

**THE AFRICA BUSINESS AND ENTREPRENEURSHIP
RESEARCH SOCIETY
(ABERS)**

BY-LAWS

(NOVEMBER 2012 and AMENDED APRIL 4, 2015, May 21, 2016)

ARTICLE I **NAME AND PURPOSE**

Section 1: Name.

Activities shall be carried out under the name of the underlying professional association, **THE AFRICA BUSINESS AND ENTREPRENEURSHIP RESEARCH SOCIETY (ABERS)**, and governed by its constitution, as approved by the members on May 24, 2013 and revised on April 4, 2015 and May 21, 2016.

Section 2: Purpose.

The purpose shall be

- a. to build a network of academic and research institutions with business and entrepreneurship interest in Africa;
- b. to foster an enhanced understanding of business and entrepreneurship in Africa among academics and business professionals and to provide for an exchange of ideas by organizing seminars and workshops and conferences;
- c. to promote academic and professional research and publications on issues related to business and entrepreneurship in Africa through the distribution of an academic journal, professional periodical and other medias;
- d. to encourage the study of Africa-related business and entrepreneurship in colleges and universities; to conduct such other activities as may be appropriate for a nonprofit, professional society in the area of business and entrepreneurship in Africa;
- e. to provide for the mutual association of persons with an interest in promoting business and entrepreneurship in Africa.

ARTICLE II OFFICES

The ABERS shall have and continuously maintain in the state of New York (United States of America) a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or outside the state of New York (United States of America) as the Board of Directors may from time to time determine.

ARTICLE III MEMBERSHIP

Section 1: Qualifications and classes of members:

Active members are qualified individuals or institutions in a good standing that pay dues. To become active member, individual or institution must submit a proper application to Executive Secretary and Treasurer and pay dues as prescribed. The society shall have five classes of active members:

- a. Individual Members: Membership is open to university and college faculty and graduate students involved in teaching or research in business and entrepreneurship or related areas with professional interest in Africa, to business professionals and entrepreneurs with interest in Africa.
- b. Institutional Members: Membership is open to any academic, research or development institution, non-government organization or private business with an interest in Business and Entrepreneurship in Africa.
- c. Sustaining Members: The Board of Directors shall have the power to establish sustaining memberships in the ABERS and to fix from time to time the amount of dues therefore. Sustaining Membership shall be available to such members, individuals or institutions, as are willing, for the support of the general work of the ABERS, to pay such amount as annual dues in any year, in lieu of the dues prescribed. A member who elects to be a Sustaining Member in any year shall not be obligated thereby to continue as such in any subsequent year. Sustaining member shall have the same rights and privileges as pertain to an active member.
- d. Lifetime Members: Lifetime members are Active Members and retain that status for life without additional dues. The Board of Directors shall have the power to establish lifetime memberships in the ABERS and to fix from time to time the amount of lifetime membership dues therefore. Lifetime membership shall be available to such members as are willing, for the support of the general work of the ABERS, to pay special amount, in lieu of the prescribed annual dues. Lifetime members

shall have the same rights and privileges as pertain to an active member.

- e. Student Members: Student Membership is open to university and college graduate and undergraduate students in business and entrepreneurship or related areas with interest in Africa.

Section 2: Annual Meetings of the Membership.

There shall be at least one meeting of the membership each year; special meetings may be called by the president upon other occasions. All members of the ABERS shall receive written notice of ABERS meetings at least 30 days in advance. The Board of Directors shall determine that proper notice has been given and if necessary, give such notice. A quorum shall consist of the lesser of ten voting members or one-tenth of the total voting membership.

Section 3: Fellows of the Africa Business and Entrepreneurship Research Society.

Members of the ABERS may be elected Fellows of the ABERS to recognize their distinguished contributions to research in business and entrepreneurship with focus on Africa. Each year, no more than five members shall be nominated as Fellows of the ABERS by the scientific committee of the *Journal of Africa Business and Entrepreneurship Research (JABER)*.

From those nominated, the current fellows and the Board of Directors shall elect annually one member as a fellow. The immediate past president shall chair the election, which is to take place prior to the next annual meeting.

