

# Bylaws

*(Formed under the District of Columbia Nonprofit Corporation Act)*

## PREAMBLE

The rationale for the existence of the American College Personnel Association (“Association”) in the field of higher education is based on the following premises:

1. The wide diversity of functions of student affairs in advancing the needs of post-secondary education necessitates a common meeting ground;
2. The work of student affairs professionals is inextricably linked to academic tradition and philosophy and requires continuous review and improvement;
3. The need for interpretation of human development philosophy to others within and outside the academic community is constant; and,
4. The advancement of higher education through more effective use of student affairs professionals will be determined by the attention, support, and critical evaluation of new concepts and knowledge, encouragement of new professionals, and development and maintenance of high standards of accomplishment.

The Association is committed to achieving these ends.

## ARTICLE I: NAME

**Section 1.01 Name.** The name of this Association shall be the “American College Personnel Association.”

**Section 1.02 Use of Name.** The name of this Association shall be employed only in connection with official business and shall not be used by individuals, organizations, or agencies without the written approval of the Governing Board.

## ARTICLE II: MISSION, CORE VALUES, AND CORE FUNCTIONS

**Section 2.01 Mission.** The mission of the Association is to support and foster college student learning through the generation and dissemination of knowledge, which informs policies, practices, and programs, for student affairs professionals and the higher education community.

**Section 2.02 Core Values.** The mission of ACPA is founded on, and implements, the following core values of the Association.

- Education and development of the total student
- Diversity, multicultural competence and human dignity
- Inclusiveness in and access to association-wide involvement and decision-making

- Free and open exchange of ideas in a context of mutual respect
- Advancement and dissemination of knowledge relevant to college students and their learning, and the effectiveness of student affairs professionals and their institutions
- Continuous professional development and personal growth of student affairs professionals
- Outreach and advocacy on issues of concern to students, student affairs professionals and the higher education community, including affirmative action and other policy issues

**Section 2.03 Core Functions.** The Association seeks to fulfill this mission by directing its resources and efforts to the effective achievement of the following core activities:

- Professional development and education
- Services for Association members and constituents
- Generation and dissemination of knowledge
- Outreach and advocacy on behalf of students and student affairs professionals
- Identification of, and effective response to, issues faced by the student affairs profession, and the higher education community

**Section 2.03 Anti-Discrimination.** The Association does not discriminate on the basis of race, color, national origin, religion, sex, age, affectional/sexual orientation, or disability in any of its policies, procedures or practices. This non-discrimination policy covers membership and access to Association programs and activities including, but not limited to, national conventions, placement services, publications, educational services, and employment.

### **ARTICLE III: MEMBERSHIP**

**Section 3.01 Types and Qualifications.** The following are the types and qualifications of memberships in the Association. Membership in good standing is based upon current payment of dues. Membership type is subject to possible review and approval by the Executive Director with the advice of the Director of Membership Development.

1. **General Membership.** Any person whose designated responsibilities relate to student and human development at an accredited institution of higher education. In order to reduce the cost of individual dues for its employees, an accredited institution of higher education may pay dues based on its full-time equivalent enrollment during the previous academic year and thereby become an Institutional Member. Institutional Membership includes one free General membership as well as an unlimited number of discounted dues for new and renewing General members.
2. **Associate Membership.** Any person expressing an interest in and support for the purposes, goals, and core values of the Association who does not work for a college or university. To reduce the cost of individual dues for its employees and to promote a partnership with an organization that is supportive of the mission, goals, and purposes of the Association, an organization other than a college or university may pay dues based on its profit or not-for-profit status as designated by the Federal Internal Revenue Service and thereby become an Organizational Member. Organizational Membership includes one free Associate member as well as an unlimited number of discounted dues for new and renewing Associate members.

Educational associations, systems, governmental agencies, corporations, and similar groups may qualify for Organizational Membership.

