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

1. **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.

2. **President's Remarks**
   President Nora McLaughlin made remarks outlining the work of the Association during her time as President.

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

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

5. **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.

6. **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.

7. **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.

8. **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.

9. **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.

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

11. **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

12. **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.

13. 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

Minutes of the 97th Annual Business Meeting
March 15, 2011
Seattle, Washington

1. **Call to Order and President's Remarks**
   President Betty Huff called the meeting to order and made remarks outlining the work of the Association during her time as President.

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

3. **Introduction of Parliamentarian**
   President Huff introduced Mary Ellen Flaherty of Johns Hopkins University as Parliamentarian for the meeting.

4. **Approval of the 2010 Business Meeting Minutes**
   On behalf of the AACRAO Board of Directors, Vice President for Finance Nancy Krogh moved that the minutes from the April 2010 Business Meeting be approved.

   The motion was adopted without audible dissent.

5. **Finance and Proposed 2012 Budget**
   Vice President for Finance Nancy Krogh provided a summary of AACRAO's fiscal health and other financial milestones. She then introduced the FY 2012 proposed budget noting that it includes no dues increase resulting in a member dues rate of $203.

   On behalf of the AACRAO Board of Directors, President Huff moved that the proposed Fiscal Year 2012 budget be approved.

   The motion was adopted without audible dissent.

6. **Nominations and Elections Committee**

Louise Lonabocker, Chair of the 2010-2011 Nominations and Elections Committee, reported to the membership on the Nominations and Elections Committee's activities over the last year.

On behalf of the 2010-2011 Nominations and Elections Committee, Chair Lonabocker moved that Jeff von Munkwitz-Smith be elected as President-Elect for 2011-2012. 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 adopted without audible dissent.

On behalf of the 2010-2011 Nominations and Elections Committee, Chair Lonabocker moved that Luisa Havens be elected as Vice President for Access and Equity for a three-year term beginning in 2011-2012. There were no nominations from the floor.

The motion was adopted without audible dissent.

On behalf of the 2010-2011 Nominations and Elections Committee, Chair Lonabocker moved that Tracey Jamison be elected as Vice President for Admissions and Enrollment Management for a three-year term beginning in 2011-2012. There were no nominations from the floor.

The motion was adopted without audible dissent.

On behalf of the 2010-2011 Nominations and Elections Committee, Chair Lonabocker moved that Jim Bouse be elected as Vice President for Information Technology for a three-year term beginning in 2011-2012. There were no nominations from the floor.

The motion was adopted without audible dissent.

7. Recognition of Service

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

- The Nominations and Election Committee, Chair Louise Lonabocker, and Vice Chair Polly Griffin;
- Annual Meeting Volunteers and Co-Chairs of Volunteers Ruth Adams and Julia Pomerenk;
- The 2011 Annual Meeting Program Committee, Chair Tina Falkner, and Vice Chair Stan DeMerritt;

- Past-President Wanda Simpson-Munson, Vice President for Access and Equity Adrienne McDay, Vice President for Admissions and Enrollment Management Michele Sandlin, and Vice President for Information Technology Jeff von Munkwitz-Smith whose Board of Director terms are expiring.

8. Transition

Nora McLaughlin was introduced as the AACRAO President for 2011-2012.

9. 2011-2012 AACRAO President Comments

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

President McLaughlin introduced the 2011-2012 Board of Directors:

- Past President, Betty Huff, University of Memphis
- President-Elect, Jeff von Munkwitz-Smith, University of Connecticut
- 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, Robert Watkins, The University of Texas at Austin
- Vice President for Records and Academic Services, Brad Myers, The Ohio State University
- Vice President for Leadership and Management Development, Bruce Cunningham, Duke 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

10. Venue for the 2012 Annual Meeting

Co-Chair of 2012 Annual Meeting Volunteers, Tom Mantoni, offered a video presentation and salutary remarks and extended a warm invitation for the 2012 Annual Meeting in Philadelphia, Pennsylvania.

11. Adjournment

President McLaughlin gaveled the 97th Annual Business Meeting to adjournment.

