

MISSION STATEMENT

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The African American Archives Auxiliary (AAAA or “Quad A”) of the Western Reserve Historical Society (WRHS) was formerly known as the Black History Archives Project Advisory Committee. AAAA promotes appreciation for the role of African Americans in local and U.S. history.

WRHS established the African American Archives in 1970 to collect, catalogue, promote, and preserve the history and heritage of African Americans in the Western Reserve encompassing Northeast Ohio.

Since June of 1992, AAAA has actively supported the work of the Associate Curator for African American History, and the auxiliary continues to serve as the Society's link to the African American community at large.

The mission of the African American Archives Auxiliary includes:

1. Serving as an advocate for collecting and preserving evidence of African American contributions to both local and national history.
2. Assisting the Society's staff in the recruitment and selection of archivist(s) for the African American Archives and to encourage African Americans to enter the field of archival administration.
3. Encouraging broader staff diversity by working directly with the Historical Society in the recruitment and selection of additional supporting staff
4. Promoting broad scale appreciation of African American culture and enriching the promise of the nation's future through knowledge and cooperation

**The African American Archives Auxiliary
of
The Western Reserve Historical Society**

Bylaws

I. Name and Authority

- A. The name of this organization shall be the African American Archives Auxiliary (the AAAA or "Quad A").
- B. The AAAA shall function as a Recognized Auxiliary organization as specified in the Code of Regulations of the Western Reserve Historical Society (WRHS)

II. General Purpose

- A. The purpose of the AAAA is to further community awareness of the WRHS by sponsoring programs and special events consistent with the mission of the WRHS/AAAA; to support the Associate Curator for African American History; and to advise the WRHS staff regarding collections, development, exhibitions and programs.

III. Board of Trustees

- A. There shall be a Board of Trustees ("The Board") which shall consist of not less than nine persons nor more than twenty-seven persons, each, elected for a two-year term, or until her/his successor is elected.
- B. Candidates for election as Trustees shall be nominated by a Nominating and Trustees Committee. The Nominating and trustees Committee shall recommend candidates for election at the Annual Meeting. (Addition - new paragraph)
- C. A vacancy among Trustees, created by death, resignation or removal, may be filled by a majority vote of the remaining Trustees present at any meeting. The person filling such vacancy shall serve for the duration of the unexpired portion of the term of the Trustee to whose office such person succeeds. (Revised A trustee or an officer of the Board may be removed with just cause upon the recommendation of the Executive Committee and voted upon by the Trustees present in person at a meeting at which a quorum is present and for which prior written notice of such proposed removal has been mailed to all Trustees at least ten days before such meeting.
- D. All Board members are required to maintain an annual membership in AAAA\ WRHS. (Paragraph re-numbered)
- E. The policies, procedures and mission as determined and established by the Board shall remain in effect until changed or rescinded by further action of the Board.
- F. Emeriti members shall be those persons recommended and approved by the Board of Trustees for this category by virtue of being a past president or a member who has given outstanding service.

IV. Meetings

- A. The AAAA may meet monthly from January through June and September through December, and the Board shall have at least six regular meetings in a calendar year in accordance with a schedule to be determined at the beginning of each year, to be held on the third Saturday of the applicable month at 10:00 a.m., unless otherwise determined by the President.
- B. Special meeting of the Board may be called upon seven days prior written notice by the President, or in the case of the President's absence, death or disability, by the First Vice President or second Vice President or by at least four Trustees. Notice of a special meeting shall state the time, place and purpose thereof.
- C. One fourth of the current board of trustees shall constitute a quorum for a meeting of the Board.
- D. Action may be taken without a meeting upon the unanimous written consent of the Trustees.
- E. Trustees having four (4) unexcused absences in a calendar year may be removed as provided for in Section III, Paragraph D.

V. Annual Meeting

- A. On the third Saturday of June, the Trustees shall have an Annual Meeting at which they shall elect replacements for those Trustees whose terms expire that month. If the meeting is not held on that date, prior written notice of the date, time, place and purpose of such Annual Meeting shall be mailed to all Trustees and members of AAAA at least ten days before the meeting.
- B. At each Annual Meeting, one-half of the members of the Board shall be elected to a two year term beginning the following September 1st.