3. **Student Membership.** Any person who is currently engaged in graduate studies in an accredited graduate school in courses related to the student affairs profession and who is not employed full time during the membership year. The student's major professor must attest to these qualifications. Pre-doctoral internships or work experiences required for completion of a degree program are not considered full time employment for the purposes of this category.
4. **Transitional Membership.** Any current Student Member in good standing renewing his or her membership as a Transitional Member for one year only following graduation.
5. **Emeritus Membership.** Any current or former ACPA member who is defined as retired and not employed full-time.
6. **Graduate Student Membership.** Any person who is currently engaged in graduate studies in an accredited graduate school in courses related to the student affairs profession and who is not employed full time during the membership year. The student's major professor must attest to these qualifications. Pre-doctoral internships or work experiences required for completion of a degree program are not considered full time employment for the purposes of this category.
7. **Undergraduate Student Membership.** Any person who is currently enrolled as an undergraduate student and who is not employed full time at an institution of higher education during the membership year. The student must verify undergraduate enrollment and good standing status either via a Student Affairs professional or an official letter from the college / university.

**Section 3.02 Applications and Approval.** A person shall become a member of the Association upon approval of his or her application for membership by the Executive Director and the payment of his or her dues and special assessments.

**Section 3.03 Term, Resignation, and Removal.** With the exception of Life Subscribers, the term of any membership shall be annual; provided, however, that any member may resign at any time upon written notification of the Executive Director, and any member may be removed at any time with or without cause by majority vote of the Governing Board. However, members shall be given notice and an opportunity to respond prior to removal. Members in good standing can automatically renew membership by payment of the succeeding year's dues.

**Section 3.04 Annual Meeting.** An annual business meeting of the members shall be held during the annual convention for the transaction of business as may properly come before the members as determined by the members. Officers of the Association, the convention chair, and others designated by the President shall report to the membership during the annual meeting.

**Section 3.05 Special Meetings.** Special meetings of the members may be called by the President, the Executive Director, or by one-fourth of the Board.

**Section 3.06 Place and Time of Meetings.** Meetings of members may be held at such place, within or without the District of Columbia, and at such hour as may be fixed in the notice of the meeting.

**Section 3.07 Notice of Annual and Special Meetings.** Written, printed or electronic notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten or more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Executive Director, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If e-mailed, such notice will be deemed delivered when a copy of the notice has

been electronically mailed. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at his or her address as it appears on the records of the Association.

**Section 3.08 Waivers of Notice.** A waiver of notice in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such. The presence of any member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such member.

**Section 3.09 Quorum.** At the Annual Meeting, members in good standing who are present at such meeting shall constitute a quorum for the transaction of business. At special meetings, members having at least one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum for the transaction of any business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not been established, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

**Section 3.10 Proxies.** A member may vote by proxy executed in writing by the member or his or her duly authorization attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**Section 3.11 Decisions.** Whenever any action is to be taken by vote of the members, it shall, except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, be authorized by a majority of the votes cast at a meeting of voting members.

**Section 3.12 Presiding Officer and Secretary.** At any meeting of the members, if neither the President, nor the Vice President, nor a person designated by the Governing Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as Secretary of the meeting.

**Section 3.13 Action by Members.** Voting on all matters, including the election of the Governing Board or officers where they are to be elected by the members, may be conducted by written or electronic ballot.

**Section 3.14 Dues.** The dues and due date for each individual, institutional, and organizational membership classification shall be determined by the Governing Board. Student dues shall not exceed two-thirds of the dues of the general membership.

**Section 3.15 Rights and Privileges of Membership.** All Association members in good standing shall be entitled to attend Association conventions and meetings and shall be eligible to serve on Association committees. All members in good standing except Associate Members shall be entitled to vote or hold office.

#### **ARTICLE IV: OFFICERS**

**Section 4.01 Officers.** The officers of the Association shall be the President, Vice President, Past President, Secretary, and Treasurer, and such other subordinate officer as the Board may from time to time appoint or authorize the President to appoint.

**Section 4.02 Qualifications.** Each officer shall be a member in good standing in the Association throughout the term on office. Organizational members or their representatives may not hold office. No individual can hold more than one office of the Association at the same time, except as Secretary and Treasurer.