American Association of Registrars and Admissions Officers
2012/2013 Budget Worksheet
Detailed Master Proposed Budget

	Annual Meeting	Gov't Relations	Communications	Research	General Admin	MIS	Governance	Meetings	Member Services	Marketing	IES	AC	Pubs	Sub-total	Projects	Operating Total
Revenue																
Advertising	6,800	-	6,000	-	-	-	-	-	166,320	-	-	-	-	**179,120**	-	**$ 179,120**
Contributions	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**	-	**-**
Corporate/associate dues	-	-	-	-	120,000	-	-	-	-	-	-	-	-	**120,000**	-	**120,000**
Exhibit fees	360,548	-	-	-	-	-	-	161,650	-	-	-	-	-	**522,198**	-	**522,198**
Grant/contract income	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**	-	**-**
Interest income	-	-	-	-	3,500	-	-	-	-	-	-	-	-	**3,500**	-	**3,500**
Investment gain/(loss)	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**	-	**-**
Label/mailing list income	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**	-	**-**
Management fees	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**	-	**-**
Member dues	-	-	-	-	2,346,854	-	-	-	-	-	-	-	-	**2,346,854**	-	**2,346,854**
Other income	10,880	-	-	-	-	-	-	-	-	-	-	-	-	**10,880**	-	**10,880**
Publication sales	-	-	35,000	-	-	-	-	-	-	-	-	-	631,200	**666,200**	-	**666,200**
Registrations	883,829	-	-	-	-	-	-	918,615	-	-	91,451	-	-	**1,893,895**	-	**1,893,895**
Service fees	-	-	-	-	-	-	-	30,350	-	-	1,421,652	1,457,000	-	**2,909,002**	-	**2,909,002**
Sponsorship revenue	149,575	-	-	-	-	-	-	165,625	11,000	-	-	-	-	**326,200**	-	**326,200**
Total Revenue	**1,411,632**	**-**	**41,000**	**-**	**2,470,354**	**-**	**-**	**1,276,240**	**177,320**	**-**	**1,513,103**	**1,457,000**	**631,200**	**8,977,849**	**-**	**8,977,849**
Personnel costs																
Salaries and Wages	202,545	126,367	165,458	61,865	507,340	322,900	49,839	296,606	189,404	1,791	560,274	287,344	109,144	**2,880,877**	-	**2,880,877**
Fringe Benefits	37,447	25,544	34,348	12,992	161,924	67,809	10,466	60,937	31,643	376	116,188	60,342	22,898	**642,914**	-	**642,914**
Payroll Taxes	14,786	9,225	12,078	4,516	37,036	23,572	3,638	21,652	13,826	131	40,900	20,976	7,968	**210,304**	-	**210,304**
Total Personnel costs	**254,778**	**161,136**	**211,884**	**79,373**	**706,300**	**414,281**	**63,943**	**379,195**	**234,873**	**2,298**	**717,362**	**368,662**	**140,010**	**3,734,095**	**-**	**3,734,095**
Other expenses																
Advertising and promotion	20,951	9,500	32,500	-	4,500	-	-	31,229	5,700	-	6,600	5,000	6,500	**122,480**	-	**122,480**
Awards, scholarships and grants	2,400	9,000	-	-	4,000	-	-	3,000	-	-	-	-	-	**18,400**	-	**18,400**
Bad debt	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**	-	**-**
Bank charges	30,853	-	574	-	83,837	-	-	27,656	4,122	-	29,699	-	16,513	**193,254**	-	**193,254**
