

**BYLAWS OF THE
WEST AFRICAN RESEARCH ASSOCIATION (WARA), INC.**

**CHAPTER 1
NAME AND OBJECTIVE**

100. Name.

The name of this corporation shall be THE WEST AFRICAN RESEARCH ASSOCIATION (WARA).

101. Objectives.

The objectives of this Corporation shall be to facilitate scholarly research on West Africa and its diasporas and to encourage the exchange of scholars and scholarly information.

102. WARC.

WARA will administer a West African Research Center (WARC) and its programs.

102A. CAORC.

WARA is a member of the Council of American Overseas Research Centers (CAORC) based at the Smithsonian Institution. WARA is an autonomous entity, but it cooperates with CAORC in its capacity as a member.

**CHAPTER 2
OFFICE**

200. Office.

The Board of Directors shall fix the location of the principal executive office of the corporation at Boston University, Boston, Massachusetts in the United States of America but may at this discretion move the office to a different location if circumstances warrant.

201. Other Offices.

The Board of Directors may, at any time, establish subordinate offices at any location, within or outside the United States of America. All such offices shall be responsible to and report to the Board of Directors of this corporation.

**CHAPTER 3
DIRECTORS**

300. Number of Directors.

The authorized number of Directors of the corporation is thirteen (nine directors and four officers).

301. Term and Election of Directors.

(a) Directors shall be elected by the Members for a term of three years, and may choose to run for a second term, with the endorsement of the Executive Committee. One-third of the Directors shall be elected each year.

(b) Elections for Directors shall be held annually at any time prior to the Annual Meeting of the Board of Directors in the fall, at which meeting the tenure of the Directors newly elected shall commence. Election shall be by the ballot (written or electronic) of all Members whose membership is current.

(c) A vacancy occurring in the office of Director may be filled by the Board of Directors for the balance of the unexpired term and until a successor has been elected and qualified. If there is an intervening regular annual election, a substantive successor shall be elected at that meeting to fill the vacancy.

(d) The president, vice president, secretary, treasurer and immediate past president by virtue of election to office are ex-officio Directors and paragraphs (a) and (b) shall not apply to such officers. Such officers, other than the immediate past president, are elected to three-year terms by majority vote of the Board of Directors, pursuant to Section 501, and shall serve no more than two consecutive terms. A vacancy occurring in the office of an elected officer may be filled by the Board of Directors. An elected officer shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. A person appointed to fill a vacancy in the office of an elected officer shall hold office for the balance of the unexpired term and until a successor has been elected and qualified.

302. Resignation and Removal of Directors.

(a) Any Director may resign effective upon giving written notice at least two weeks in advance to the WARA president and the U.S. Director, unless the notice specifies a later time for the effectiveness of such resignation. The Board of Directors may declare vacant the office of a Director who has been absent without notice from one or more meetings of the Board of Directors. The Board shall take into account any extenuating circumstances that might account for such absences.

(b) Any or all of the Directors may be removed by the vote of a majority of the Members represented at a duly held regular or Special Meeting of the Members at which a quorum is present, or by electronic ballot of Members.

303. Meetings of the Board of Directors.

(a) Regular meetings of the Board of Directors shall be held in conjunction with the Annual Meeting of Members as specified in Section 703 of the Bylaws.

(b) A Special Meeting of the Board of Directors or of the Executive Committee may be called by the president.

(c) Notice of all regular and Special Meetings of the Board of Directors shall be given to all Directors. A notice need not include the purpose or agenda for the meeting. The notice must be in writing and delivered (e-mailed being an acceptable form of delivery) at least thirty (30) days before the meeting.

(d) Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another. Participation in a meeting by this means constitutes presence in person at such meeting.

(e) Two-thirds of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business.

(f) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice by phone or electronic messaging of the adjournment to another time or place shall, prior to the time of re-starting the adjourned meeting, be given to the Directors who were not present at the time of adjournment.

304. Required Vote of Directors.

Every act or decision done by a majority of the Directors present at a meeting duly convened at which a quorum is present is the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action or decision taken is approved by at least a majority of the required quorum for such meeting.

