each category shall be established annually by a vote of the Board of Directors.
- D. The rights and responsibilities associated with each non-individual membership category shall be set forth in the Bylaws.

Article XII Amending the Constitution

Changes to the Constitution may be proposed by any individual member of NCBS. The steps involved in amending the Constitution are as follows:

- A. The proposed change(s) must be submitted in writing to the Constitution and Bylaws Committee for review and consideration.
- B. The Committee in consultation with the individual proposing the changes will draft the language to be presented to the Board of Directors at the next scheduled meeting.
- C. If the Board approves of the proposed change(s) by a simple majority vote, the proposed change will be mailed to all paid voting members along with a ballot to be returned with a positive or negative vote on the proposed amendment.
- D. If two thirds (2/3) of the returned ballots support the proposed change(s) the change is adopted after formal notification of the membership at the next annual business meeting.