Section 4: Constituent Student Associations or Student Chapter of ABERS.

- a. Any school having active ABERS members and whose students have submitted the official application for ABERS Student Constituency Status or Student Chapter of ABERS containing areas of conformity and upon meeting such other policies as the ABERS Board of Directors may determine, shall be recognized as a Student Chapter of ABERS.
- b. Recognized constituents shall be composed of at least 10 members from a school or the total enrollment if less than 10, and have filed the official application for ABERS Constituency Status. This requirement of 10 or more members must be met on a date eight weeks prior to the ABERS Annual Meetings. There shall be only one chapter on each school campus.
- c. For yearly recognition as a constituent, constituent associations shall be required to submit the names of their officers annually to ABERS Executive Officer. A constituent association which fails to comply with the bylaws and policies of ABERS shall have its

status as a constituent revoked by a 2/3 vote by the Board of Directors, provided that written notice of proposed revocation had been given at least two months prior to the vote and the constituent association is given the opportunity to be heard.

- d. Constituent Student Associations or the Student Chapters of ABERS are entities separate and apart from ABERS in their administration of activities with ABERS exercising no supervision or control over these immediate and regular activities. ABERS has no liability for a loss, damages, or injuries sustained by third parties as a result of the negligence or acts of school chapters or the members thereof. In the event any legal proceeding is brought against ABERS as a result of such acts of omission or commission by a school chapter, said school chapter will indemnify and hold harmless the ABERS from any liability.

Section 5: Voting Rights.

One vote may be cast by each member. Unless otherwise specified in these by-laws, motions shall be carried by a majority of those present and voting.

Section 6: Termination of Membership.

The Board of Directors by affirmative vote of two-thirds of all of the members of the board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member, or suspend or expel any member who becomes in default in the payment of dues or his or her behavior is damaging to the reputation of ABERS.

Section 7: Resignation.

Any member may resign by filing a written resignation with the Executive Secretary and Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 8: Transfer of Membership.

Membership in ABERS is not transferable or assignable.

ARTICLE IV **DUES**

Section 1: The amount of annual dues shall be determined from time to time by the Executive Secretary and Treasurer as confirmed by a majority of the Board of Directors.

Section 2: Dues shall be payable in advance on the first day of June.

ARTICLE V **THE BOARD OF EXECUTIVE DIRECTORS**

Section 1: Structure of the Board

The Board of Directors shall consist of at least nine members, including seven officers (President, immediate Past President, VP-Program, VP-Program-elect, VP Conference Chair and Program Co-Chair, Editor of Publications, and Executive Secretary and Treasurer), and other members elected at large serving two-year terms (with elections staggered, two elected per year) and renewable. If a director at large is elected to be an officer, a substitute director shall be selected by the board of directors.

Section 2: Powers and Responsibilities

During its term of office, the Board of Directors, through its representatives, such as the Executive Committee or Executive Secretary and Treasurer, shall have responsibility for managing the affairs of ABERS. The Board of Directors shall report to the membership at the annual meetings. Between meetings of the Board of Directors, the Executive Committee shall perform the duties of the board, and shall report on its actions to the board at its next meeting. The Executive Committee shall have the power to appoint officers and take all other actions necessary to carry out the purposes of ABERS.

Section 3: Executive Committee of the Board

The Executive Committee shall consist of the President, VP-Program, the Editor of Publications and the Executive Secretary and Treasurer. The committee shall meet at the call of the President or upon petition of the other two members.

Section 4: Annual Meetings of the Board of Directors

The Board of Directors shall generally meet twice a year, but a minimum of once a year at the annual meetings of membership. Directors shall be notified by the Executive Secretary and Treasurer at least one month in advance of any meeting date.

All motions shall be carried by a majority vote of the directors present and voting. Minutes shall be kept of all meetings of the ABERS under the supervision of the Executive Secretary and Treasurer.

Section 5: Special Meetings of the Board.

Special meetings of the board may be called by the President at any reasonable time, and must be called within one month of receiving a written request by two directors.