305. Written Consent of Directors.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

306. Committees.

(a) Each year the WARA Director in consultation with the President and / or the Board of Directors shall appoint a Fellowship Committee to award and distribute fellowships and grants. The Fellowship Committee shall have a reasonably balanced representation of academic disciplines and may include WARA Members who are not on the Board of Directors.

(b) The Board of Directors may establish and appoint any other committees, including, but not limited to, Program, Membership and Nominations, Newsletter, and Finance and Development Committees.

(c) The Executive Committee of the Board of Directors shall consist of the four board officers, the immediate past president and, in an ex-officio capacity, the U.S. Director.

(d) When practicable, All Members of the Board of Directors must serve on at least one standing committee at all times.

(e) Each standing committee will be responsible for submitting semiannual reports to the Board of Directors.

307. Compensation.

Directors and Officers shall receive no compensation, but shall be reimbursed for actual and necessary expenses in attending meetings and in carrying out the duties of their office, to the extent that funds are available.

CHAPTER 4 EXECUTIVE

400. Number of Executive Directors.

The authorized number of Executive Directors of the corporation is two. The U.S. Director in accordance with Section 404 (a) will lead the principal executive office of the corporation at Boston University in the United States of America. The WARC Director in accordance with Section 404 (b) will lead the activities of WARC in Dakar, Senegal. These offices may be moved to different locations and additional Directors or associate Directors may be appointed if circumstances warrant and in consultation with the Board of Directors.

401. Term of Executive Directors.

Executive Directors are appointed for three-year terms, renewable indefinitely on the written recommendation of the president and vice president, and subject to approval by a majority of the Board of Directors.

402. Resignation and Removal of Executive Directors.

Executive Directors may resign from office effective upon written notice of at least 4 weeks to the WARA president. An Executive Director may be removed on the written recommendation of the president and vice president for neglect of duties or actions that jeopardize the institutional integrity of WARA. The recommendation to the Board must detail the reasons for removal and be accepted by a 3/4 vote of the Board of Directors within 4 weeks of the recommendation.

403. Compensation.

The Executive Directors shall receive salaried compensation as determined by the Board of Directors, and shall be reimbursed for actual and necessary expenses in attending meetings and in carrying out the duties of their office, to the extent that funds are available.

404. Duties of Executive Directors.

(a) The U.S. Director shall lead the principal executive office of the corporation as noted in Section 400 of the Bylaws, supervise the activities of WARC as noted in Section 102 of the Bylaws, take primary responsibility for writing grant applications and reports, coordinate fellowship applications and act as a liaison to the Fellowship Committee, assume an active role in program development in consultation with the president of WARA and, in coordination with the Treasurer, be responsible for fiscal management of the association as outlined in WARA Fiscal Policies & Procedures. . The U.S. Director shall attend all meetings of the Members and of the Board of Directors.

(b) The WARC Director shall lead the activities of WARC in Dakar, Senegal as noted in Section 400 of the Bylaws, supervise WARC employees, and assume an active role in program development at WARC in consultation with the U.S. Director and the president. Subject to availability of funds, the WARC Director shall attend all meetings of the Members and of the Board of Directors.

CHAPTER 5 OFFICERS

500. Officers and Duties.

(a) The officers of the corporation are the president, the vice president, the secretary, the treasurer, and the immediate past president. These persons are Members of the Board.

(b) The president is the chief executive officer and general manager of the corporation. The president shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation and of its officers, employees and agents, including the right to employ, discharge and prescribe the duties and compensation of all employees and agents of the corporation, except where such matters are prescribed in the Bylaws or by the Board of Directors. The president shall preside at all meetings of the Members and of the Board of Directors. The president is authorized to sign all contracts, notes, conveyances and other papers, documents and instruments in writing in the name of the corporation.

(c) The vice president shall perform, under the direction of the president, duties and responsibilities in the management of the corporation or in one or more particular areas of its management, for example, serving on the Executive Committee, serving as a consultant or emergency substitute on any standing committee, and chairing ad hoc committees. In the event of the disability, resignation or removal of the president, the duties of the president shall be exercised by the vice president, until such time as a successor president is elected or the sitting president resumes normal powers.

