



**Minutes of the 99th Annual Business Meeting
April 16, 2013
San Francisco, CA**

1. Call to Order

President Jeff von Munkwitz-Smith called the meeting to order.

2. President's Remarks

President von Munkwitz-Smith made remarks outlining the work of the Association during his time as President.

3. Executive Director Remarks

Executive Director Mike Reilly spoke briefly on the state of the Association.

4. Introduction of Parliamentarian

President von Munkwitz-Smith introduced Scott Dittman of Washington and Lee University as Parliamentarian for the meeting.

5. Approval of the 2012 Business Meeting Minutes

On behalf of the AACRAO Board of Directors, Vice President for Finance Nancy Krogh moved that the minutes from the April 2012 Business Meeting be approved.

The motion was approved without audible dissent.

6. Finance and Proposed FY 2013 Budget

Vice President Krogh provided a summary of AACRAO's fiscal health and other financial milestones.

She then introduced the FY 2014 proposed budget noting a dues increase of \$3 from \$203 to \$206 per member.

On behalf of the AACRAO Board of Directors, Vice President for Finance Nancy Krogh moved that the proposed Fiscal Year 2014 budget be approved.

The motion was approved without audible dissent.

7. Proposed Bylaws Amendments

President von Munkwitz-Smith presented a summary of the proposed amendments to the Association Bylaws.

On behalf of the AACRAO Board of Directors, President von Munkwitz-Smith moved approval of the changes to standardize language and comply with District of Columbia law and to make such administrative changes as are necessary depending on the outcome of the other motions.

The motion was approved without audible dissent.

On behalf of the AACRAO Board of Directors, President von Munkwitz-Smith moved approval of the changes to define the role of the Board.

The motion was approved without audible dissent.

On behalf of the AACRAO Board of Directors, President von Munkwitz-Smith moved approval of the changes to enlarge the Board to include twelve member directors.

The motion was approved without audible dissent.

On behalf of the AACRAO Board of Directors, President von Munkwitz-Smith moved approval of the changes to add an External Director to the Board of Directors.

The motion was approved by a two-thirds majority as called by President von Munkwitz-Smith.

On behalf of the AACRAO Board of Directors, President von Munkwitz-Smith moved approval of the changes to allow the election of Member Directors to be conducted by electronic ballot, open to all voting members of the association.

The motion was approved by a two-thirds majority as called by President von Munkwitz-Smith.

On behalf of the AACRAO Board of Directors, President von Munkwitz-Smith moved approval of the changes to allow for a competitive slate of nominees for member directors, consisting of up to two nominees for each open position. This motion requires a four-fifths majority because it was not announced 30 days prior to the Business Meeting.

The motion was approved by a four-fifths majority as called by President von Munkwitz-Smith.

On behalf of the AACRAO Board of Directors, President von Munkwitz-Smith moved approval of the changes to expand the Committee on Nominations and Elections to include one board-elected member director each year, who will serve as a non-voting member of Nominations and Elections.

The motion was approved by a two-thirds majority by a vote of 162 for, 81 against, and 7 abstentions.

On behalf of the AACRAO Board of Directors, President von Munkwitz-Smith moved approval of the change to authorize a transition plan.

The motion was approved without audible dissent.

8. Nominations and Elections Committee

Susan Van Voorhis, Chair of the 2012-2013 Nominations and Elections Committee, reported to the membership on the Nominations and Elections Committee's activities over the last year.

On behalf of the 2012-2013 Nominations and Elections Committee, Van Voorhis moved that Brad Myers be elected as President-Elect for 2013-2014. Pursuant to Article III, Section 3 of the Association Bylaws, upon conclusion of that term, he shall assume the office of President for a one-year term. Immediately upon the conclusion of that term, he shall assume the office of Past President for a one-year term. There were no nominations from the floor.

The motion was approved without audible dissent.

On behalf of the 2012-2013 Nominations and Elections Committee, Van Voorhis moved that Stan DeMerritt be elected as Vice President for Finance for a three-year term beginning in 2013-2014. There were no nominations from the floor.

The motion was approved without audible dissent.