**Section 4.03 Special Qualifications, Election and Terms of Office.** Elected officers shall be elected via ballot to the membership pursuant to these Bylaws. The official term of office for newly elected officers is scheduled to begin at the annual business meeting. Officers shall hold office until (a) the installation of a successor; (b) the effective date of any resignation submitted in writing to the Secretary; (c) upon his or her death; or, (d) upon removal from office in accordance with the provisions of these Bylaws. Any vacancy among such officers shall be filled by majority vote of the remaining members of the Governing Board, except the Vice President shall fill a vacancy in the Presidency.

1. President, Vice President, and Past President. The President shall serve as Vice President for a one-year term prior to serving as President for one year, and as Past President for a one-year term after serving as President. To qualify to be Vice President, one must have held membership in ACPA for no less than 5 years, must have had prior leadership experience within the Association, and must have leadership and management experience that reflect the skills needed to fulfill the President's responsibilities.
2. Treasurer and Secretary. The Executive Director shall serve as Treasurer and Secretary of the Association.

**Section 4.04 Powers and Duties of Officers.** Subject to the control of the Governing Board, all officers, as between themselves and the Association shall have such authority and perform such duties in the management of the property and affairs of the Association as may be provided in these Bylaws or by resolution of the Governing Board and, to the extent not so provided, as generally pertain to their respective offices. Officers are expected to attend meetings of the Assembly and have the following specific duties and authority:

1. President. The President, as the senior elected officer of the Association, is responsible for guiding the Governing Board in the stewardship of the Association. The President shall: oversee implementation of the educational, legislative, operational, and management objectives of the Governing Board; develop the agenda and the meeting and formats of the Governing Board meetings in consultation with the Executive Director; chair the Governing Board, Membership, Business and Executive Committee meetings; be an official spokesperson and liaison for the Association to other associations and the public at-large; Chair the Strategic Planning and Assessment Committee; be a voting member of the Governing Board, Audit and Finance, Nominations and Elections, and Personnel Committees and be an *ex officio* non-voting member of all other ACPA committees; shall in consultation with the Executive Director and Governing Board appoint the Chairs and members of the Association Committees and Task Forces; in consultation with the Executive Director and the respective Coordinator assist with the establishment and appointment of Commissions, State Divisions, International Divisions, and Standing Committees; assist with the Association's fundraising and provide guidance to the Educational Leadership Foundation's fundraising efforts; appoint a representative to the Council for the Advancement of Standards; have such other duties and powers as the Governing Board may from time to time prescribe or authorize; and shall seek to fulfill the presidential duties and responsibilities outlined in the ACPA policies.

2. **Vice President.** The Vice President shall perform the duties of the President in the absence of the President, and shall: chair the Bylaws Committee; establish and chair a committee to appoint the Convention Committee Chair for the year he or she serves as President; appoint and serve on the Convention Planning Committee to develop the convention theme and content; serve on the Audit and Finance, Personnel, and the Nominations and Elections Committees, liaise with the State Divisions, International Divisions, Commissions, and Standing Committees; assist the Coordinators in the resolution of governance concerns; Chair the Assembly; and perform such other duties and responsibilities as requested by the President.
3. **Past President.** The Past President shall: Chair the Nominations and Elections, Personnel, and the Audit and Finance Committees; make periodic reports about such Committee work; shall forward official records to the ACPA Association Archives; and shall perform other duties as assigned by the President and/or Governing Board.
4. **Treasurer.** The Treasurer shall: arrange a process to oversee the receipt, custody, disbursement, accounting, and reporting of all funds and investments of the Association; work with the Audit and Finance Committee to prepare a draft budget for the Association for review and adoption by the Board; and shall furnish the Board with an operating and financial report at each regular and special meeting thereof. The Treasurer shall perform other duties incident to the office of Treasurer, and such other duties as assigned by the President and/or the Governing Board. The Treasurer shall be empowered to sign checks, contracts, drafts or other orders for payment of money on behalf of the Association.
5. **Secretary.** The Secretary shall oversee a process for keeping the minutes of all meetings of the Board including all votes and resolutions adopted and shall record all such documents and records in a book kept for that purpose. The Secretary shall oversee the process for issuing notices of all meetings, filing of all reports required by governmental authorities, and performing such other functions and duties as the Board may from time to time prescribe. The Secretary shall forward official records to ACPA Archives on an annual basis.