Consulting/outside services	60,914	47,500	140,000	34,000	31,000	1,000	27,167	174,791	20,450	-	252,070	524,520	47,280	**1,360,692**	-	**1,360,692**
Contingency expenses	-	-	-	-	105,205	-	-	-	-	-	-	-	-	**105,205**	-	**105,205**
Depreciation	-	-	-	-	189,673	-	-	-	-	-	-	-	-	**189,673**	-	**189,673**
Equipment rental	-	-	-	-	3,500	-	-	-	4,800	-	-	-	-	**8,300**	-	**8,300**
General taxes	-	-	-	-	5,000	-	-	-	-	-	-	-	-	**5,000**	-	**5,000**
Insurance	5,641	-	-	-	25,000	-	-	4,136	-	-	-	-	1,770	**36,547**	-	**36,547**
Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**	-	**-**
Legal and accounting	-	-	-	-	297,200	-	-	-	-	-	-	-	-	**297,200**	-	**297,200**
Lodging	28,153	7,000	-	-	9,025	1,700	72,100	50,900	2,400	-	20,000	59,780	3,600	**254,657**	-	**254,657**
Marketing	-	-	-	-	-	-	-	-	3,000	-	-	-	5,000	**8,000**	-	**8,000**
Meals and entertainment	17,111	9,000	4,000	250	11,075	1,000	38,400	15,836	1,000	-	11,556	29,640	2,300	**141,168**	-	**141,168**
Meeting costs	239,915	35,000	500	750	-	-	59,400	438,252	400	-	2,750	5,500	2,500	**784,967**	-	**784,967**
Memberships and subscriptions	-	15,000	33,200	25	16,665	3,200	1,220	-	500	-	-	900	500	**71,210**	-	**71,210**
Other expenses	3,746	-	-	-	6,700	-	-	1,000	4,000	-	1,000	-	500	**16,946**	-	**16,946**
Postage and delivery	10,500	23	38,000	-	3,650	150	700	10,620	8,900	-	5,900	5,900	26,250	**110,593**	-	**110,593**
Printing, production and duplicating	21,637	500	71,511	-	3,000	100	4,000	36,096	19,650	-	2,565	22,000	69,900	**250,959**	-	**250,959**
Registration fees	-	-	-	-	-	-	4,100	-	-	-	-	3,600	-	**7,700**	-	**7,700**
Rent	35,629	16,970	8,600	8,351	141,443	41,946	5,759	15,895	24,879	-	48,700	12,670	6,911	**367,753**	-	**367,753**
Supplies, equipment and maintenance	13,956	481	387	81	53,495	8,473	411	13,269	424	-	11,980	9,246	793	**112,996**	-	**112,996**
Communications/internet	8,238	1,166	2,916	1,164	40,679	32,526	8,510	13,208	2,141	-	8,548	7,230	3,163	**129,489**	-	**129,489**
Temporary assistance	6,000	-	-	-	-	-	-	2,468	500	-	-	-	250	**9,218**	-	**9,218**
Training and development	1,500	5,000	6,000	1,000	6,000	5,000	3,000	-	500	-	-	-	250	**28,250**	-	**28,250**
Travel	34,500	11,000	6,000	750	19,741	-	89,050	43,516	1,800	-	13,320	65,565	3,800	**289,042**	-	**289,042**
Total Other Expenses	**541,643**	**167,140**	**344,188**	**46,371**	**1,060,388**	**95,095**	**313,817**	**881,872**	**105,166**	**-**	**414,688**	**751,551**	**197,780**	**4,919,698**	**-**	**4,919,698**
Total Expenses	**796,421**	**328,276**	**556,072**	**125,744**	**1,766,688**	**509,376**	**377,760**	**1,261,067**	**340,039**	**2,298**	**1,132,050**	**1,120,213**	**337,790**	**8,653,793**	**-**	**8,653,793**
Change in Net Assets FY 12/13 Budget	**615,211**	**(328,276)**	**(515,072)**	**(125,744)**	**703,666**	**(509,376)**	**(377,760)**	**15,173**	**(162,719)**	**(2,298)**	**381,053**	**336,787**	**293,410**	**324,056**	**-**	**324,056**

