

**The Constitution and Bylaws of
The Association for the Study of the Worldwide African Diaspora (ASWAD)**

[Prepared October 2000

Revised November 2019

Revised January 2022

Revised October 2025]

CONSTITUTION

Mission Statement

The Association for the Study of the Worldwide African Diaspora (ASWAD) is a not-for-profit, tax deductible organization of international scholars seeking to further our understanding of Africa and the African Diaspora, that is, the dispersal of people of African descent throughout the world. Through the examination of history, dance, anthropology, literature, women's studies, education, geology, political science, sociology, language, art, music, film, theater, biology, photography, etc., we seek to share the most recent research both within and across disciplinary and other conventional boundaries. We seek to do this by way of conferences and symposia held periodically, as well as through publications. In addition, we look for ways to share our work with students and the general community and to achieve a praxis, via membership consensus, whereby the organization can make meaningful interventions into the everyday lives and struggles of people of African descent throughout the world, as invited by those people of African descent. All who share such interests are welcome to join ASWAD.

BYLAWS

Article I: Name and Offices

Section 1.01 The name of this organization shall be The Association for the Study of The Worldwide African Diaspora, Incorporated. Its acronym shall be **ASWAD**. The principal office of the Corporation shall be located in the County of New York, State of New York. The Corporation may also have other offices within and without the State of New York as the Board of Directors (the "Board") may from time to time determine or the business of the Corporation may require.

Article II: Purpose

Section 2.01 The purpose of the Corporation shall be those set forth in the Certificate of Incorporation, which reads as follows:

- To encourage the highest caliber of academic scholarship regarding the African Diaspora (which is, the dispersal of people of African descent throughout the world and over time. As such the African Diaspora is in every way analogous to the Jewish Diaspora, the Indian Diaspora [from the subcontinent], etc.).

- To provide regular forums, such as conferences, symposia, lectures, etc., where scholars can meet and exchange ideas, research findings, etc.
- To encourage the publication of research and information on the African Diaspora
- To help educate a larger public, who are not necessarily a part of formal academia, regarding the African Diaspora.
- To foster dialogue across all ethnic, religious, and geographic boundaries on the subject of the African Diaspora. To this end, this corporation's membership is open to any and all interested parties.
- To assume a position of academic leadership in the manner similar to such organizations as the American Studies Association, the American Historical Association, the African Studies Association, and other comparable professional academic associations.

Article III: Governance

Section 3.01: The Association for the Study of the Worldwide African Diaspora shall be governed by its Bylaws, and such other actions as ASWAD and its members may make consistent therewith.

Section 3.02: The governing structure shall be composed as follows: The Board of Directors ("Board"), The Elections Committee, The Governance Committee, The Finance Committee, and The Ad Hoc Committee(s).

Article IV: Membership and Dues

Section 4.01 Membership in ASWAD is open to all, both scholars and other interested persons.

Section 4.02 There are various categories of membership and corresponding levels of dues. Dues paid in full are required for membership to be in good standing. All levels of dues shall be set by the Board, with the understanding that members based outside North America and Europe will pay reduced amounts in each category.

Educator Membership.

A full academic member of ASWAD is any person employed at a college, university, or other place of learning for a given membership year.

Retired/Emerita Membership.

Any person who has retired.

Student Membership.

A student member of ASWAD is any college/university student.

General Membership.

This membership is applicable to any person who does not belong to either of the first three categories.

Institutional Membership.

This membership is applicable to collective or corporate entities, such as universities, or units within universities.

Lifetime Membership.

Any individual can qualify for this category of membership.

Section 4.03 Renewal of Membership. Membership is renewed through paying dues, and all members must renew their membership (except for Lifetime Members) in order to be in good standing. The membership coincides with the calendar year. In an election year, membership must be active in order to vote or stand for election.

Section 4.04 Qualification of Membership. All rights and privileges outlined in this document are applicable only to members in good standing; that is, those who have renewed their membership (except for Lifetime Members, who need not renew their membership).