**Section 4.05 Vacancies.** In the event that the Presidency becomes vacant, the Vice President shall assume the Presidency and shall serve the remainder of the term as well as the Presidential term for which the Vice President was elected. If the Vice President is unable to assume or retain office, the Governing Board shall nominate and elect a President from the list of Past Presidents or from its own members. All other vacancies shall be filled by appointment by the Governing Board. The officers so appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

**Section 4.06 Removal.** Notwithstanding anything to the contrary in these Bylaws, removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights, and the guidelines for removal are as follows:

1. Any officer may be removed for just cause, including violation of Association policy, procedures, or ethical code; failure to perform the duties of the office as set forth in the by-laws and the policies of the Association, the Personnel Committee, and the Nominations and Elections Committee; gross impropriety in carrying out the duties and responsibilities of the office; inability to properly carry out the duties and responsibilities of the elected office; failure to uphold the provisions of the Bylaws, and whenever in the Governing Boards' judgment the best interest of the Association would be served thereby.
2. The removal shall be conducted as follows:

- a. Upon written submission of evidence of proper cause as defined above approved by at least two (2) current members of the Governing Board.
- b. Upon receipt of the above information the Governing Board shall conduct a closed, executive session to see if there are sufficient grounds to consider removing the individual from office.
- c. If grounds are found to proceed with removal, the Board will provide at least 21 days' notice of the proposed removal hearing to all voting Governing Board members and the individual at issue. The individual at issue has an opportunity to personally address the Board. Such hearing may be held in or outside of executive session, at the discretion of the Governing Board.
- d. The individual in question is subject to removal upon the affirmative vote of three-quarters of all voting members of the Governing Board.

**Section 4.07 Compensation of Officers.** The Association shall not pay any compensation to elected officers for services rendered to the Association, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Association, in reasonable amounts as approved by a majority of the Governing Board.

## **ARTICLE V: GOVERNING BOARD**

**Section 5.01 Power of Governing Board.** The property, business and affairs of the Association shall be managed by a Governing Board in accordance with these Bylaws and the purposes of the Association. . The Governing Board shall formulate and approve policies as are necessary to conduct the affairs of the Association. It shall endeavor to review, formulate, and promote the mission, vision, core values, and any strategic plans of the Association. It shall engage in advocacy and otherwise seek to advance the interests of the Association.

### **Section 5.02 Governing Board Members.**

1. The Governing Board shall consist of a total of 12 voting members and one non-voting member. <sup>1</sup>
2. The following ten voting members are to be elected: the President, Vice President, Past President, Director of Equity and Inclusion, Director of External Relations, Director of Membership Development, Member at Large for Faculty, Member at Large for Entry-Level Professionals, Member-at-Large for Mid-Level Professionals, and Member-at-Large for Senior-Level Professionals..
3. The Director of Professional Development and Director of Research and Scholarship shall be appointed by majority vote at a meeting of the Board.
4. The Executive Director shall serve as both the Treasurer and Secretary and will hold for such purposes one ex officio, non-voting position.

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<sup>1</sup> **NB:** While applicable D.C. law prohibits any decrease in the number of Directors authorized by the Bylaws from having the effect of shortening the term of any incumbent director, the intention is to arrange for the current terms of office to extend to July 1, 2007 and for the new governance structure, if approved, to take effect at that time.

**Section 5.03 Qualifications and Terms.** Each member of the Governing Board shall be a member in good standing of the Association and shall have been in good standing for at least one year prior to his or her nomination. Organizational members and their representatives are not qualified for election or nomination to the Governing Board. The term of Directors and Members-at-Large are three years; one year as elect and two years in the position. The Governing Board shall develop a process for establishing staggered expiration of Governing Board member terms. Directors-elect are encouraged to attend but may not vote at Board meetings. The following specific qualifications for Governing Board members must be met at the time of nomination and satisfied throughout the term of office:

1. **Directors** must have held membership in ACPA for no less than 3 years and must demonstrate effectiveness in the components of the job description for the selected Director position (Director of Equity and Inclusion, Director of External Relations, Director of Membership Development, Director of Professional Development, Director of Research and Scholarship).
2. **Members-at-Large** must be members in good standing in ACPA. The **Member-at-Large for Faculty** must hold full time status in a tenure-track faculty line. The **Member-at-Large for Entry-Level Professionals** must have worked in a professional position and/or be currently enrolled in a graduate program for no more than 5 years at the time of election. The **Member-at-Large for Mid-Level Professionals** must have more than 5 years of full-time professional experience. The **Member-at-Large for Senior-Level Professionals** must be a senior-level student affairs administrator.

