

# **American Association of Collegiate Registrars and Admissions Officers Bylaws**

***Last amended on April 16, 2009***

## **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 shall 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 shall be determined by the Board of Directors of the Association. Eligible institutions 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 shall designate one or more individuals as voting members and under such terms as specified in a Member Resolution. Voting members shall conduct Association affairs through voting, holding elective office and participating in other ways.
- c. Dues: The Board of Directors through a Board Resolution, may approve a membership dues increase of no greater rate than the previous twelve-month period's Consumer Price Index, rounded to the nearest dollar.

The Board of Directors, through a Board Resolution, may recommend a membership dues increase that exceeds the previous twelve-month period's Consumer Price Index, with notice thirty (30) days in advance of voting, for approval by the membership at the annual meeting.

Furthermore, to make the change effective with the 2005 Fiscal Year, October 1, 2004 to September 30, 2005.

### Section 2: Nonvoting Membership

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

## **Article III: Board of Directors**

### Section 1: Board of Directors

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 Education;
- 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

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.

### Section 3: Meetings of the Board of Directors

The Board of Directors shall meet at the Annual Meeting and at least one other time in the year. The Board of Directors may also meet at such other times as the President, or if the President is incapacitated the President-elect, shall 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

- b. Meetings of the Board of Directors shall be called by the President, or if the President is unable to do so, by the President-elect. Notice will be given at least seven (7) days prior to the meeting. Directors may waive their right to notice. Decisions within the Board of Directors shall be made by simple majority vote of a quorum of the Board. A quorum shall 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 President or President-elect 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 shall participate in the meetings of the Board to the extent practicable as specified in the *Board of Directors Handbook*.
- 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 shall constitute presence in person at the meeting.

#### Section 4: Duties of the President

The President shall act as presiding officer of the Association.

#### Section 5: Duties of the President-elect

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: Duties of the Past President

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 9: Vacancies

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 10: Removal of Director

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

- a. Any Board of Directors member who, during the course of a term of service, fails to qualify as a voting member for a period of ninety (90) days due to loss of employment or some other circumstance, shall be removed from office immediately and a replacement shall be named in accordance with Article III, section 9.
- b. Any voting member may file a complaint about a Director with the President or 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 Board member, the full Board of Directors will convene in special session 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. 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 President will preside over this special session. If the President is the subject of the complaint(s), the Past President shall preside.
  2. The Board of Directors will vote, by secret ballot, to retain or remove the individual from office. If the special session is conducted by conference call, the secret ballot will be mailed to presiding officer within 24 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 Board member from office.

#### Section 11: Compensation

Directors shall not be compensated except that they may be reimbursed for reasonable and necessary expenses incurred in connection with that service as Directors.

### **Article IV: Elections**

#### Section 1: Election of Directors

Directors shall be elected by 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.

#### Section 2: Committee on Nominations and Elections

The Committee on Nominations and Elections shall consist of nine (9) members to select candidates for nomination to Association offices. Two (2) of the nine (9) shall be continuing members completing two-year terms. Seven (7) shall be elected each year; the one of these with the highest number of votes shall become the Chair-elect for the following year; the other with the next-highest number of votes shall become the other continuing member and Vice Chair-elect for the following year. Other elected members of the committee shall serve a one-year term. Three alternates shall be designated in descending order according to votes received. No members 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 shall not be considered for nomination to an Association office nor become eligible for such consideration by resigning from the committee.

- a. Each year this committee shall meet for initial orientation before the end of the Annual Meeting convened by its Chair-elect.
- b. The other meeting of this committee shall be held in the fall of the year in advance of the Annual Meeting and shall be for the purpose of deciding the slate of nominees for Directors and the fourteen (14) nominees for the next Committee on Nominations and Elections. In the event any member of the committee is unable to attend this meeting, the Chair 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 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 shall be certified by the Chair to the President and Executive Director no later than December 15.
- d. No later than February, 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. The Chair shall certify the results of the election to the President and Executive Director.

- e. In case of tie votes, the Chair shall make the choice among tied candidates by lot.

### Section 3: Terms of Directors

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 President 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 shall call the Annual Meeting of the Association and shall set the precise date and location of that meeting. The Board of Directors 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 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 shall approve the budget for the Annual Meeting.

### Section 2: Business Session

Association business shall be conducted at the Business Session of the Annual Meeting by the voting members present. A quorum at the Business Session shall be 200 voting members. Official business to be conducted at the Business Session shall include at least the following:

- a. Election of the Directors;

- b. Reports from Directors and committees, with such action as may be appropriate, including adoption of the budget and resolutions; and
- 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 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 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 shall be made by simple majority vote.

## **Article VI: Appointive Committees and Task Forces**

### Section 1: Committees and Task Forces

Committees and task forces, to assist in Association activities, as deemed necessary or desirable, shall be established (or may be discontinued) by the President with the approval of the Board of Directors

### Section 2: Committee and Task Force Appointments

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

## **Article VII: Miscellaneous Provisions**

### Section 1: Fiscal Year

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

### Section 2: Records and Books

The Association shall keep correct and complete books and records of account and shall also keep 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 shall keep at its

principal office a record giving the names and addresses of the members entitled to vote. The Association shall make available to voting members its Articles of Incorporation, Bylaws, financial statements, and Board of Member Resolution it adopts and all minutes of the corporation.