Article V: The Board of Directors

Section 5.01

5.01.01 Membership. The Board of Directors (Board) shall consist of no more than twenty-one (21) persons, including: a President, a Vice President, Secretary, and Treasurer.

5.01.02 Eligibility Each member of the Board except for Graduate Student Representatives shall be a member of ASWAD in good standing and have been so for at least two (2) years prior to election and have attended at least one biennial conference. Graduate Student Representatives must be a member in good standing but are not required to have attended a conference.

Section 5.02. Terms, Term Limits, and Process of Removal

5.02.01 The number of Board members shall be no more than 21 and no less than 15. Members of the Board shall serve for one (1) term of four (4) years. Within the specified limits, the number of Board members can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Board and no decrease shall shorten the term of any Board member then in office.

5.02.02 Individuals may stand for election to serve a second term, but no one is permitted to serve more than two terms (or eight years) on the Board unless elected to

serve as an officer. If elected as an officer, an individual may not serve as an officer or Board member for longer than a total of twelve years.

5.02.03 The President, Secretary, and Treasurer shall each serve for one (1) term of four (4) years. The Vice President shall serve one (1) term of two (2) years.

5.02.04 Elections to the Board shall be staggered so that the term of office of approximately one-half of the Board expires every election. This will help ensure both continuity and stability.

5.02.05 In the event that any member of the Board cannot serve out their term, the President and Secretary will review the previous election results and invite the person who received the next largest number of votes to fill the vacant position on the Board. If that person declines to serve, the President and Secretary shall repeat that process until someone from the previous election agrees to serve. The years served in this term count toward the eight-year limit. If no one is eligible or willing to serve, the Board shall hold a vote to either leave the position vacant until the next regular election or seek nominations from the membership for a special election.

5.02.06 If the President is unable to complete their term, the Vice President will assume leadership of the organization until a special election can be held. Such an election must be held within one month after the President vacates office. If any other officer (Vice President, Secretary or Treasurer) is unable to complete their term, the Board will select a replacement from within the existing Board. If no replacement can be found within the Board, the Secretary and an additional Officer may review the previous election results and invite the person who received the next largest number of votes to fill the vacant position on the Board. If no one is eligible or willing to serve, the Board shall hold a vote to either leave the position vacant until the next regular election or seek nominations from the membership for a special election.

5.02.07 In the event that any member of the Board—including the officers—shall be found derelict, incompetent, or guilty of malfeasance, the Board, by a two-thirds (2/3) majority vote, may remove and replace that person using the methods outlined in section 6.01.02.

5.02.08 The affairs and property of the Corporation shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

5.02.09 To become a Board member, a person shall be nominated and elected as outlined in Article IX. Board members shall hold office until the election and qualification of a successor, or until such member's death, resignation, or removal. If a member's term is shortened due to death, resignation, or removal, the provisions

outlined in Sections 5.02.05 and 5.02.07 shall apply to determine the process for filling the vacancy.

5.02.10 Each Board member shall be at least 18 years of age. They may be graduate students, postdoctoral scholars, faculty, independent scholars, or practitioners whose work focuses on Africa and/or the African Diaspora. Board members may be based in any country. Two designated graduate student seats shall be available on the Board according to Section 5.03. Board members are expected to regularly attend board meetings, actively serve on and chair committees, and provide financial contributions to the organization.

5.02.11 Any Board member may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

5.02.12 The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or as determined by the board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

5.02.13 Notice of a meeting may be sent by telephone or electronic mail directed to each Board member using their contact information as it appears on the records of the Corporation. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each Board member not less than thirty (30) days before such meeting. Notice of a special meeting of the Board must be given to each member not less than thirty (30) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a Board member who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such Board member.

5.02.14 At each meeting of the Board, except as otherwise provided by law, the certificate of incorporation, or these bylaws, the presence of a majority of the Board shall constitute a quorum for the transaction of business or any specified item of

business. If a quorum is not present at any meeting of the Board, a majority of the Board members present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any members who were not present at the time of the adjournment.