**Section 5.04 Voting Rights and Decision-Making.**

1. All members of the Governing Board will have a vote except for the Executive Director.
2. Any action required by law to be taken at a meeting, may be taken without a meeting if all the Governing Board Members consent to the adoption of a resolution authorizing the action.
3. Any one or more Directors, Members-at-Large, Officers, or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. To the extent the law permits, the Board may vote via e-mail, electronic, or regular mail ballots, and the organization shall be able to conduct meetings in written form where the words are transmitted to all participants (as may be accomplished through the use of a telephone or computer conference).

**Section 5.05 Election and Term of Governing Board.**

1. All elected members of the Governing Board shall be elected by the general membership according to nomination and election procedures authorized by the Governing Board.
2. Except for the position of Vice President, President, and Past President, the term of all elected Directors and Members-at-Large is three years: one year as elect and two years in that position.
3. The schedule of elections shall provide for the election of Board members in alternate years so as to provide continuity within the Governing Board.

The term of office for Board members is scheduled to begin at the annual business meeting of each year following their election or appointment. No Director or Member-at-Large may serve a consecutive term on the Governing Board unless he or she is elected Vice President.

4. The Director of Professional Development and Director of Research and Scholarship shall be appointed to the Governing Board by majority vote of the Governing Board following an established appointment and nomination process developed by the Nominations and Elections Committee, and approved by the Governing Board, in order to take office at the annual business meeting.

**Section 5.06 Vacancies.** Vacancies among voting Governing Board members may be filled by majority vote of the remaining members of the Governing Board according to any applicable nominations procedures of the Nominations and Elections Committee for the unexpired term and until his or her successor is qualified and elected. Vacancies among the ex officio non-voting members of the Governing Board shall be filled by appointment of the Governing Board.

**Section 5.07 Removal of Governing Board Members.** A Director or Member-at-Large may be removed from office with cause, by the same removal procedures as apply to the removal of Officers.

**Section 5.08 Resignations.** Except as otherwise required by law, any Governing Board member of the Association may resign at any time by giving written notice to the Executive Director or to the President of the Association. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

**Section 5.09 Quorum of Governing Board and Action by the Governing Board.** Unless a greater proportion is required by law, a majority of the voting members of the Governing Board shall constitute a quorum for the transaction of business provided, however, that in no event shall a quorum consist of less than one-third of the Governing Board members. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the act of a majority of the Governing Board members present at a meeting at which a quorum is present shall be the act of the Governing Board.

**Section 5.10 Meetings of the Governing Board.** Meetings of the Governing Board, regular or special, may be held at such place within or without the District of Columbia and upon such notice as may be prescribed by resolution of the Governing Board. The Governing Board shall hold regular meetings immediately preceding the association convention, and other meetings during the convention as needed. A Governing Board member's attendance at any meeting shall constitute waiver of notice of such meeting, except if such attendance is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Governing Board need be specified in the notice or waiver of notice of such meeting. Directors-elect may be elected and invited to sit in on Governing Board meetings but are not voting members until they assume the director position.

**Section 5.11 Executive Committee.** The Governing Board may, in its discretion, by resolution adopted by a majority of the whole Board following the Annual Business Meeting, constitute and specify the authority and responsibilities of an Executive Committee to include: the President, Vice President, the Past President, the Treasurer (non-voting), and such other Directors and Members-at-Large as determined by majority vote of the Governing Board.

The Executive Committee may take action between meetings of the Governing Board, which expedites ongoing functions of the Association. Actions taken by the Executive Committee are to be reported in writing, electronically or otherwise, to the Governing Board within approximately 21 days of the Executive Committee meeting. The Executive Committee may be abolished at any time by the vote of a majority of the whole Governing Board, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed as the Governing Board deems appropriate.

