

AACRAO BYLAWS

Article 1: Mission

The mission of the American Association of Collegiate Registrars and Admissions Officers (hereafter referred to as the Association) is to serve and advance higher education by providing leadership in academic and enrollment services.

Article II: Membership and Fees

Section 1: Voting Membership

- a. Eligibility for Voting Membership: Collegiate-level degree-granting institutions of higher education will be eligible for institutional membership if they are approved by the U.S. Department of Education or, for non-U.S. institutions, recognized by their ministry of education or equivalent governing body of their country. In addition, college and university system offices are eligible for institutional membership. Eligibility of other institutions of higher education will be determined by the Board of Directors (hereafter referred to as the Board) of the Association. Eligible institutions will be entitled to membership upon remittance of appropriate dues as approved by the membership and submission of the appropriate documents.
- b. Designation of Voting Members by Institutional Members: Institutional members will designate one or more individuals as voting members as specified in the Association's dues structure. Voting members will conduct Association affairs through voting, holding elective office, and participating in other ways.
- c. Dues: The Board, through a Board resolution, may approve a membership dues increase of no greater rate than the previous twelve-month period's Consumer Price Index, for All Urban Consumers (CPI-U), rounded to the nearest dollar.

The Board, through a Board resolution, may recommend a membership dues increase that exceeds the previous twelve-month period's CPI-U for approval by the membership at the Business Session of the Annual Meeting, said recommendation to be provided in writing at least thirty days prior to the Business Session.

Section 2: Nonvoting Membership

There may be classes of non-voting members under such terms and conditions as will be established by the Board. Non-voting members will be eligible to participate in Association activities but may not vote or hold Association office.

Article III: Board of Directors

Section 1: Composition of the Board

The Board is comprised of at least twelve and no more than thirteen Directors.

- a. Twelve will be voting members of the Association, as defined in Article II, Section 1.b (hereafter referred to as Member Directors), elected by the voting membership.
- b. Up to one additional Director (hereafter referred to as External Director) may be elected by the Board. The External Director may be neither a voting member of the Association as defined in

Article II, Section 1.b, nor a nonvoting member of the Association as defined in Article II, Section 2.

The Board will include the following.

- a. President: the presiding officer of the Association; represents the Association membership to the public
- b. President-elect: assists the president; prepares for Association leadership; liaison to the Program Committee
- c. Past President: advises on Association business; serves as a voting member of the Association's Awards Committee, which reports to the Board the committee's recommendations for award recipients to be recognized at the Annual Meeting
- d. Vice President for Access and Equity: supports the activities of the committees and caucuses comprising this professional group; assists in the advancement of the Association's strategic plan; performs other duties as assigned by the President
- e. Vice President for Admissions and Enrollment Management: supports the activities of the committees comprising this professional group; assists in the advancement of the Association's strategic plan; performs other duties as assigned by the President
- f. Vice President for Finance: oversees the Association's financial affairs as treasurer; serves as secretary of the Association; works closely with the Executive Director on membership and financial records; chair the Board's finance committee and notifies the membership of the proposed budget, membership fees, or policy matter at least thirty days prior to voting; may audit the Association bills before payment
- g. Vice President for Information Technology: supports the activities of the committees comprising this professional group; assists in the advancement of the Association's strategic plan; performs other duties as assigned by the President
- h. Vice President for International Education: supports the activities of the committees comprising this professional group; assists in the advancement of the Association's strategic plan; performs other duties as assigned by the President
- i. Vice President for Leadership and Management Development: supports the activities of the committees comprising this professional group; assists in the advancement of the Association's strategic plan; performs other duties as assigned by the President
- j. Vice President for Records and Academic Services: supports the activities of the committees comprising this professional group; assists in the advancement of the Association's strategic plan; performs other duties as assigned by the President
- k. Vice President at Large: assists in the advancement of the Association's strategic plan; performs other duties as assigned by the President
- l. Vice President at Large: assists in the advancement of the Association's strategic plan; performs other duties as assigned by the President
- m. External Director (if authorized by the Board of Directors): assists in the advancement of the Association's strategic plan; performs other duties as assigned by the President

Section 2: Duties of the Board

Collectively, the Board represents the Association's membership and has responsibility for managing all Association business. Duties of the Board include but are not limited to the following.