5.02.15 Except as otherwise provided by law, the certificate of incorporation, or these bylaws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

5.02.16 Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each member can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

5.02.17 Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

5.02.18 The Corporation shall not pay compensation to Board members for services rendered to the Corporation in their capacity as Board members, except that they may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A Board member may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from their responsibilities as a Board member when so authorized by a majority of the members then in office and in accordance with Section 13.01 of these bylaws.

Section 5.03 Graduate Student Representatives

5.03.01 ASWAD shall encourage student perspectives and the cultivation of new leadership by reserving two positions on the Board specifically for graduate student representatives.

5.03.02 Graduate student Board members are nominated and voted upon by the membership and serve two-year terms.

5.03.03 If a graduate representative completes the requirements for the Ph.D. before their term expires, they will vacate the position and the Board will elect another representative to fill the vacancy.

5.03.04 Graduate student members should be active members of ASWAD but are not required to have attended a prior conference.

5.03.05 If, after completing their doctoral degree, a former graduate student representative would like to stand for election to the Board as a regular member, the two years spent as a graduate representative will not count toward their eight-year limit.

Section 5.04. Duties

5.04.01 The Board shall be responsible for the overall governance of ASWAD and shall act for the body when it is not in session.

5.04.02 The Board shall appoint committees as it deems necessary to carry out the objectives of ASWAD.

5.04.03 The Board shall enforce the objectives, rights, and wishes of the membership.

Article VI: Officers, Board of Directors, and Advisory Council Members

Section 1. Executive Officers and Board of Directors.

6.01 **Executive Officers.** The Officers of the Corporation of ASWAD (the “Executive Officers”) shall consist of a President, Vice President, Secretary, Treasurer and Communications Officer. The specific duties for each officer are articulated in Exhibit D below.

6.01.01 The officers of the Corporation shall be elected bi-annually by a majority vote of the members and each officer shall hold office until such officer’s successor is elected and qualified or until such officer’s earlier death, resignation, or removal. All officers shall be subject to the supervision and direction of the Board.

6.01.02 Any officer of the Board may be removed at any time, in accordance with Article V: 5.02.07

6.01.03 Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

6.01.04 A vacancy in any office arising from any cause shall be filled in accordance with the provisions provided in Article V: 5.02.05 for the unexpired portion of the term by the Board.

Section 2. Executive Officer Eligibility and Qualifications

6.02.01 **Eligibility** Any ASWAD member may be nominated to stand for election as an ASWAD officer, provided that they meet the following eligibility requirements: potential candidates must be a member of ASWAD in good standing and have been so for at least two (2) years prior to election. In addition, candidates for president must have attended at least two biennial conferences, and candidates for Vice President, Secretary, and Treasurer must have attended at least one biennial conference.

ASWAD members who have previously served as officers or Board members are eligible to stand for election as ASWAD officers. Prior service on the Board or on the Executive Officer team shall not preclude any ASWAD member in good standing from seeking election as an officer.

6.02.02 **Qualifications** As indicated in Article VII, Section 7.02, officer candidates must demonstrate significant leadership capacity and vision in order to be placed on the election slate. The Elections Committee, as described in Section 7.02, will review each nominee's eligibility and prepare an assessment of their qualifications to serve.

Section 3. Advisory Council

6.03.01 ASWAD shall have an Advisory Council composed of previous members of the Board in an effort to take full advantage of the expertise and organizational memory represented in the former Board members.

6.03.02 **Composition:** The total number of members of the Advisory Council shall be a maximum of 10.

6.03.03 **Term of Office:** The term of office for the Advisory Council shall be four years, with start and end dates coinciding with that of the Board. Terms are renewable.

6.03.04 **Eligibility:** All former members of the ASWAD Board in good standing, including officers and the immediate past president, are eligible to serve on the Advisory Council upon completion of their term of office.

6.04.05 **Selection:** The members of the Advisory Council shall be appointed by the members of the Board. Selection and notification will take place no more than three months after the biennial conference meeting and the outlining of administrative objectives.