**Section 5.12 Compensation of Voting Governing Board Members.** The Association shall not pay any compensation to voting Governing Board members for services rendered to the Association, except that Governing Board members may be reimbursed for expenses incurred in the performance of their duties to the Association in reasonable amounts as approved by the Governing Board.

## **ARTICLE VI: ELECTIONS AND NOMINATIONS**

**Section 6.01 Nominations and Elections Committee.** The Past President serves as chair of the Nominations and Elections Committee, which includes as members the President, the Vice President, the four Assembly Coordinators, and the Director of Equity and Inclusion.

**Section 6.02 Nominations.** The entire membership of the Association has the opportunity to nominate themselves or individuals for officer positions, for seats on the Governing Board, and for positions as Coordinators of Commissions, Standing Committees, State Divisions, and International Divisions as Assembly Leaders under procedures developed by the Nominations and Elections Committee and approved by the Governing Board.

The Nominations & Elections Committee is to establish and publicize sufficiently in advance of the nominations deadline, nomination and appointment procedures along with position descriptions for the available positions in order to permit interested members to submit on-line and written self-nominations and open nominations and statements of qualifications and interest (where applicable) for all ACPA leadership positions including Committee positions.

Commissions, Standing Committees, State, and International Divisions may establish, and if so shall publicize, internal procedures for recommending to the Committee nominees (preferably two) for their respective seats to the Assembly. Any such procedures shall reflect consideration of all nominations and must be approved by the Nominations and Elections Committee.

**Section 6.03 Candidates.** The Nominations and Elections Committee is expected to have at least two (2) individuals to run as candidates for each elective position. Where more than two nominations are submitted, the Nominations and Elections Committee shall select two.

**Section 6.04 Elections.** The election for elected Association Officers, Directors, Members-at-Large, Coordinators, and each Standing Committee Chair will be held via ballot, whether in writing or electronically, of the membership sent approximately thirty days prior to the Annual Business Meeting. The qualified candidate(s) receiving the greatest number of votes for the respective position(s) shall be elected.

**Section 6.05 Report of Election.** The report of the election shall be reported at the first regular business meeting of the Association following the election and shall be publicized to the membership in an official publication of the Association.

## **ARTICLE VII: STATE DIVISIONS**

**Section 7.01. Organization of State Divisions.** A group of Association members within a state may organize a state entity and apply to affiliate with the Association. The Association owns all rights, title, and interest in the name “(state) College Personnel Association.” A state entity wishing to use the College Personnel Association name, tax status, or other rights and privileges must agree to abide by terms and conditions established and amended from time to time by the Governing Board. State Divisions must be organized and operated in accordance with the Bylaws and major purpose of the Association. Only approved State Divisions in good standing may use the name “(state) College Personnel Association.”

**Section 7.02 Working Relationships.** For purposes of identifying and managing any potential liability, State Divisions must obtain the approval of the Executive Director or his / her designee in advance of entering into any working relationships with other organizations. Any such relationships, in any event, must not be inconsistent with the purposes of the Association. No State Divisions may affiliate with any other organization without the written consent of the Executive Director or his / her designee.

**Section 7.03 Formation of State Divisions.** The procedure for the formation of State Division is as follows:

1. The Governing Board shall have the power to charter State Divisions. The Coordinator of State Divisions will forward candidates for chartering to the Governing Board with a recommendation.
2. Unless otherwise approved by the Governing Board, only one State Division may be chartered in any state and the proposed State Division will be considered for chartering in consultation with the Coordinator of the State Division.
3. A simple majority of the State Association membership voting on the questions of establishment of a State Division must favor such a move prior to formal Governing Board actions.

### **Section 7.04 Autonomy of State Divisions.**

1. A State Division shall be autonomous in the conduct of its affairs, consistent with the Bylaws of the Association.
2. A State Division shall have the power to choose its own officers, to form its own committees, and to establish a dues structure.
3. A State Division shall be responsible for its own fiscal management and planning.
4. All elected officers shall be members of the Association.
5. The Bylaws and Articles of Incorporation cannot be amended without the prior written consent of the Executive Director and his / her designee.