On behalf of the 2012-2013 Nominations and Elections Committee, Van Voorhis moved that Tina Falkner be elected as Vice President for Records and Academic Services for a three-year term beginning in 2013-2014. There were no nominations from the floor.

The motion was approved without audible dissent.

9. Recognition of Service

President von Munkwitz-Smith recognized the following for their outstanding service to the Association:

- Nominations and Election Committee, Chair Susan Van Voorhis, and Vice Chair Robert Kubat;
- Annual Meeting Volunteers and Co-Chairs of Volunteers Ann Gillen and James Miller;
- 2013 Program Committee Chair Melinda Roelfs and Vice-Chair Kathie Beaty
- Past-President Nora McLaughlin, Vice President for Finance Nancy Krogh, and Vice President for Records and Academic Services Brad Myers.

10. Transition

Adrienne McDay was introduced as the AACRAO President for 2013-2014.

11. 2013-2014 AACRAO President Comments

President McDay made remarks outlining her goals for the Association in the coming year.

President McDay introduced the 2013-2014 Board of Directors:

- Past President, Jeff von Munkwitz-Smith, Boston University
- President-Elect, Brad Myers, The Ohio State University
- Vice President for Finance, Stan DeMerritt, Wayland Baptist University
- Vice President for Admissions and Enrollment Management, Tracey Jamison, University System of Maryland
- Vice President for International Education, Melanie Gottlieb, Webster University
- Vice President for Leadership and Management Development, Paul Kyle, Johnson County Community College
- Vice President for Records and Academic Services, Tina Falkner, University of Minnesota—Twin Cities
- Vice President for Access and Equity, Luisa Havens, University of Texas at El Paso
- Vice President for Information Technology, Jim Bouse, University of Oregon

12. Venue for the 2014 Annual Meeting

Co-Chairs of the Annual Meeting Volunteers Kelley Christman and Lara Medley offered a video presentation and salutary remarks and extended a warm invitation for the 2014 Annual Meeting in Denver, Colorado.

13. Adjournment

President McDay gaveled the 99th Annual Business Meeting to adjournment.

Attachments

2012 Business Meeting Minutes

FY 2014 AACRAO Budget
Summary of the Proposed Amendments to the Association Bylaws



**Minutes of the 98th Annual Business Meeting
April 3, 2012
Philadelphia, PA**

14. Call to Order

President Nora McLaughlin called the meeting to order and asked the Nominations and Elections Committee to count attendance. Chair of Nominations and Elections Committee Chair Christine Kerlin reported that a quorum was present with 342 voting members in attendance.

15. President's Remarks

President Nora McLaughlin made remarks outlining the work of the Association during her time as President.

16. Executive Director Remarks

Executive Director Jerry Sullivan spoke briefly on the state of the Association.

17. Introduction of Parliamentarian

President McLaughlin introduced Mary Ellen Flaherty of Johns Hopkins University as Parliamentarian for the meeting.

18. Nominations and Elections Committee

Christine Kerlin, Chair of the 2011-2012 Nominations and Elections Committee, reported to the membership on the Nominations and Elections Committee's activities over the last year.

On behalf of the 2011-2012 Nominations and Elections Committee, Kerlin moved that Adrienne McDay, be elected as President-Elect for 2012-2013. Pursuant to Article III, Section 3 of the Association Bylaws, upon conclusion of that term, she shall assume the office of President for a one-year term. Immediately upon the conclusion of that term, she shall assume the office of Past President for a one-year term. There were no nominations from the floor.

The motion was approved without audible dissent.

On behalf of the 2011-2012 Nominations and Elections Committee, Kerlin moved that Paul Kyle be elected as Vice President for Leadership and Management Development for a three-year term beginning in 2012-2013. There were no nominations from the floor.

The motion was approved without audible dissent.

On behalf of the 2011-2012 Nominations and Elections Committee, Kerlin moved that Melanie Gottlieb be elected as Vice President for International Education for a three-year term beginning in 2012-2013. There were no nominations from the floor.

The motion was approved without audible dissent.

19. Approval of the 2011 Business Meeting Minutes

On behalf of the AACRAO Board of Directors, Vice President for Finance Nancy Krogh moved that the minutes from the March 2011 Business Meeting be approved.