(d) The secretary shall keep or cause to be kept the minute book of the corporation. The secretary shall sign in the name of the corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the secretary. If the corporation has a corporate seal, the secretary shall keep the seal and shall affix the seal

to membership certificates, if issued, and to other documents as appropriate or desired. The Board of Directors may by resolution authorize one or more assistant secretaries to perform, under the direction of the secretary, some or all of the duties of the secretary.

(e) The treasurer is the chief financial officer of the corporation, and in this capacity works closely with the U.S. Director. The treasurer is responsible for the receipt, maintenance and disbursement of all funds of the corporation and for the safekeeping of all securities of the corporation. The treasurer shall keep or cause to be kept books and records of account and records of all properties of the corporation. The treasurer shall prepare or cause to be prepared annually or more often if so directed by the Board of Directors or president, financial statements of the corporation.

(f) The immediate past president shall, under the direction of the president, perform special assignments and serve as an ex-officio Member of the Board of Directors and as a member of the Executive Committee.

501. Appointment and Removal of Officers.

(a) The officers provided for in paragraph (a) in Section 500 of the Bylaws, other than the immediate past president, shall be elected by a majority of the Board of Directors by written or electronic ballot. Such election shall occur before the Annual Meeting of Directors, such that officers are in place at the Annual Meeting of Directors.

(b) The resignation or removal of officers will follow the stipulations outlined in Section 302 of the Bylaws, with an officer being subject to the same treatment as is stipulated for a Director therein.

502. Execution of Instruments.

(a) Any and all instruments executed in the name of the corporation, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsement of checks and drafts received, certificates, applications and reports, shall be executed by the President and the U.S. Director or by such one or more officers, employees or agents of the corporation as the Board of Directors may from time to time authorize. Such authorization may be general or confined to specific instances.

(b) The respective offices and duties thereof as established and defined in section 500 of the Bylaws and by resolution of the Board of Directors include, except as otherwise provided, the authority to execute instruments in the name of the corporation when the execution of the instrument is incidental to carrying out the duties of the office.

(c) Notwithstanding any other provision of these Bylaws, no Director, officer, agent, or employee of the corporation shall have any power or authority to borrow money on the corporation's behalf, to pledge its credit, or to pledge its personal property, and no purchase of real property shall be made by the corporation, and the corporation shall not sell, mortgage or lease its real property, unless authorized by the vote of at least a majority of the Members.

CHAPTER 6 INDEMNIFICATION

600. Indemnification of Directors, Officers and Employees.

(a) The corporation may indemnify a Director, officer or employee under the provisions of section 5238 of the Corporation code, or pursuant to any contract entered into with any employee who is not an officer or Director.

(b) The corporation shall purchase and maintain insurance on behalf of any Director, officer or employee of the corporation against any liability asserted against or incurred by the Director, officer or employee in such capacity or arising out of the Director's, officer's, or employee's status as such, whether or not the corporation would have the power to indemnify the Director, officer or employee against such liability under the provisions of section 5238 of the Corporations Code.

CHAPTER 7 MEMBERS

700. Membership.

There are two types of Membership in the corporation: Institutional and Individual. Institutional Members are defined as academic and educational institutions and pay annual dues of \$250 or such amounts as set by the Board of Directors. Individuals shall be eligible to become Members of the corporation on application to the Board of Directors and payment of such annual dues as the Board of Directors may determine. Those persons who are granted fellowships or grants from the corporation shall be known as fellows of the corporation, and shall also pay such annual individual membership dues as the Board of Directors may determine.

701. Voting Rights.

(a) All Members whose membership is current shall be eligible to participate in the election of Directors.

(b) The heads of units that hold current institutional Membership shall be eligible to participate in the election of Directors provided that they are not individual Members. If the head of an Institutional Member is an individual Member, the deputy head or other officer duly nominated by the institutional Member shall vote on its behalf.

