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**American Association of Collegiate Registrars and Admissions Officers  
Minutes of the Meeting of the Board of Directors**

February 22, 2012

Conference Call

**Board Members in Attendance:** Jim Bouse, Bruce Cunningham, Luisa Havens, Betty Huff, Tracey Jamison, Nancy Krogh, Nora McLaughlin, Brad Myers, Jeff von Munkwitz-Smith, Robert Watkins

**Board Nominees in Attendance:** Melanie Gottlieb, Paul Kyle, Adrienne McDay

**Staff Members in Attendance:** Jerry Sullivan, Matthew Ogle

**Call to Order**

President McLaughlin called the meeting to order at 3:02 p.m. Eastern Time on February 22, 2012.

**Approval of Agenda**

MOTION 2012.02.10 – It was duly moved and seconded to approve the agenda. APPROVED

**Reports of Standing Committees**

Governance Committee

President-elect Jeff von Munkwitz-Smith distributed the bylaws in a format that features all three proposed changes: housekeeping, governance, and those from the AACRAO attorney. The Board reviewed the proposed bylaws changes and discussed the changes recommended by the attorney.

MOTION 2012.02.11 – It was duly moved and seconded that the additional changes be made to the proposed bylaws subject to a follow-up vote via email regarding the use of the language “present and voting.” APPROVED

MOTION 2012.02.12 – It was duly moved and seconded on February 24<sup>th</sup> by email to approve the bylaws with the changes recommended by the AACRAO attorney to be presented to the membership for approval at the 2012 AACRAO Business Meeting. APPROVED

Compensation Committee

Vice President Cunningham updated the Board on the Executive Director transition planning process.

**Unfinished Business**

The Record Retention Policy will be voted on at the March 14 Board Conference Call.

**Adjournment**

MOTION 2012.02.13 – It was duly moved and seconded that the Board of Directors meeting be adjourned. APPROVED

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The Board of Directors meeting adjourned at 4:32 p.m. Eastern Time.

**Attachments**

Bylaws Draft

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*Approved by the AACRAO Board of Directors on October 08, 2011*

**Changes in GREEN are routine housekeeping items**

**Changes in BLUE are related to the Governance Task Force Recommendations**

**2/6/12 Changes in RED are from Jim Goldberg**

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

### **Article 1: Mission**

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

### **Article II: Membership and Fees**

#### Section 1: Voting Membership

- a. 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 mMember rResolution~~. 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~~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, ~~of Directors~~ through a Board ~~r~~Resolution, 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 Aannual Mmeeting~~, ~~said recommendation to be provided in writing at least thirty days prior to the Business Session.~~

#### Section 2: Nonvoting Membership

There ~~will 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.~~

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## Article III: Board of Directors

### Section 1: Composition of the Board of Directors

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 ~~conduct~~ have responsibility for managing all Association business ~~that is assigned to it, or is not otherwise provided for, in the Bylaws~~. Duties of the Board ~~will~~ 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

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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.~~

### Section 3: Meetings of the Board

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~~directors sign a consent to the action.
- ~~b.e.~~ In the absence of the ~~Chair President~~ or ~~Vice Chair President elect~~ calling a meeting in accordance with Article III, ~~S~~section 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.

### Section 4: ~~Officers of the Association Board~~ Duties of the President

Officers of the Board must be ~~Voting~~ Member Directors.

- a. The officers of the Board, and their duties, will be as follows:

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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 ~~February 15, when~~ the election of Directors is completed, and before ~~the date of~~ 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 ~~of the Board~~ 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

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~~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 79: 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 840: 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~~ection 79.
- 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. 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. 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 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 ~~944~~: 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 ~~12~~: 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~~Committee on Nominations and Elections ~~will shall~~ consist of nine ~~(9)~~ members elected by the ~~AACRAO~~ 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)~~ ~~member 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~~Committee 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.



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- 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 15.
- d. ~~Concluding n~~No later than February 15, an election will be held electronically for the committee ~~and for the open Member Director~~ 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~~Committee Chair will certify the results of the election to the ~~Board President~~ and Executive Director.
- e. In ~~the~~ case of tie votes, the ~~c~~Committee Chair ~~will~~ shall make the choice among tied candidates by lot.

#### Section 24: Election of ~~Member~~ Directors

Member Directors ~~will~~ shall be elected by the ~~AACRAO~~ 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 ~~will~~ 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 ~~simple~~ majority vote of Board members present and voting. ~~of a quorum of the Board.~~

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## 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 ~~phased~~ transition ~~process~~ 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 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.e.~~ 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

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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 ~~43~~: 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.

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#### Section 54: 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” Letter to the annual report.

#### Section 65: Parliamentary Rules

Except as otherwise provided in the Articles of Incorporation and these Bylaws, the ~~Annual~~ 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 76: 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.