6.04.06 Should a member of the Advisory Council be deemed by the officers to have acted in a manner contrary to the interests of ASWAD, s/he shall be removed from the Advisory Council by a three-fourths (3/4) majority vote.

6.04.07 The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine.

6.05 Procedures of Accountability

6.05.01 Officers who handle funds, the President and the Treasurer, must submit an annual report to the Board that specifies all deposits and expenditures.

6.05.02 The organization must comply with all financial review and audit practices required by state and federal law. The board of directors will select an independent professional firm to execute this.

Article VII: Committees

The following committees shall be appointed by the President of ASWAD with the approval of the Board: The Finance Committee, the Elections Committee, the Amendments Committee, and Ad Hoc Committee(s).

Section 7.01 The Elections Committee shall present the names of candidates for various offices to the Board, to be elected by the membership-at-large. The Elections Committee shall be composed of 5 persons, at least 2 of whom may include former ASWAD presidents, with the remaining 3 some combination of current or former Officers and Board Members in good standing, all serving at the invitation of the current ASWAD Board. The Committee will review eligibility and prepare an assessment of candidates' requisite leadership capacity and vision and shall present the names of candidates for various offices to the Board, to be elected by the membership-at-large.

Section 7.02 The Governance Committee, appointed by the current ASWAD President from among former Officers and current Board Members, shall be responsible for preparing items for amendment and rescission, as outlined in the Bylaws.

Section 7.03 The Finance committee shall be comprised of current Board members and shall prepare an annual budget for approval by the Board, provide recommendations for the organization's investments, and provide oversight for the organization's financial review and audit processes.

Section 7.04 Ad-hoc Committees The Board may create special ad-hoc committees to support the work of ASWAD. Such committees shall be constituted by the Board and may include Board members and/or ASWAD members at large.

Section 7.05 Quorum Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board. the finance committee

Section 7.06 The Board may designate one (1) or more Board members as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

Article VIII: Meetings and Member Rights

Section 8.01 Board Meetings

8.01.01 The Board shall meet at least once a year, either in person or virtually. The Board may also convene at other times as the need arises.

8.01.02 Voting members shall be the entire elected membership of the Board.

8.01.03 A majority of the Board members then in office shall constitute a quorum.

Section 8.02 Meetings of the Membership

8.02.01 The general business meeting shall take place at the biennial conference, at which time policies shall be set for the next two years. Voting shall be restricted to active members, unless a proxy is obtained as outlined in Section 9.01.04 .

8.02.02 Items to be voted on at the general business meeting must appear on an agenda approved by the Elections and Amendments Committee and prepared by the Secretary and circulated to all members no less than 30 days before the general business meeting. Notification via the internet is an acceptable means of communication.

Section 8.03 Annual Meeting

8.03.01 The Annual Meeting of Members, including the delivery of a financial statement, shall be held each year at a place, time, and date,, as may be fixed by the Board, or, if not so fixed, as may be determined by the President. The Board may, in its sole

discretion, determine that the Annual Meeting of Members may be held solely by electronic communication, as more fully set forth in Section 8.03.03.

8.03.02 Special meetings of the Members shall be held whenever called by resolution of the Board or the President, if any, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary, upon receiving written demand or resolution shall promptly give notice of such meeting as provided in the organization's policies, or if the Secretary fails to do so within seven business days thereafter, any Member signing such demand may give such notice. The President of the Corporation shall preside at the meetings of the Members, or in the absence of the President, the Vice President shall preside. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present. The Board may, in its sole discretion, determine that the meeting be held solely by electronic communication as more fully set forth in Section 8.03.03

8.03.03 If the Board, in its sole discretion, determines that the Annual Meeting of the Members or any special meeting of the Members shall be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. If the meeting is to be held at a physical location, the Board may, in its sole discretion, authorize members not physically present, in person or by proxy, at such meeting to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the Members at such meeting by means of electronic communication.