The motion was approved without audible dissent.

20. Finance and Proposed FY 2013 Budget

Vice President Krogh provided a summary of AACRAO's fiscal health and other financial milestones.

She then introduced the FY 2013 proposed budget noting that it includes no dues increase for the fourth consecutive year.

On behalf of the AACRAO Board of Directors, Vice President for Finance Nancy Krogh moved that the proposed Fiscal Year 2013 budget be approved.

The motion was approved without audible dissent.

21. Proposed Bylaws Amendments

President McLaughlin presented a summary of the proposed amendments to the Association Bylaws.

On behalf of the AACRAO Board of Directors, President McLaughlin moved to approve the proposed amendments to the Association Bylaws.

Members of the Association discussed the motion.

Frederick Fresh moved to call the question.

The motion was approved.

The motion to amend the Association's Bylaws was called.

The motion was defeated by a count of 119 votes in favor, 169 votes against with 7 abstentions.

22. Recognition of Service

President McLaughlin recognized the following for their outstanding service to the Association:

- Nominations and Election Committee, Chair Christine Kerlin, and Vice Chair Jack Miner;
- Annual Meeting Volunteers and Co-Chairs of Volunteers Larry Friedman and Thomas Mantoni;
- 2011 Program Committee and Chair Stanley DeMerritt
- Past-President Betty Huff, Vice President for Leadership and Management Bruce Cunningham, and Vice President for International Education Robert Watkins.

23. Transition

Jeff von Munkwitz-Smith was introduced as the AACRAO President for 2012-2013.

24. 2012-2013 AACRAO President Comments

President von Munkwitz-Smith made remarks outlining his goals for the Association in the coming year.

President von Munkwitz-Smith introduced the 2012-2013 Board of Directors:

- Past President, Nora McLaughlin, Reed College
- President-Elect, Adrienne McDay, Harper College
- Vice President for Finance, Nancy Krogh, University of Idaho
- Vice President for Admissions and Enrollment Management, Tracey Jamison, University System of Maryland
- Vice President for International Education, Melanie Gottlieb, Webster University
- Vice President for Leadership and Management Development, Paul Kyle, Johnson County Community College
- Vice President for Records and Academic Services, Brad Myers, The Ohio State University
- Vice President for Access and Equity, Luisa Havens, University of Texas at El Paso
- Vice President for Information Technology, Jim Bouse, University of Oregon

25. Venue for the 2013 Annual Meeting

Co-Chairs of the Annual Meeting Volunteers Ann Gillen and James Miller offered a video presentation and salutary remarks and extended a warm invitation for the 2013 Annual Meeting in San Francisco, California.

26. Adjournment

President von Munkwitz-Smith gaveled the 98th Annual Business Meeting to adjournment.

Attachments

2011 Business Meeting Minutes

FY 2013 AACRAO Budget

Proposed Amendments to the Association Bylaws

American Association of Registrars and Admissions Officers
 2013/2014 Budget Worksheet
 Detailed Master Proposed Budget