- a. Establish strategic direction for the Association, including
 1. reviewing and articulating the mission, vision, and values;
 2. developing goals and strategies for fulfilling the mission and achieving the vision;
 3. ensuring that operational plans and budgets support the strategic direction; and
 4. monitoring progress toward strategic goals

- b. Ensure resources for the Association, including
 1. employing an Executive Director;
 2. promoting member involvement in programs and activities;
 3. cultivating leadership potential;
 4. providing adequate financial resources;
 5. protecting assets;
 6. proposing an annual budget to the membership; and
 7. monitoring and strengthening public standing
- c. Oversee the Association's performance, including
 1. stewarding finances;
 2. managing risk;
 3. ensuring legal and ethical integrity;
 4. maintaining accountability;
 5. monitoring and evaluating programs;
 6. supporting and evaluating the work of the Executive Director; and
 7. establishing and enforcing policies and procedures

Section 3: Meetings of the Board

The Board will meet at the Annual Meeting of the Association and at least one other time in the year. The Board may also meet at other times as it may deem necessary or appropriate.

- a. The business of the Board of Directors will be conducted with the President serving as chair; the President-elect serving as vice chair; and the Vice President for Finance as secretary-treasurer of the Board.
- b. Meetings of the Board will be called by the chair or, if the chair is unable to do so, by the vice chair. Notice will be given in writing at least seven days prior to the meeting. Directors may waive their right to notice. Decisions within the Board will be made by simple majority vote of a quorum of the Board. A quorum will be a majority of the Board. Business can also be conducted without a meeting of the Board, provided that all Directors sign a consent to the action.
- c. In the absence of the chair or vice chair calling a meeting in accordance with Article III, Section 3.b, a special meeting can be convened by two-thirds consent of the Board.
- d. The Executive Director will attend the meetings of the Board as a non-voting participant.
- e. Whenever notice is required to be given to any Director under any provision of these Bylaws, it must be given by written notice delivered personally, by mail, or electronically. Directors may participate in a meeting of the Board by means of a conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation will constitute presence in person at the meeting.

Section 4: Board Committees

The Board may establish or disestablish/discontinue Board committees as needed to assist it in its work. If the committees consist entirely of Board members, they may be assigned certain functions of the Board. If the committees contain non-Board members, they will act in an advisory capacity.

Section 5: Terms of Directors

- a. Each Member Director will serve a three-year term. Newly elected Member Directors will be seated at the Business Session of the Annual Meeting immediately following their election. Their terms will expire at the end of the Business Session of the third Annual Meeting after the one in which they were seated.
- b. The External Director will serve a two-year term, and may serve one additional two-year term, if reelected. The newly elected External Director will be seated at the meeting of the Board immediately following election. The term will expire upon the seating of a successor or, in the case where the seat is not being filled, two calendar years after the Director is seated.
- c. The President-elect will serve for a one-year term. Immediately upon the conclusion of that term, she/he will assume the office of President for a one-year term. Immediately upon the conclusion of that term, she/he will assume the office of Past-President for a one-year term.

Section 6: Vacancies

If an early vacancy occurs in the office of the President, the President-elect will assume those responsibilities and the normal term of office for the President-elect as President will not be affected. In case of an early vacancy in the office of Past President, the Board of Directors will request a nomination from the Nominations and Elections Committee, which may nominate only an individual who has previously served as Past President and is otherwise eligible. The Board will appoint the nominee as an acting Member Director for the remainder of the term.

In case of a vacancy in any office except that of President or Past President, the Board of Directors will request a nomination from the Nominations and Elections Committee and will appoint the nominee as acting Director until an election can be held at the next Annual Meeting. Service will extend for the balance of the unexpired term. Such appointment will not affect the appointee's eligibility for subsequent election to a full term.