Section 6: Presence at Meeting by Telephone or through Electronic Communications Means

Any one or more directors may participate in any meeting of the Board of Directors, and any one or more committee members may participate in any committee meeting, by means of a conference telephone or similar equipment allowing all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 7: Voting

Except as otherwise required by law or by these By-Laws, each matter shall be decided by a vote of a majority of the directors present at the time of the vote, if a quorum is then present.

Section 8: Quorum and Adjournments

Except as otherwise required by law, the presence at any meeting of the Board of Directors of at least three directors shall constitute a quorum for the transaction of business. Whether or not a quorum is present, a majority of the directors present at the appointed time and place of the meeting may adjourn the meeting to another time or place or both. At any duly adjourned meeting at which a quorum is then present, any business may be transacted at the meeting as originally called.

Section 9: Vacancies

If a vacancy occurs on the board during an unexpired term, a new director or officer shall be selected by the remaining board members to serve until the next annual election, at which time the nominating committee will nominate replacements to be elected to serve in the vacant post.

Section 10: Resignations.

Any director may resign at any time by delivering a written resignation to the President or Executive Secretary and Treasurer. The acceptance of any such resignation, unless required by the terms hereof, shall not be necessary to make the same effective.

Section 11: Removal.

Any director may be removed at any time for cause by the vote of the Board of Directors, provided that there is a quorum of not less than a majority present at the meeting of the Board of Directors at which such action is taken. Any director may be removed for cause or without cause by the members at a membership meeting for which notice has been duly given.

ARTICLE VI OFFICERS

Section 1 Officers

The officers of the ABERS shall be a President, a Vice-President for Program, an Editor of Publications, a Vice President Conference Chair and Program Co-Chair, Vice President - Communication and Membership and an Executive Secretary and Treasurer.

Section 2: Officers to be elected by the Membership.

- a. The President: The nominating committee shall make nominations, with the approval of the board of directors, for the position of President. The President is elected to a two-year term by the membership and renewable.
- b. The Vice-President Program: The nominating committee shall make nominations, with the approval of the Board of Directors, for the position of vice-president program. The VP-program is elected to a two-year term by the membership and is renewable.
- c. The Vice President Communication and Membership: The nominating committee shall make nominations, with the approval of the Board of Directors, for the position of vice-president communication and membership. The VP Communication and Membership is elected to a two-year term by the membership and is renewable.

Section 3: Officers to be appointed by the Board of Directors.

- a. Executive Secretary and Treasurer: The Executive Secretary and Treasurer shall be appointed for an indefinite term by the Board of Directors and ratified by membership. The Executive Secretary and Treasurer shall serve until relieved by the Board of Directors.
- b. Editor of Publications: The Editor of Publications shall be appointed for a five year term by the Board of Directors and ratified by membership with that term being renewable.

- c. The Vice President Conference Chair and Program Co-Chair: The Vice President Conference Chair and Program Co-Chair shall be appointed annually by the Board of Directors under the recommendation of VP Program and be in charge of organizing the annual conference meeting.

Section 4: Duties.

- a. The President shall preside at all meetings of the membership, of the board of directors, and of the executive committee. The president shall carry out other functions as provided elsewhere in these by-laws. In case the VP-program cannot carry out any office responsibility, the president shall take responsibility for it.
- b. The Executive Secretary and Treasurer shall handle the business affairs of the ABERS and have charge and custody of and be responsible for all funds and securities of the corporation; shall keep the minutes of the meetings of members and of the Board of Directors, see that all notices are duly given, be custodian of the corporate records and seal, keep the record of members' names and addresses, and in general perform all the duties incident to the office of executive secretary and treasurer.

The Executive Secretary and Treasurer is the Chief Financial officer of the ABERS and shall be responsible for oversight of the association's financial affairs, for negotiating association contracts (including hotel contracts connected with annual meetings), and providing advice and counsel to the VP-Program.

The Executive Secretary and Treasurer may make specific delegations of the responsibilities of the office while maintaining overall jurisdiction.

Each year at the annual meeting the Executive Secretary shall file an annual report with the board of directors indicating the financial condition and activities of the ABERS during the prior year in addition to reporting on financial status to the membership at the annual meeting.