702. Ballot of Members.

(a) Whenever the Members are to vote for appointment of Directors or officers or on any proposal for action that could be taken at any annual, regular or Special Meeting of Members, the Members may, at the discretion of the Board of Directors, vote by written/electronic ballot without a meeting pursuant to this section of the Bylaws. Such a vote shall be deemed a meeting of the Members for the purposes of maintaining records of the corporation.

(b) In this case, a ballot shall be e-mailed to every Member entitled to vote on the matter pursuant to paragraph (b) of Section 705 of the Bylaws.

(c) The ballot shall set forth the time by which the ballot must be received in order to be counted and the minimum number of written ballots that must be returned to meet the quorum requirement. The U.S. Director may, if necessary, extend the ballot deadline in consultation with the president.

(d) If the vote is for any purpose other than the election/appointment of Directors or officers, the ballot shall:

(1) Set forth the proposal to be voted on, and for this purpose related proposals may be grouped as a single proposal for the written ballot.

(2) Offer the Member a choice between approval and disapproval on each such proposal.

(3) Specify that the proposal must be approved by a majority of the ballots voting on the proposal, provided that sufficient ballots are returned to meet the quorum requirement, or specify some greater vote as may be required by applicable law or by the articles of incorporation or the Bylaws.

703. Annual Meeting of Members.

The Annual Meeting of Members shall be held during the annual meeting of the African Studies Association, which is usually held sometime between the 30th day of September and the 31st day of December in each year.

704. Special Meetings of Members.

The Board of Directors or the president may call Special Meetings of the Members.

705. Notice of Meeting of Members.

(a) Notice of all Annual and Special Meetings of Members shall be given to all Members entitled to vote thereat not less than thirty (30) and not more than ninety (90) days before the day of the meeting. Such a notice shall state the place, date and hour of the meeting and (1) in the case of a Special Meeting, the general nature of business to be transacted, and no other business may be transacted, or (2) in the case of an Annual Meeting, those matters which the Board of Directors intends to present for action by the Members. The notice of any meeting at which Directors and officers are to be elected, or the notice of any election by ballot in which Directors and officers are to be elected, shall include the names of the nominees pursuant to section 301 of the Bylaws.

(b) Except as otherwise prescribed by the Board of Directors in particular instances or as otherwise provided by applicable law, the secretary shall prepare and give, or cause to be prepared and given, the notice of meetings of Members and the ballots of Members.

706. Member's Proxies.

(a) Every Member entitled to vote may authorize another person or persons to act as proxy with respect to such member's vote. Any proxy purported to be executed in accordance with this Bylaw shall be presumptively valid.

(b) A proxy shall be valid for only the meeting for which it is given.

707. Quorum for Meeting of Members

(a) Thirty percent (30%) of the total number of Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members.

(b) Members present at a duly convened meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

708. Voting for Directors.

In any election of Directors, the candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

709. Inspection Rights of Members.

(a) The accounting books and records and minutes of proceedings of meetings of Members and the Board of Directors and committees of the Board of Directors shall be open to inspection upon a written request to the corporation of any Member for a purpose reasonably related to such person's interest as a Member.

(b) Inspection by a Member pursuant to this Section of the Bylaws may be conducted in person by the member or by an agent or attorney, and the right of inspection includes the right to copy and make extracts.

(c) If any record subject to inspection under this Section is not maintained in written form, the corporation shall at its expense make such a record available in written form.

(d) A Member has the right to inspect and copy the list of names and addresses of Institutional Members. The names and addresses of Individual Members may be copied only if each such Individual Member has consented to such copying at the inception or renewal of his/her Individual Membership.

710. Unanimous Written Consent of Members.

Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members shall individually or collectively consent in writing to the action. Written consents shall be filed with the minutes of the proceedings of the Members. Any action taken pursuant to the written consent of Members shall have the same effect as the unanimous vote of the Members.

711. Withdrawal of Member.

(a) A Member may withdraw from membership at any time by not renewing the membership.

(b) Withdrawal shall not relieve the resigning Member from any obligation for charges incurred, services or benefits actually rendered, dues, assessment of fees, arising from

contract or otherwise, and shall not diminish any right of the corporation to enforce any such obligation or obtain damages for its breach.