Section 7: Removal of Director

The process for removing a Director from office will be as follows:

- a. If a Member Director, during the course of a term of service, fails to qualify as a voting member of the Association for a period of ninety days due to loss of employment or any other circumstance, he or she will be removed from office immediately. A replacement will be named in accordance with Article III, Section 6.
- b. Any voting member may file a complaint about a Director with the Board. The complaint must be in writing and must specify the nature of the problem in adequate detail.
 1. After concurrence by a Director, the Board will convene a special meeting within thirty days to consider a complaint. The complainant(s) may be invited to present evidence and be available for questioning at this special meeting. The Director who is the subject of the complaint(s) will be given reasonable time prior to the meeting to prepare a response to the complaint(s) and will be invited to be present to deliver that response. The chair will preside over this special meeting. If the chair is the subject of the complaint(s), the Past-President will preside.

2. The Board will vote, by secret ballot, to retain or remove the individual from office. If the special meeting is conducted by conference call, the secret ballot will be mailed to the presiding officer within twenty-four hours of the meeting. The ballots will be retained for at least thirty days after the mail-in vote. A two-thirds majority vote will be required to remove a Director from office.

Section 8: Compensation

Directors will not be compensated except that they may be reimbursed for reasonable and necessary expenses incurred in connection with their service as Directors as determined by the Board.

Article IV: Elections

Section 1: Committee on Nominations and Elections

Each year, the Committee on Nominations and Elections (hereafter referred to as the committee) will establish a slate of nominees for election as Member Directors and a second slate of nominees for election as members of the committee. The committee will consist of nine members elected by the voting membership, plus one non-voting Member Director from the current Board, elected by the Board to serve for one year. The External Director is not eligible to serve on the committee. Two of the nine elected committee members will be continuing members completing two-year terms. Seven will be elected each year; the one of these with the highest number of votes will become the chair-elect for the following year; the other with the next-highest number of votes will become the other continuing member and vice chair-elect for the following year. Other elected members of the committee will serve a one-year term. Three alternates will be designated in descending order according to votes received. No members will be eligible to serve again on the committee until five years have elapsed. After election to committee membership and during service on the committee, a member of the committee may not be considered for nomination as a Director, nor become eligible for such consideration by resigning from the committee until the end of the member's term on the committee.

- a. Each year the committee will meet for initial orientation before the end of the Annual Meeting, convened by its chair-elect.
- b. The other meeting of this committee will be held in advance of the Annual Meeting and will be for the purpose of deciding the slate of nominees for Member Directors and the fourteen nominees for the next year's committee. In the event any member of the committee is unable to attend this meeting, its chair will select a replacement for his or her position on the committee from the alternates, in the order of their designation.
- c. Members of the committee will compile lists of proposed nominees for Member Directors and for the committee, based on nominations from the Association membership. From these lists the committee will choose fourteen nominees for the following year's committee and up to two Member Director nominees for each open position on the Board. These will be certified by the committee chair to the Board and Executive Director no later than December 1.
- d. Concluding no later than February 15, an election will be held electronically. Voting will be available to the membership for no fewer than thirty days.
 1. The ballot will contain the names of the fourteen nominees for the committee, with instructions to vote for seven and to submit the ballot electronically to the committee chair.

2. The ballot will also contain the names of the nominees for each open Member Director position and open lines for write-in votes, with instructions to vote for no more than one for each open position and to submit the ballot electronically to the committee chair.
 3. Those ballots submitted by the deadline established by the committee chair and containing not more than the specified number of votes for the committee and for the open Member Director positions will be counted as valid ballots.
 4. The committee chair will certify the results of the election to the Board and Executive Director.
- e. In the case of tie votes, the committee chair will determine the winner by lot from among tied candidates.

Section 2: Election of Member Directors

Member Directors will be elected by the voting membership using electronic voting methods, no later than February 15. The election will be based on a slate provided by the Committee on Nominations and Elections.

- a. After the committee has been elected, the Board notifies the chair and vice chair of the committee of the Member Director positions to be elected in the next election.
- b. The committee may nominate up to two individuals for each open position. In addition to these nominees, the ballot will include open lines for write-in votes. There will be an open line for write-in votes for each open Member Director position. Those receiving a plurality of votes will be elected. The committee will note the runners-up and select the top runner-up in the event one of those elected subsequently declines.
- c. In the case of tie votes, the committee chair will determine the winner by lot from among tied candidates.

Section 3: Election of External Directors

An External Director will be elected by a majority vote of Board members present and voting.