- c. The Vice-President for Program (VP-program) shall be responsible for nominating an annual meeting site 3 years hence. Nominations should be made and discussed at least three months before the annual meeting, with a final vote by the Board no later than the annual meeting. The VP-Program shall be responsible for the program for the annual meetings with oversight by the President and Executive Secretary, and serve as chair of the program committee. In case the President cannot carry out any office responsibility, the Executive Secretary shall ask the VP-Program to accept responsibility for it.

- d. The Vice President Conference Chair and Program Co-Chair is the chair of conference organization local committee and shall be responsible for helping the VP- program with the annual meeting.

- e. The Editor of publications: Within guidelines established by the board, the editor shall have jurisdiction over all aspects of the ABERS's publications. The Editor of Publications shall be the editor of the Journal of Africa Business and Entrepreneurship Journal (JABER). The Editor shall be responsible for the review, selection, and editorial processing of articles submitted for publication in the Journal. The editor may appoint members to an editorial board to be of assistance, name associate editors, and undertake all appropriate activities necessary to administer the responsibilities of the office. Financial commitments entered into on behalf of the ABERS by the editor of publications must be based upon a financial plan approved in advance by the board or the executive committee.

The Vice President Communication and Membership is the Chief information Officer of ABERS. The VP Communication and Membership shall have the responsibility for overseeing all media relations/public relations strategy development and tactical press outreach initiatives, and shall participate in developing materials for fundraising campaigns.

The VP Communication and Membership shall update the society website, manage the society's social media pages, including Facebook, Twitter, LinkedIn, and YouTube, and develop strategy to recruit new members, retain the current members and keep historical member data.

- f. The Board of Directors shall institute such auditing procedures as they deem necessary.
- g. Any of the above officers shall perform such further duties as may be requested by the Board of Directors or by its Executive Committee.

ARTICLE VII NOMINATION AND ELECTIONS

Section 1: Nominations and Election Committee.

At each annual meeting, the Board of Directors shall appoint a Nominating Committee for the subsequent year consisting of the current or incoming President as Chairman, the immediate past-President, and two eligible members of the ABERS selected by the Board of Directors, all of whom shall serve a one-year term.

Section 2: An "eligible member" is defined as one who has paid dues for the current year or for the preceding year.

Section 3: The committee shall put forth a slate of nominees for approval or modification by the Board of Directors. Subsequently, but at least 60 days before the annual meeting, the committee shall distribute and tabulate a ballot to all eligible members of the ABERS. Write-in votes for each position are permitted.

Section 4: After completing the election process, the Executive Secretary and Treasurer shall report the results including anyone elected by the Board.

ARTICLE VIII COMMITTEES

Section 1: Standing Committees.

There shall be two standing committees, each under the chairmanship of a VP-Program. Appointments to these committees shall be made by the VP Program after consultation with the Executive Committee. Members of all committees shall serve for the time that the VP-Program who appointed them shall be in office.

- a. Program Committee – The Program Committee shall plan and organize the program aspect of the annual meeting of the ABERS.
- b. Meeting Arrangements (Local) Committee – The function of the Arrangements Committee shall be to plan and organize and administer the arrangement aspects of the annual meetings of the ABERS. The Vice President Conference Chair and Program Co-Chair shall be the conference arrangement local committee chairperson for that annual meeting. Financial commitments entered into on behalf of the ABERS by the Arrangements Committee must be based upon a financial plan approved in advance by the Executive Secretary and Treasurer or by the Executive Committee.

Section 2: Special Committees.

The President, in consultation with the Executive Committee, may appoint such special committees as may appear appropriate. The Special Committee shall have only the powers specifically delegated to them by the Board of Directors, provided, that no such committee shall have powers which are not authorized for any standing committee.

ARTICLE IX ANNUAL MEETING SITE SELECTION

Section 1: The Board shall receive and examine site proposals for annual and special meetings of the ABERS membership. The VP-Program shall submit site recommendations to the board of directors for the site of the annual meeting to be held three years after finishing the year as VP-Program.