Additionally, when a meeting is conducted in whole or in part via electronic communication, Members attending virtually shall be permitted to cast their votes electronically through a secure and verifiable platform as determined by the Board. A member participating in a Members' meeting by such means is deemed to be present in person at the meeting.

8.03.04 Written or electronic notice of each member meeting shall be given by electronic transmission, to each Member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice shall state (i) the place, date, and hour of the meeting, (ii) the means of electronic communications, if any, by which members and proxy holders may participate in the proceedings of the meeting and vote at such meeting, and (iii) unless it is the Annual Meeting of the Members, the purpose or purposes for which the meeting is called and indicate that the notice is being issued by or at the discretion of the person or persons calling the meeting.

8.03.05 At all meetings of Members, ten percent (10%) of the Members eligible to vote or one hundred (100) Members eligible to vote, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a

quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present.

Section 8.04 Rights of the Membership

In that spirit, ASWAD members are empowered with the following rights.

8.04.01 Any member can initiate an item for consideration for amendment or rescission at the general business meeting by submitting a written request to the Board of Directors. Such requests must be submitted at least one week prior to the general business meeting. Upon receipt, the item will be added to the business meeting agenda described in section 8.02.

8.04.02 The membership-at-large has the right to express, by a simple majority vote, its interest in endorsing, amending, or rescinding any act, decision, or resolution made by the Board of Directors. Such a vote shall be advisory only and not binding on the Board.

Article IX. Elections and Voting

Section 9.01 Elections

9.01.01 Elections will take place every two years, in the April immediately preceding the biennial meeting. The procedure for elections is articulated in Exhibit C below.

9.01.02 Newly-elected officers and members of the Board will assume office during the second Board meeting of the biennial conference.

9.01.03 Except as otherwise provided by statute or these bylaws, the vote of a majority of the members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board (45 days) before the date of the meeting.

9.01.04 Every member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person to act for such Member by proxy. Every proxy must be in writing and signed by the Member or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. The proxy must be an ASWAD member in good standing. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation

or, upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting.

9.01.05 Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Members. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the Member.

ARTICLE X. Execution of Instruments

10.01 The Board, subject to the provisions of Section 10.01 and the Corporation's Conflict of Interest Policy, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

10.02 The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

Article XI. Indemnification and Insurance

11.01 The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or such person's testator or intestate, was a Board member or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees. No indemnification may be made to or on behalf of any such person if (a) such person's acts were committed in bad faith or were the result of such person's active and deliberate dishonesty and were material to such action or proceeding or (b) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

11.02 Expenses incurred by a Board member or officer in connection with any action or proceeding as to which indemnification shall be given under Section 11.01 may be paid by the Corporation in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found (a) not to be entitled to indemnification; or (b) where indemnification is granted, to the extent that the advanced expenses exceed the indemnification to which the director or officer is entitled.

11.03 The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 11.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 11.01 above.

Article XII. General Provisions

12.01 The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

12.02 The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Article XIII. Amendments

13.01 These bylaws may be amended by a majority vote of members at any business meeting at which a quorum is present during the biennial general conference.

13.02 Amendments to the bylaws shall be adopted at a special meeting of the members or at the Annual Meeting of Members. Prior to the adoption, the proposed bylaws must be circulated to the Members no later than 45 days prior to the general meeting to adopt the bylaws. A majority of the votes cast at the meeting of Members to adopt the bylaws shall be the act of the Members.

Article XIV. Non-Discrimination

14.01 In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual orientation, mental or physical handicap, or any category protected by state or federal law.

Article XV. Reference to Certificate of Incorporation

15.01 References in these bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these bylaws. In the event of a conflict between the Certificate of Incorporation and these bylaws, the Certificate of Incorporation shall govern.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the constitution and bylaws of The Association for the Study of Worldwide African Diaspora (ASWAD), a New York not-for-profit corporation, as in effect on the date hereof.

[NAME/SIGNATURE]

Date:

Name:

Title: Secretary of Corporation

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