	Annual Meeting	Gov't Relations	Communications	Research	General Admin	MIS	Governance	Meetings	Member Services	Marketing	IES	AC	Rules	Sub-total	Projects	Operating Total
Revenue																
Advertising	6,500	-	-	-	-	-	-	-	180,600	-	-	-	-	187,100	-	187,100
Contributions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Corporate/associate dues	-	-	-	-	120,000	-	-	-	-	-	-	-	-	120,000	-	120,000
Exhibit fees	431,613	-	-	-	-	-	-	178,500	-	-	-	-	-	610,113	-	610,113
Grant/contract income	-	-	-	-	-	-	-	-	-	-	-	-	-	5,000	-	5,000
Investment income	-	-	-	-	5,000	-	-	-	-	-	-	-	-	-	-	-
Investment gain(loss)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Label/training list income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Management fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Member dues	-	-	-	-	2,429,084	-	-	-	-	-	-	-	-	2,429,084	-	2,429,084
Other income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Publication sales	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Registrations	977,261	-	-	-	23,000	-	-	1,205,058	-	-	115,000	-	653,750	2,297,319	-	2,297,319
Service fees	-	-	-	-	-	-	-	46,600	-	-	1,624,538	-	-	3,797,188	-	3,797,188
Sponsorship revenue	125,275	-	-	-	-	-	-	227,300	11,000	-	-	-	-	363,575	-	363,575
Total Revenue	1,540,349	-	25,000	-	2,554,084	-	1,657,458	191,900	1,729,538	-	1,729,538	2,125,650	683,750	10,518,429	-	10,518,429
Personal costs																
Salaries and wages	220,656	137,618	120,118	73,112	571,851	388,794	45,784	304,572	243,743	1,189	646,001	297,359	105,416	3,128,183	-	3,128,183
Fringe benefits	41,927	26,967	24,024	13,847	165,671	71,757	5,153	57,914	34,040	234	126,440	59,472	20,868	631,513	-	631,513
Payroll taxes	15,667	9,771	8,529	5,191	40,601	25,474	3,249	21,625	17,305	83	46,005	21,112	7,485	222,100	-	222,100
Total Personal costs	277,650	174,356	152,670	92,150	778,123	486,014	54,186	384,111	295,089	1,496	820,449	377,943	133,758	4,001,775	-	4,001,775
Other expenses																
Advertising and promotion	15,180	5,500	6,000	-	2,000	-	-	34,207	5,700	-	6,000	17,500	6,500	102,588	-	102,588
Awards, scholarships and grants	2,719	2,000	-	-	2,000	-	-	3,000	-	-	-	-	-	3,719	-	3,719
Bad debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Bank charges	33,280	-	492	-	89,128	-	-	28,524	4,680	-	30,178	300	14,371	200,743	-	200,743
Consulting/outside services	79,075	18,500	65,000	-	67,000	75,000	500	191,276	24,610	-	302,900	630,690	54,960	1,729,281	-	1,729,281
Contingency expenses	-	-	-	-	11,500	-	-	-	-	-	-	-	-	223,142	-	223,142
Departmental expenses	-	-	-	-	223,142	-	-	-	-	-	-	-	-	6,300	-	6,300
Equipment rental	-	-	-	-	5,000	-	-	-	-	-	1,800	-	-	5,000	-	5,000
General taxes	-	-	-	-	40,000	-	-	4,136	-	-	-	-	-	51,847	-	51,847
Insurance	5,641	-	-	-	-	-	-	-	-	-	-	-	1,770	-	-	1,770
Interest	-	-	-	-	315,028	-	-	-	-	-	-	-	-	315,028	-	315,028
Legal and accounting	-	-	500	700	11,368	2,500	68,600	25,662	2,400	-	36,100	131,739	3,650	299,227	-	299,227
Lodging	7,758	4,000	-	-	-	-	-	-	2,000	-	-	10,000	6,050	23,060	-	23,060
Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Meals and entertainment	19,464	5,000	2,500	250	21,316	1,500	38,400	23,725	1,000	-	22,250	43,375	2,300	181,080	-	181,080
Meeting costs	493,173	5,000	-	750	-	-	42,600	751,853	1,450	-	4,400	5,000	3,250	1,307,676	-	1,307,676
Memberships and subscriptions	-	15,000	12,000	-	16,500	4,000	1,220	-	500	-	-	3,000	500	52,500	-	52,500
Other expenses	7,754	5,000	-	2,500	11,415	-	-	1,000	4,000	-	-	-	500	32,189	-	32,189
Postage and delivery	13,279	250	35,000	-	3,750	100	600	9,277	9,400	-	6,000	5,300	25,500	108,455	-	108,455
Printing, production and duplicating	25,369	500	145,000	-	6,700	100	4,000	36,879	16,600	-	7,800	12,500	59,737	314,185	-	314,185
Registration fees	-	-	-	-	-	-	-	-	-	-	-	-	-	20,100	-	20,100
Rent	35,118	13,703	3,040	-	40,947	-	4,100	17,452	22,459	-	1,000	15,000	7,152	360,439	-	360,439
Supplies, equipment and maintenance	15,965	160	892	66	49,260	4,929	2,912	51,634	707	-	48,700	11,601	1,152	154,929	-	154,929
Temporary assistance	8,240	650	2,445	1,146	34,999	36,455	3,411	15,449	2,099	623	8,350	12,817	1,453	128,157	-	128,157
Communications/Internet	6,000	-	-	-	5,000	-	-	855	500	-	200	-	250	7,608	-	7,608
Temporary assistance	1,500	-	2,000	-	-	7,500	1,500	-	-	-	-	-	-	18,450	-	18,450
Training and development	34,900	2,000	3,000	-	20,600	3,000	91,900	54,700	1,800	-	19,200	220,555	3,800	455,445	-	455,445
Total Other Expenses	804,465	77,283	282,193	8,472	1,224,100	175,161	258,507	1,256,123	100,974	523	511,683	1,333,478	181,181	10,234,999	-	10,234,999
Total Expenses	1,892,316	251,219	424,863	100,622	2,002,223	651,175	323,673	1,640,234	396,063	2,109	1,332,132	1,711,421	326,349	10,234,999	-	10,234,999
Change in Net Assets FY 13/14 Budget	458,633	(251,219)	(409,863)	(100,622)	551,861	(631,175)	(323,673)	17,224	(204,453)	(2,109)	407,806	414,229	356,801	283,429	-	283,429