Changes in GREEN are routine items (e.g. consistency of language and grammar, compliance with DC law)
Changes in BLUE are changes to governance structure

American Association of Collegiate Registrars and Admissions Officers Bylaws

(Proposed changes approved by the AACRAO Board of Directors on February 24, 2012)

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

<u>Section 1: Voting Membership</u>

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 ~~also~~ eligible for institutional membership. Eligibility of other institutions of higher education will ~~shall~~ be determined by the Board of Directors (hereafter referred to as the Board) of the Association. Eligible institutions will ~~shall~~ 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 ~~shall~~ designate one or more individuals as voting members as specified in the Association's dues structure ~~and under such terms as specified in a Member Resolution~~. Voting members will conduct Association affairs through voting, holding elective office and participating in other ways.

c. Dues: The Board~~, of Directors~~ through a Board r~~R~~esolution, 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~~, of Directors~~ through a Board r~~R~~esolution, may recommend a membership dues increase that exceeds the previous twelve-month period's CPI-U ~~Consumer Price Index, with notice thirty days (30) in advance of voting,~~ for approval by the membership at the Business Session of the A~~a~~nnual M~~m~~eeting, said recommendation to be provided in writing at least thirty days prior to the Business Session.

<u>Section 2: Nonvoting Membership</u>

There ~~shall~~ may be ~~additional~~ classes of nonvoting members under such terms and conditions as will ~~shall~~ be established by the Board ~~of Directors~~. Nonvoting members will ~~shall~~ be eligible to participate in Association activities but may not vote or hold Association office.

Article III: Board of Directors

<u>Section 1: Composition of the Board ~~of Directors~~</u>

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

a. At least twelve, but no more than fourteen, 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 three additional Directors (hereafter referred to as External Directors) may be elected by the Board. External Directors may be neither voting members of the Association as defined in Article II, Section 1.b, nor nonvoting members of the Association as defined in Article II, Section 2.

~~The Directors of the Association shall be elected by the voting membership and shall conduct all Association business that is assigned to them or is not otherwise provided for in the Bylaws. The Directors of the Association will together comprise the Board of Directors. The Directors must be voting members of the Association and will also serve as officers of the Association. The Board of Directors shall 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 Admissions;~~
~~g. Vice President for Records and Academic Services;~~
~~h. Vice President for Leadership and Management Development;~~
~~i. Vice President for Access and Equity; and~~
~~j. Vice President for Information Technology~~

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

~~Members of the Board of Directors act as representatives of the members. Duties of the Board of Directors shall include but are not limited to the following:~~

~~a. Review and articulate the mission and purpose of the Association; Employ an Executive Director and assess his/her performance; Ensure effective Association performance; Manage financial resources and all assets of the Association; Determine, monitor and strengthen the Association's public standing; Ensure legal and ethical integrity and maintain accountability; and~~

~~b. Publish an annual report and annual financial audit of the activities of the Association.~~

<u>Section 3: Meetings of the Board</u>

The Board ~~of Directors~~ ~~shall~~ will meet at the Annual Meeting of the Association and at least one other time in the year. The Board ~~of Directors~~ may also meet at other times as ~~the President, or if the President is incapacitated the President-elect, shall~~ it may deem necessary or appropriate.

~~a. The business of the Board of Directors shall 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.~~

a.~~b.~~ Meetings of the Board ~~of Directors~~ ~~shall~~ will be called by the Chair ~~President~~ or, if the Chair ~~President~~ is unable to do so, by the Vice Chair ~~President-elect~~. Notice will be given in writing at least seven ~~(7)~~ days prior to the meeting. Directors may waive their right to notice. Decisions within the Board ~~of Directors~~ ~~shall~~ will be made by simple majority vote of a quorum of the Board. A quorum will ~~shall~~ be a majority of the Board. Business can also be conducted without a meeting of the Board, provided that all D~~d~~irectors sign a consent to the action.

b.~~c.~~ In the absence of the Chair ~~President~~ or Vice Chair ~~President-elect~~ calling a meeting in accordance with Article III, S~~s~~ection 3.a ~~b,~~ a special meeting can be convened by two-thirds consent of the Board.

c.~~d.~~ The Executive Director will ~~shall~~ participate in the meetings of the Board as a non-voting member~~, but may be excused from the meeting as the Board deems appropriate, as appropriate to the extent practicable as specified in the *Board of Directors Handbook*.~~

d.~~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, ~~or by~~ 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.

<u>Section 4: Officers of the Association ~~Duties of the President~~</u>

Officers of the Board must be Voting Member Directors.

a. The officers of the Board, and their duties, will be as follows:
   1. The Chair, who will chair the meetings of the Board, preside at the Business Session of the Annual Meeting of the Association, and serve as the principal member spokesperson of the Association;
   2. The Vice Chair, who will serve as Chair in the absence, incapacity, death, resignation, or removal of the Chair until such time as a new Chair can be elected;
   3. The Secretary, who will produce official minutes of Board meetings and of the Business Session of the Annual Meeting of the Association; and,
   4. The Treasurer, who will assist the Board in its responsibility for overseeing the financial affairs of the Association.

b. The Board will elect, by simple majority, its officers after the election of Directors is completed, and before the Business Session of the Annual Meeting.

c. Terms of office will be as follows:
   1. The Chair will serve a one-year term, with the possibility of renewal for up to a total of three years.
   2. The Vice Chair, Secretary, and Treasurer will serve for one year, and may be reelected during their terms as Directors.
   3. All officers' terms will commence at the Business Session of the Annual Meeting following their election by the Board.