712. Expulsion and Suspension.

(a) A Member may be expelled or suspended from membership by the Board of Directors for serious ethical breaches that damage or have the potential to damage the reputation of the corporation.

713. Dues.

(a) Members shall pay annual membership dues as stipulated in Section 700 of these Bylaws.

(b) Membership dues paid for each fiscal year expires at the end of that fiscal year and members shall pay their annual dues for the next fiscal year within 90 (Ninety) days of the beginning of the new fiscal year, after which the membership of any Member that has not paid the annual dues shall be deemed to have lapsed and the Member shall no longer enjoy the benefits of membership including receiving notices of meetings and the right to attend and vote at meetings.

(c) Any member whose membership lapsed as a result of failure to pay the annual membership dues may re-apply for membership in accordance with Section 700 of the Bylaws.

CHAPTER 8 AMENDMENT

800. Amendment of Articles.

The amendment of the articles of incorporation of this corporation is as stipulated by law of the District of Columbia and in general requires the approval of the Board of Directors pursuant to Section 304 of the Bylaws, the approval of the Members pursuant to section 702 of the Bylaws, and the filing of a certificate of the amendment with the District of Columbia.

801. Amendment of Bylaws.

After the initial adoption of these Bylaws by the Board of Directors and the admitting of the first Members into the corporation, amendment of the Bylaws shall require the approval of a majority of all the Members pursuant to Section 702 of the Bylaws irrespective of the number of Members that actually vote on the proposed amendment.

CHAPTER 9 RECORDS

900. Minute Book.

The corporation shall keep or cause to be kept a minute book which shall contain: (a) the record of all meetings of the Board of Directors including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of the minutes of meeting, unanimous written consents to action of the Board of Directors without a meeting, and similarly as to meetings of committees of the Board of Directors.

(b) The record of all meetings of the Members including date, place, Members present in person or by proxy, the proceedings of the meetings, copies of notices of meetings and when and how given, any affidavit as to the mailing or giving of notices, written waivers of notices of meeting, written consents to the holding of meetings, written approval of the minutes of the meetings, unanimous written consents of Members to actions without a meeting, and the report of action by Members by written ballot, including a copy of the form of written ballot and any affidavit as to the mailing of written ballots.

(c) A copy of the articles of incorporation and all amendments thereof and a copy of all certificates filed with the District of Columbia.

(d) A copy of the Bylaws as amended, duly certified by the Secretary.

901. Annual Report.

(a) Financial statements shall be prepared as soon as reasonably practicable after close of the fiscal year. The financial statements shall contain in appropriate detail the following:

(1) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(3) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the corporation for both general and restrictive purposes, during the fiscal year.

(b) Any report furnished to Directors or Members of the corporation which includes the financial statements prescribed by paragraph (a) shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of corporation.

(c) A report including the financial statements prescribed by paragraph (a) shall be furnished annually to all Directors of the corporation.

(d) An annual report including the financial statements prescribed by paragraph (a) shall be presented at the Annual Meeting or can be requested by Members. The annual report shall also include a statement informing the Members of the place where the record of the names and addresses of the current Members is located.

902. Report of Transactions and Indemnifications.

The corporation shall mail to all Members a statement of any transaction between the corporation and any of its officers or Directors or of any indemnification paid to any officer or Director if, and to the extent, required by Section 6322 of the Corporations Code. The statement may be included in the annual report mailed to Members. If, pursuant to Section 901 of the Bylaws, an annual report is not sent to Members, statements shall be mailed within 120 days after the close of the fiscal year.

AD HOC BYLAWS COMMITTEE: 2009-2010

Wendy Wilson Fall
Maria Grosz-Ngaté
Scott M. Youngstedt

Adopted by General Vote: December 2010

Subsequent revisions:

Chapter 3, 301(d) Revisions reviewed and approved by the Executive Committee, May 2011 (Pertaining to the terms of board officers, indicating that an officer may elect to serve a second two-year term)

Reviewed and provisional revisions proposed by Cynthia Ezeani, Esq., LLM, July 2013