Section 2: Having received recommendations from the VP-Program, the Board of Directors shall select the annual meeting site, giving consideration to such factors as accessibility, institutional support, and past meeting locations with the goal of providing for a reasonable geographic rotation of annual meetings held. The Vice President Conference Chair and Program Co-Chair, in consultation with Executive Secretary and Treasurer, shall negotiate the contract with the meeting site hotel, and secure an agreement at least two years in advance of that annual meeting.

ARTICLE X PUBLICATIONS

Section 1 The official publication shall be the *Journal of Africa Business and Entrepreneurship Research (JABER)*.

Section 2 Distribution

Each member shall receive a copy of the Journal of Africa Business and Entrepreneurship Research. Sales of subscriptions, copies, and other services to institutions and other non-members, and of additional copies to members, may be made at such prices and under such conditions as authorized by the Board of Directors.

ARTICLE XI CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the society, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the society and such authority may be general or confined to specific instances.

Section 2 Payments

All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of ABERS, shall be signed by such officer or officers, agent or agents of ABERS and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3 Deposits

All funds of the ABERS shall be deposited from time to time to the credit of ABERS in such banks, trust companies or other depositaries as the Executive Secretary and Treasurer may select.

Section 4 Gifts

The Board of Directors may accept on behalf of the ABERS, any contribution, gift, bequest or device for the general purpose of ABERS.

ARTICLE XII FISCAL YEAR

The fiscal year of ABERS shall begin on the 1st day of January and end on the 31st day of December of the following year.

ARTICLE XIII CORPORATE CHARTER

Section 1: The Board of Directors shall have power to instruct one or more of its members to make application for a suitable charter from an appropriate state or commonwealth (United State of America), and to take whatever other steps are necessary to comply with laws governing not- for-profit organizations, including the formation of such association or other bodies as they deem expedient and desirable. No entity formed shall in any way restrict or diminish the authority or obligations of the Board of Directors as specified in the by-laws.

ARTICLE XIV AMENDMENTS TO THESE BY-LAWS

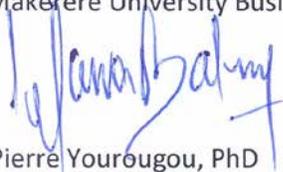
Section 1: The Board of Directors may present amendments to these by- laws to the membership in written form as an attachment to the announcement of any annual or special meeting. Amendments thus presented require approval by two-thirds of the voting members present and voting at such meetings of the membership. Any member of the ABERS is privileged to propose amendments to the board of directors.

ARTICLE XV ADOPTION

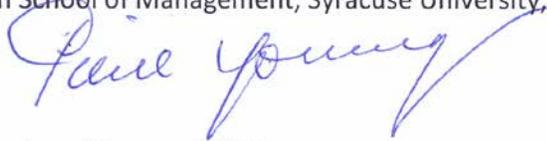
Section 1: These By-laws were initially approved by the members of The Africa Business and Entrepreneurship Research Society at the annual conference held in Kampala on May 24, 2013 and recently amended on May 21, 2016 by the members of The Africa Business and Entrepreneurship Research Society at the annual conference held at Whitman School of Management in Syracuse.

Section 2 On May 24, 2013, during the annual meeting held in Kampala, the ABERS membership appointed an Ad hoc Executive Committee exceptionally for one year to handle the current affairs. The following are the members of ABERS first Board of Executive Committee:

1. Professor Waswa Balunywa, PhD,
Principal, Makerere University Business School, Kampala, Uganda



2. Professor Pierre Yourougou, PhD
Clinical Professor of Finance and Managing Director of Africa Business Program
Whitman School of Management, Syracuse University, Syracuse, New York



3. Professor Issouf Soumaré, PhD
Professor of Finance and Director of International Relations
Faculty of Administrative Sciences, Université Laval, Quebec, Canada



4. Ms. Diana Nandagire Ntamu, Director of Entrepreneurship Center
Chair of the joint MUBS 10th Annual Entrepreneurship Conference and 4th
Annual Business and Entrepreneurship in Africa Conference,
Makerere University Business School, Kampala, Uganda