~~The President shall act as presiding officer of the Association.~~

Section 5: Terms of Directors ~~Duties of the President-elect~~

a. Each Member Director will serve a three-year term, and may serve one additional three-year term, if reelected. Newly elected Member Directors will be seated at the Business Session of the Annual Meeting immediately following their election. Their terms will expire upon the seating of their successors or, in the case where their seats are not being filled, at the end of the Business Session of the third Annual Meeting after the one in which they were seated.

b. Each External Director 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. Their terms will expire upon the seating of their successors or, in the case where their seats are not being filled, two calendar years after they are seated.

~~The President-elect shall serve as principal assistant to the President, as needed. Responsibilities shall include planning the program and coordinating the arrangements for the Annual Meeting.~~

Section 6: Board Committees ~~Duties of the Past President~~

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 shall act in an advisory capacity.

~~The Past President shall 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 shall serve as secretary of the Business Session of the Annual Meeting; shall oversee the Association's financial affairs; shall work closely with the Executive Director on membership and financial records; shall chair the budget committee and shall notify the membership of the proposed budget, membership fees or policy matters at least thirty (30) days prior to voting. The Vice President for Finance may audit the Association bills before payment and shall arrange for the annual financial audit by a certified public accountant.~~

~~Section 8: Duties of the Vice Presidents~~

~~The Vice Presidents shall manage the activities of the committees in their respective professional areas and assist the Executive Director in the execution of Association activities.~~

Section 7~~9~~: Vacancies

If the number of Member Directors falls below twelve, the Committee on Nominations and Elections will fill the position by appointment with an individual to serve the remainder of the term. If less than one year remains in the term, the individual filling this vacancy will be eligible to serve two full terms of service, unless he or she has already served as a Director for six or more years.

If a Board officer is unable to complete his or her term for any reason, the Board will elect an individual to complete the term.

~~If an early vacancy shall occur in the office of the President, the President-elect shall 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 shall 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 shall 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 shall request a nomination from the Nominations and Elections Committee and shall appoint the nominee as acting Director until an election can be held at the next Annual Meeting. Service shall extend for the balance of the unexpired term. Such appointment shall not affect the appointee's eligibility for subsequent election to a full term.~~

Section 8~~10~~: Removal of Director

The process for removing ~~a Director~~ an elected or appointed member of the Association Board of Directors from office will ~~shall~~ be as follows:

a. If a Member Director ~~Any Board of Directors member who~~, during the course of a term of service, fails to qualify as a voting member of the Association for a period of ninety days ~~(90)~~ due to loss of employment or any ~~some~~ other circumstance, he or she will ~~shall~~ be removed from office immediately. ~~and a~~ A replacement will be named in accordance with Article III, S~~s~~ection 7~~9~~.

b. Any voting member may file a complaint about a Director with the Board ~~President of Past President of the Association.~~ The complaint must be in writing and must specify the nature of the problem in adequate detail. ~~Such reasons can be, but are not limited to, dishonesty, failure to perform in office or financial mismanagement.~~

    1. After concurrence by a Director ~~Board member~~, the ~~full~~ Board ~~of Directors~~ will convene ~~in~~ a special ~~session~~ meeting within thirty ~~(30)~~ days to consider a complaint. ~~A conference call will be acceptable for this purpose.~~ The complainant(s) may be invited to present evidence and be available for questioning at this special ~~session~~ meeting. The Director who is the subject of the ~~written~~ complaint(s) will be given reasonable time prior to the meeting to prepare a response to the ~~written~~ complaint(s) and will be invited to be present to deliver that response. The Chair ~~President~~ will preside over this special ~~session~~ meeting. If the Chair ~~President~~ is the subject of the complaint(s), the Vice Chair ~~Past President~~ will preside.
    2. The Board ~~of Directors~~ will vote, by secret ballot, to retain or remove the individual from office. If the special ~~session~~ meeting is conducted by conference call, the secret ballot will be mailed to the presiding officer within ~~24~~ twenty-four hours of the meeting. The ballots will be retained for at least thirty ~~(30)~~ days after the mail-in vote. A two-thirds majority vote ~~of those voting~~ will be required to remove a Director ~~Board member~~ from office.