**American Association of Collegiate Registrars and Admissions
Officers Bylaws** *(Proposed final changes approved by the AACRAO Board of Directors on April 13,
2013.)*

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. Admission of New Members: Collegiate-level degree-granting institutions of higher education will be eligible for institutional membership if they are accredited by an accrediting association approved by the Council for Higher Education Accreditation (CHEA). 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 nonvoting members under such terms and conditions as will be established by the Board. Nonvoting 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
- b. President-elect
- c. Past President
- d. Vice President for Finance
- e. Vice President for Admissions and Enrollment Management
- f. Vice President for International Education
- g. Vice President for Records and Academic Services
- h. Vice President for Leadership and Management Development
- i. Vice President for Access and Equity
- j. Vice President for Information Technology
- k. Vice President at Large (two) and
- l. External Director

Section 2: Duties of the Board

The Board represents the Association's membership and will have 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
 - 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
 - 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
 - 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 participate in the meetings of the Board as a non-voting member.
- e. Whenever notice is required to be given to any Director under any provision of these Bylaws, it may be given by written notice delivered personally or sent by mail, telegram, express delivery service, or electronic facsimile, or electronic mail transmission. 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: Duties of the President

The President will act as presiding officer of the Association.

Section 5: Duties of the President-elect

The President-elect will serve as principal assistant to the President as needed and as liaison to the Program Committee.

Section 6: Duties of the Past President

The Past President will serve as a member of the Board of Directors, advising on Association business and coordinating the selection of award recipients to be presented at the Annual Meeting.

Section 7: Duties of the Vice President for Finance

The Vice President for Finance will serve as secretary of the Business Session of the Annual Meeting; will oversee the Association's financial affairs; will work closely with the Executive Director on membership and financial records; will chair the budget committee and will notify the membership of the proposed budget, membership fees or policy matters at least thirty days prior to voting. The Vice President for Finance may audit the Association bills before payment.

Section 8: Duties of the Vice Presidents

The Vice Presidents will support the activities of the committees in their respective professional areas and assist in the advancement of the Association's strategic plan.

Section 9: Board Committees

The Board may establish or disestablish/discontinue 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 10: 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. External Directors will serve a two-year term, and may serve one additional two-year term, if reelected. Newly elected External Directors will be seated at the meeting of the Board immediately following their 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 11: Vacancies

If an early vacancy will occur 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 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 12: 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 11.
- 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 13: 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. External Directors are 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 this 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 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, with instructions to vote for no more than one for each open position and 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 make the choice among tied candidates by lot.

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 make the choice among tied candidates by lot.

Section 3: Election of External Directors

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

Section 4: Transition to New Board Structure

The Board structure outlined in these Bylaws will be implemented within three years of its approval via a transition plan approved by the Board. Until the new Board structure is fully implemented, the structure will be governed by the Board-approved transition plan. This section of the Bylaws will be removed from the Bylaws upon completion of this transition.

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 and no more than fifty days prior to the 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. 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: 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 designated 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 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.