Article V: Meetings

Section 1: Annual Meeting

The Board will call the Annual Meeting of the Association and will set the precise date and location of that meeting. The Board will have the authority to advance, postpone, or, in case of an emergency, cancel an Annual Meeting; in such a case, the time between two consecutive meetings of the Association will be counted as one year of administration. Official notification of the Annual Meeting will occur at least thirty days and no more than fifty days prior to the Business Session of the Annual Meeting through established methodologies used to communicate with members. The Board will approve the budget for the Annual Meeting.

Section 2: Business Session

Unless otherwise specified in the Bylaws, Association business will be conducted at the Business Session of the Annual Meeting by the voting members present. A quorum at the Business Session will be two hundred voting members. Official business to be conducted at the Business Session will include but not be limited to the following:

- a. approval of minutes and reports from Directors and committees, with such action as may be appropriate, including adoption of the budget and resolutions; and
- b. action on any proposed amendments to the Bylaws or Articles of Incorporation.

If there is not a quorum present at the Business Session, the proposed budget will be considered adopted. If the budget is defeated when a quorum is present, the most recently adopted budget will be continued in effect. The adoption of any proposed amendment to the Bylaws or Articles of Incorporation will require a two-thirds majority of the votes cast if notice was given to the voting members at least thirty days in advance or a four-fifths majority if less or no advance notice was given. Except for amendments to the Bylaws and Articles of Incorporation, decisions will be made by majority vote of those present and voting.

Article VI: Appointed Committees and Task Forces of the Association

Section 1: Committees and Task Forces

Committees and task forces, to assist in Association activities, as deemed necessary or desirable, will be established (or may be discontinued) by the Board.

Section 2: Committee and Task Force Appointments

Appointments to these committees and task forces will be for one year, with reappointment possible for not more than three additional consecutive years. To ensure reasonable continuity, a significant proportion of the members of each committee will be reappointed from the preceding year.

Section 3: The Program Committee

The Program Committee consists of a chair, a vice chair, a vice chair-designate, and the coordinator of each professional program group. The Board approves each succeeding vice chair-designate. Group coordinators are appointed by the appropriate vice presidents, as needed, after consultation with the Board. The group coordinators appoint the relevant committee chairs.

Section 4: The Awards Committee

The Awards Committee makes recommendations to the Board for Association awards. The Past President appoints the chair of the committee and serves as one of the voting members.

Section 5: Inter-association Representatives

The Board will, by simple majority vote, select Association members to serve as representatives to other higher education-related organizations. Appointments will be for one three-year term, unless reappointment is specifically approved by a two-thirds vote of Board members present and voting.

Article VII: Miscellaneous Provisions

Section 1: Fiscal Year

The fiscal year of the Association will be from October 1 to September 30.

Section 2: Records and Books

The Association will keep (i) correct and complete books and records of account; (ii) minutes of the proceedings of meetings of the members, the Board and committees having any of the authority of the Board; (iii) a record giving the names and addresses of the members entitled to vote; and (iv) such other records as required by applicable law. The Association will make available to voting members for inspection and copying such records as are required by applicable law.

Section 3: Annual Financial Audit

The Board will ensure that an annual financial audit is performed.

Section 4: Contract Authorization

The Board may authorize a Director, employee or agent to execute contracts on behalf of the Association and sign checks, drafts, loans, or other orders of payment or evidence of indebtedness.

Section 5: Permanent Office

The Executive Director will operate a permanent office that provides service to members, and will manage the day-to-day activities of the Association under guidance provided by the Board.

Section 6: Parliamentary Rules

Except as otherwise provided in the Articles of Incorporation and these Bylaws, the Business Session of the Annual Meeting of the Association will be governed by the parliamentary rules and usages contained in the most recent edition of *Robert's Rules of Order*.

Section 7: Amendments

Amendments to the Bylaws or Articles of Incorporation may be proposed by either a majority vote of the Board members present and voting or twenty-five voting members of the Association. Proposed amendments must be submitted to the Board or the Executive Director at least ninety days before the Business Session of the Annual Meeting. The adoption of any proposed amendment to the Bylaws or Articles of Incorporation will require a two-thirds majority of the votes cast at the Business Session of an Annual Meeting at which a quorum is present if notice was given to the voting members at least thirty days in advance, or a four-fifths majority if less or no advance notice was given.

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