**Section 7.05 Responsibilities of State Divisions.** A State Division shall have the following responsibilities:

1. A State Division is responsible for working in conjunction with and reporting to the Association.
2. State Divisions shall transmit to the Executive Director annual financial reports and the names of their officers forthwith upon their election or appointment.

Amendments to the State Division Bylaws shall be reported to the Executive Director, including its officers, a membership list, and the projects and activities pursued during the preceding twelve months.

**Section 7.06 Dissolution, Revocation, Withdrawal of State Divisions.** The guidelines for the dissolution, revocation, or withdrawal of State Divisions are as follows:

1. A State Division may request dissolution by filing a notice of intent to dissolve with the Executive Director, who shall notify the Governing Board of the Association. The Governing Board will then initiate appropriate action.
2. The Governing Board shall have the power to revoke the charter of a State Division when it is deemed in the best interest of the Association to do so.
  - a. Before final action may be taken with respect to the dissolution of a State Division, a notice of intent to dissolve must first be passed by a majority of the Governing Board present and voting and the State Division in question advised in writing of the reason for the proposed action. The State Division shall have until the next annual meeting of the Association (but in no case less than nine months) to affect remedial measures.
  - b. A two-thirds vote of the Governing Board members present and voting shall be necessary to revoke the charter of a State Division.
3. A State Division may request authorization to withdraw from the Association by filing notice of intent to withdraw from the Association with the Executive Director, who shall notify the Governing Board of the Association. The Governing Board will then initiate appropriate action. After withdrawal of the State Division or termination of its affiliation with the Association for any reason, all rights, title, and interest in the name “(state) College Personnel Association” shall revert to the Association. In addition, there is the reversion of all rights, title, or interest in the name to the Association.

## **ARTICLE VIII: INTERNATIONAL DIVISIONS**

**Section 8.01. Organization of International Divisions.** A group of Association members within a country or countries may organize an international entity and apply to affiliate with the Association. The Association owns all rights, title, and interest in the name “(country) College Personnel Association.” An international entity wishing to use the College Personnel Association name, tax status, or other rights and privileges must agree to abide by terms and conditions established and amended from time to time by the Governing Board. International Divisions must be organized and operated in accordance with the Bylaws and major purpose of the Association. Only approved International Divisions in good standing may use the name “(country) College Personnel Association.”

**Section 8.02 Working Relationships.** For purposes of identifying and managing any potential liability, International Divisions must obtain the Executive Director or his / her designee in advance of entering into any working relationships with other organizations. Any such relationships, in any event, must not be inconsistent with the purposes of the Association. No International Divisions may affiliate with any other organization without the written consent of the Executive Director or his / her designee.

**Section 8.03 Formation of International Divisions.** The procedure for the formation of an International Division is as follows:

1. The Governing Board shall have the power to charter an International Division. The Coordinator of International Divisions will forward candidates for their Division for chartering to the Governing Board with a recommendation.
2. Unless otherwise approved by the Governing Board, only one International Division may be chartered in any country and the proposed Division will be considered for chartering in consultation with the Coordinator of International Divisions.
3. A simple majority of the Country's Association membership voting on the questions of establishment of an International Division must favor such a move prior to formal Governing Board actions.

**Section 8.04 Autonomy of International Divisions.**

1. An International Division shall be autonomous in the conduct of its affairs, consistent with the Bylaws of the Association.
2. An International Division shall have the power to choose its own officers, to form its own committees, and to establish a dues structure.
3. An International Division shall be responsible for its own fiscal management and planning.
4. All elected officers shall be members of the Association.
5. The Bylaws and Articles of Incorporation cannot be amended without the prior written consent of the Executive Director or his / her designee.

**Section 8.05 Responsibilities of International Divisions.** An International Division shall have the following responsibilities:

1. An International Division is responsible for working in conjunction with and reporting to the Association.
2. International Divisions shall transmit to the Executive Director annual financial reports and the names of their officers forthwith upon their election or appointment. Amendments to the International Division Bylaws shall be reported to the Executive Director, including its officers, a membership list, and the projects and activities pursued during the preceding twelve months.