Section 9~~11~~: Compensation

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

Article IV: Elections

Section 1~~2~~: 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 c~~C~~ommittee ~~on Nominations and Elections~~ will ~~shall~~ consist of nine ~~(9)~~ members elected by the voting membership, using electronic voting methods, plus one Member Director from the current Board, elected by the Board to serve for one year, to select candidates for nomination to Association offices. External Directors are not eligible to serve on the committee. Two ~~(2)~~ of the nine ~~(9)~~ elected committee members will ~~shall~~ be continuing members completing two-year terms. Seven ~~(7)~~ will ~~shall~~ 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 ~~shall~~ serve a one-year term. Three alternates will ~~shall~~ be designated in descending order according to votes received. No members will ~~shall~~ 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 ~~shall~~ not be considered for nomination as a Director, ~~to an Association office~~ nor become eligible for such consideration until the end of the member's term on the committee, by resigning from the committee.

a. Each year this committee will ~~shall~~ meet for initial orientation before the end of the Annual Meeting, convened by its Chair-elect.

b. The other meeting of this committee will ~~shall~~ be held ~~in the fall of the year~~ in advance of the Annual Meeting and will ~~shall~~ be for the purpose of deciding the slate of nominees for Member Directors and the fourteen ~~(14)~~ nominees for the next year's c~~C~~ommittee ~~on Nominations and Elections~~. In the event any member of the committee is unable to attend this meeting, its ~~the~~ Chair will ~~shall~~ 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 this committee, based on nominations from the Association membership. From these lists the committee will choose fourteen nominees for the next year's committee and up to twice as many Member Director nominees as the number of open positions on the Board. ~~Members of the committee shall assist the Chair in compiling lists of proposed nominees for Directors and for this committee. From the latter the committee shall choose fourteen (14) nominees for the next year's committee.~~ These will ~~shall~~ be certified by the committee Chair to the Board ~~President~~ and Executive Director no later than December 1~~5~~.

d. Concluding n~~N~~o later than February 15, an election will be held electronically for the committee positions. Voting will be available to the membership for no fewer than thirty days~~. a ballot shall be mailed to each voting member containing the names of the fourteen (14) nominees, with instructions to vote for seven (7) and return the completed ballot to the Chair of the committee. Those returned as directed within thirty (30) days of this mailing and containing not more than seven (7) votes shall be counted as valid ballots.~~

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 the open Member Director positions, with instructions to vote for no more than the number of open positions 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 c~~C~~ommittee Chair will certify the results of the election to the Board ~~President~~ and Executive Director.

e. In the case of tie votes, the c~~C~~ommittee Chair will ~~shall~~ make the choice among tied candidates by lot.

<u>Section 2~~1~~: Election of Member Directors</u>

Member Directors will ~~shall~~ 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. ~~voting members at the Business Session of the Annual Meeting. The Committee on Nominations and Elections shall announce its slate of nominees in advance of the opening session of the Annual Meeting. Additional~~

~~nominations may be made from the floor at the Business Session.~~

a. After the committee has been elected, the Board notifies the Chair and Vice Chair of the committee of the number of Member Directors to be elected in the next election.
b. The committee may nominate up to twice as many individuals as the number of open positions. In addition to these nominees, the ballot will include open lines for write-in votes. The number of open lines for write-in votes will be equal to the number of open Member Director positions. 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 five 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.