VI. Officers

- A. Officers shall be elected by majority vote at the Annual Meeting of the Trustees. The election of officers shall be held before the appointment of new Trustees so that Trustees whose terms of office end that month can participate in the election.
- B. The officers of the AAAA shall consist of a President, First Vice President, Second Vice President, Treasurer, Assistant Treasurer, Recording Secretary, Corresponding Secretary and such additional officers as the Trustees shall determine. All officers shall be elected for a term of two years and shall serve until their successors are duly elected.
- C. Officers shall have the following duties:
 - 1. The President shall preside at all meetings of the Board and Executive Committee and determine the agenda for each Board meeting. The President shall appoint committee chairs. And shall serve as an ex-officio member of each committee with the exception of the Nominating Committee. The President shall execute on behalf of the Board all such instruments or contracts as must be executed by an Officer or Trustee. The President may delegate certain of his/her duties as required to respond expeditiously to the needs of the AAAA.

2. The First Vice President shall assist the President and assume the powers and duties of the President if the President is absent or unable to act, or if the office of President is vacated. In case of the President's temporary absence, the First Vice President shall preside at meetings of the Board and the Executive Committee.

VII. The Second Vice President shall assist the President, and shall assume the powers and duties of the President if the President, and First Vice President are absent or unable to act, or if the offices of President, and First Vice President are all vacated. In case of the President's, and First Vice President's temporary absence, the Second Vice President shall preside at meetings of the Board and the Executive Committee.

1. The Treasurer shall keep or cause to be kept accurate records and accounts of all financial transactions for the AAAA.
 2. The Assistant Treasurer shall assist the Treasurer in keeping or causing to be kept accurate records and accounts of all financial transactions for the AAAA.
 3. The Recording Secretary shall keep or cause to be kept a record of the proceedings of all meetings of Trustees.
 4. The Corresponding Secretary shall be responsible for providing adequate notice of meetings to the Trustees and Members and all other correspondence.
- B. A vacancy occurring in any office shall be filled by a Trustee by majority vote of the Board at any meeting at which a quorum is present. The person filling such vacancy shall serve for the unexpired portion of the Officer's term to whose office such person succeeds.

VIII. Committees

A. Executive Committee

1. The Executive Committee shall consist of the Officers, the Committee Chairpersons, and other persons designated by the President.
2. The Executive Committee shall meet upon the call of the President who shall preside at such meetings.
3. Between meetings of the Trustees, a majority of the members of the Executive Committee shall exercise the powers of the Trustees as set forth in Article III hereof, and bring recommendations to the Board for action and ratification.
4. The Executive Committee shall monitor the overall performance of the Board.

IX. Standing Committees

1. The Standing Committees of the Board shall be:
 - a) Archives and Education
 - b) Budget and Finance
 - c) Fund Development
 - d) Membership and Marketing

- e) Program
- f) Nominating Committee (Addition- Sub-heading)
- g) Volunteer Committee

2. The Chair of each Committee shall be a Trustee appointed by the President. The Chair of each Committee shall appoint Trustees and non-Trustees to serve on the respective Committees.

B. The Board may appoint such other committees as may be necessary to perform functions for the AAAA.

X. Special Provisions

A. Conflicts of Interest

1. No Officer or Trustee shall receive compensation for services as an Officer or Trustee, but an Officer or Trustee may be reimbursed for actual expenses incurred in discharging the business of the AAAA where approved by the Board.
2. No Trustee shall vote upon any matter coming before the Board in which such Trustee or any member of such Trustee family has any direct or indirect financial, employment or property interest. Before the vote on any such matter, a full disclosure of the relationship shall be provided prior to the vote on such matter.

B. Indemnification

To the extent permitted by law, the AAAA shall indemnify each present and former Trustee and Officer. To the extent permitted by law, the AAAA may indemnify any present and former employee or agent. Indemnification shall include payment of expenses incurred by a present or former Trustee in defending any action, suit or proceeding related to such Trustee service to AAAA.

C. Amendments

The Code of Regulations may be amended by a majority vote of Trustees present at a meeting at which there is a quorum. Notice for such a meeting shall be sent to each Trustee at least thirty days in advance of such meeting.