### Section 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 4: Permanent Office

The Executive Director shall operate a permanent office that provides service to members, shall manage the activities of the Association and shall contribute a State of the Association letter to the annual report.

### Section 5: Parliamentary Rules

Except as otherwise provided in the Articles on Incorporation and these Bylaws, the Annual Business Session of the Association shall be governed by the parliamentary rules and usages contained in the most recent edition of Roberts' Rules of Order.

### Section 6: Amendments

Amendments to the Bylaws or Articles of Incorporation may be proposed by either a simple majority vote of the Board 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 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.

## **Appendix:**

### **Approved Amendments:**

#### Amendments to the Bylaws adopted April 25, 2001

Article III, Section 1(g) to read: *(g) Vice President for Records and Academic Services*. To change from: *(g) Vice President for Registration, Records and Information Technology*

Article III, Section 1 to add *(j) Vice President for Information Technology*

#### Amendments to the Bylaws adopted April 17, 2002



Article II, Section 1 (c), to read: *"Annual fees shall cover membership for a one year period as noted on the invoice sent to members."* To change from: *"Annual Fees shall cover membership for the duration of the fiscal year"*

Article VII, Section 1 be amended to read: *"The fiscal year of the Association shall be from October 1 to September 30."* To change from: *"The fiscal year of the Association shall be from July 1 to June 30"*

Amendments to by Bylaws adopted April 9, 2003:

Article II, Section 1 (c) be amended to read: *"The Board of Directors, through a Board Resolution, may approve a membership dues increase of no greater rate than the previous twelve-month period's Consumer Price Index, rounded to the nearest dollar.*

*The Board of Directors, through a Board Resolution, may recommend a membership dues increase that exceeds the previous twelve-month period's Consumer Price Index, with notice thirty (30) days in advance of voting, for approval by the membership at the Annual Meeting.*

*Furthermore, to make the change effective with the 2005 Fiscal Year, October 1, 2004 to September 30, 2005."*

To change from: *"The institutional members shall pay annual fees in such amount and for such number of voting memberships as designated by the Board and approved by the membership. Annual fees shall cover membership for the duration of the fiscal year. The Board of Directors, through a Board resolution, shall recommend changes in institutional membership fees, with notice at least thirty (30) days in advance of voting, for approval by the membership at the Annual Meeting"*

Article III, Section 1 (h) be amended to read: *"(h) Vice President for Leadership and Management Development"* To change from: *"(h) Vice President for Professional Development and Publications"*

Amendments to the Bylaws adopted April 22, 2004:

Article III Section 1 (i) be amended to read: *"Vice President for Access and Equity"* To change from: *"Vice President for Association and Institutional Issues"*

Amendments to the Bylaws adopted April 20, 2006:

Article III Section 6 be amended to read: *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.* To change from: *"The Past President shall serve as advisor to the Board of Directors and shall manage the committee appointment process."*

Article III Section 9 be amended to read: *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 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.*

*To change from: "If an early vacancy occurs in the office of the President, the President-elect will assume those responsibilities and the normal term of the office for the President-elect as President shall not be affected. In case of a vacancy in any office except that of 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."*

#### Amendments to the Bylaws adopted March 3, 2007:

*Article III, Section 7 be amended to read: "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..." To change from: "The Vice President for Finance shall serve as secretary of the Business Session of the Annual Meeting; shall oversee (with suitable bond) 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..."*

*Article IV Section 3 be amended to read: "...Newly elected Directors shall take office at the end of an Annual Meeting in which they are elected. Directors shall not succeed themselves if elected to a three-year term. To change from: "...Newly elected Directors shall take office at the end of the Annual Meeting during which they are elected, except for the Vice President for Finance, who shall take office at the start of the next fiscal years. Directors shall not succeed themselves if elected for a three-year term."*

*Article VII, Section 5 be amended to read: "Except as otherwise provided in the Articles of Incorporation and these Bylaws, the Annual Business Session of the Association shall be governed by the parliamentary rules and usages contained in the most recent edition of Roberts' Rules of Order." To change from: "Except as otherwise provided in the Articles of Incorporation and these Bylaws, all meetings of the Association, its Board of Directors and its committees shall be governed by the parliamentary rules and usages contained in the most recent edition of Robert's Rules of Order"*

#### Amendments to the Bylaws adopted April 16, 2009:

*Article I to be amended to read: 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. To*

change from: *The mission of the American Association of Collegiate Registrars and Admissions Officers (hereafter referred to as the Association) is to provide professional development, guidelines and voluntary standards to be used by higher education officials regarding the best practices in records management, admissions, enrollment management, administrative information technology and student services. It also provides a forum for discussion regarding policy initiation and development, interpretation and implementation at the institutional level and in the global educational community.*