~~Election of the President-elect and Vice Presidents shall be by a simple majority of the votes cast by voting members. The President-elect shall serve for a one-year term. Immediately upon the conclusion of that term, she/he shall assume the office of President for a one-year term. Immediately upon the conclusion of that term, she/he shall assume the office of Past resident for a one-year term. The Vice Presidents shall serve for three-year terms except as follows:~~

~~a. The initial occupants of the offices of Vice President for International Education and Vice President for Leadership and Management Development shall serve for a term ending in 2000;~~
~~b. The initial occupants of the offices of Vice President for Records and Academic Services and Vice President for Finance shall serve for a term ending in 2001;~~
~~c. The initial occupants of the offices of Vice President for Admissions and Enrollment Management and Vice President for Access and Equity shall serve for a term ending in 2002.~~
~~Newly elected Directors shall take office at the end of the Annual Meeting during which they are elected. Directors shall not succeed themselves if elected for a three-year term.~~

Article V: Meetings

Section 1: Annual Meeting

The Board ~~of Directors~~ will ~~shall~~ call the Annual Meeting of the Association and will ~~shall~~ set the precise date and location of that meeting. The Board ~~of Directors~~ will ~~shall~~ 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 ~~shall~~ be counted as one year of administration. Official notification of the Annual Meeting will occur at least thirty ~~(30)~~ and no more than fifty ~~(50)~~ days prior to the meeting through established methodologies used to communicate with members. The Board ~~of Directors~~ will approve the budget for the Annual Meeting.

Section 2: Business Session

Unless otherwise specified in the Bylaws, Association business will ~~shall~~ be conducted at the Business Session of the Annual Meeting by the voting members present. A quorum at the Business Session will ~~shall~~ be ~~200~~ two hundred voting members. Official business to be conducted at the Business Session will ~~shall~~ include ~~at least~~ but be not limited to the following:

~~a. Election of the Directors;~~
a.~~b.~~ Reports from Directors and committees, with such action as may be appropriate, including adoption of the budget and resolutions; and
b.~~c.~~ Action on any proposed amendments to the Bylaws or Articles of Incorporation.

If there is not a quorum present at the Business Session, ~~the slate of Directors will be considered elected and~~ 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 ~~shall~~ require a two-thirds majority of the votes cast if notice was given to the voting members at least thirty ~~(30)~~ 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 ~~simple~~ majority vote of those present and voting.

Article VI: ~~Appointive~~ 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 ~~shall~~ be established (or may be discontinued) by the ~~b~~Board ~~President with the approval of the Board of Directors~~.

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. ~~Each appointive committee reports to the Board of Directors through the appropriate Director or Executive Director.~~

Section 3: Inter-association Representatives

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

Article VII: Miscellaneous Provisions

Section 1: Fiscal Year

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

Section 2: Records and Books

The Association will ~~shall~~ keep (i) correct and complete books and records of account~~, and will shall also keep~~ (ii) minutes of the proceedings of meetings of the members, the Board ~~of Directors~~ and committees having any of the authority of the Board ~~of Directors~~, ~~and will shall keep at its principal office~~ (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 ~~shall~~ make available to voting members for inspection and copying such records as are required by applicable law. ~~its Articles of Incorporation, Bylaws, financial statements, any Board or Member Resolutions it adopts, and all minutes of the corporation.~~

Section 3: Annual Financial Audit

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

Section 4~~3~~: Contract Authorization

The Board ~~of Directors~~ 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~~4~~: Permanent Office

The Executive Director will ~~shall~~ operate a permanent office that provides service to members, and will ~~shall~~ manage the day-to-day activities of the Association under guidance provided by the Board.~~ and will shall contribute a “State of the Association” lLetter to the annual report.~~

Section 6~~5~~: Parliamentary Rules

Except as otherwise provided in the Articles of Incorporation and these Bylaws, the ~~Annual~~ 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* ~~Roberts' Rules of Order~~.

Section 7~~6~~: Amendments

Amendments to the Bylaws or Articles of Incorporation may be proposed by either a ~~simple~~ majority vote of the Board members present and voting ~~of Directors~~ or twenty-five ~~(25)~~ voting members of the Association. Proposed amendments must be submitted to the Board ~~of Directors~~ or the Executive Director at least ninety ~~(90)~~ days before the Annual Meeting. The adoption of any proposed amendment to the Bylaws or Articles of Incorporation will ~~shall~~ 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 ~~(30)~~ days in advance, or a four-fifths majority if less or no advance notice was given.