**Section 8.06 Dissolution, Revocation, Withdrawal of International Divisions.** The guidelines for the dissolution, revocation, or withdrawal of an International Divisions are as follows:

1. An International Division may request dissolution by filing a notice of intent to dissolve with the Executive Director, who shall notify the Governing Board of the Association. The Governing Board will then initiate appropriate action.
2. The Governing Board shall have the power to revoke the charter of an International Division when it is deemed in the best interest of the Association to do so.
  - a. Before final action may be taken with respect to the dissolution of an International Division, a notice of intent to dissolve must first be passed by a majority of the Governing Board present and voting and the International Division in question advised in writing of the reason for the proposed action. The International Division shall have until the next annual

meeting of the Association (but in no case less than nine months) to affect remedial measures.

- b. A two-thirds vote of the Governing Board members present and voting shall be necessary to revoke the charter of an International Division.
3. An International Division may request authorization to withdraw from the Association by filing notice of intent to withdraw from the Association with the Executive Director, who shall notify the Governing Board of the Association. The Governing Board will then initiate appropriate action. After withdrawal of the International Division or termination of its affiliation with the Association for any reason, all rights, title, and interest in the name “(country) College Personnel Association” shall revert to the Association. In addition, there is the reversion of all rights, title, or interest in the name to the Association.

## **ARTICLE IX: PUBLICATIONS**

**Section 9.01 Journal of College Student Development.** The Association’s official publication, the Journal of College Student Development, shall be published on a regular basis.

1. Editor of the Journal. The editor of the Journal of College of Student Development shall be appointed by a majority vote of the Governing Board, in consultation with the Director of Research and Scholarship. The Editor shall present nominees for the Associate and/or Assistant Editor(s) and members of the editorial board of the Journal to the Governing Board for approval.
2. The subscription rates of the Journal of College Student Development shall be made in consultation with the Director of Research and Scholarship by the Governing Board.

**Section 9.02 ACPA Developments, About Campus, and Other Publications.** The Association shall publish ACPA Developments, an Association newsletter, and About Campus, an Association magazine for practitioners, as currently entitled, on a regular schedule.

1. The editors of ACPA Developments and About Campus shall be appointed by the Governing Board.
2. Report of Business Transacted. At least one issue of Developments, whether in print or on-line, shall contain an annual record of the business transacted by the Association and the Governing Board.
3. At the discretion of the Governing Board, other publications may be authorized as appropriate.

**Section 9.03 Media Board.** The Books and Media Board will be constituted to govern publication of media publications, except the Journal, ACPA Developments, About Campus, but including monographs.

1. Books and Media Board Chair. Media activities are coordinated by the Media Board Chair. The Chair shall be recommended by the Director of Research and Scholarship and appointed by a

majority vote of the Governing Board. The Books and Media Board Chair shall present nominees for the Books and Media Board to the Director of Research and Scholarship for approval.

2. Policies and Practices of the Books and Media Board. The Books and Media Board shall establish policies and procedures for media activities for approval by the Governing Board.

**Section 9.04 Removal of Editors and Media Board Chair.** The editors of the Journal of College Student Development, ACPA Developments, About Campus, or any other Association Publication or the chair of the Books and Media Board can be asked to resign and/or be replaced for just cause. Procedures for removal shall follow those outlined for removal of officers.

## **ARTICLE X: STANDING COMMITTEES**

**Section 10.01 Standing Committees.** Standing Committees are subdivisions of ACPA designed to perform work for the Association and to represent various constituencies and their interests. Standing Committees serve as a vehicle for: (1) education of the Association and, through the Association, of higher education, and (2) advocacy by members of those groups. The Standing Committees are as follows: Disability; Graduate Students and New Professionals; Lesbian, Gay, Bisexual and Transgender Awareness; Men; Multicultural Affairs; and Women. Unless otherwise specified, each Standing Committee will have a Standing Committee chair that is nominated by the general membership and elected by the general membership prior to the annual convention for a two-year term. Responsibilities for the chair of a Standing Committee and election procedures governing Standing Committees must be in accordance with these Bylaws and the policies of the Association and approved by the Nominations and Elections Committee.

**Section 10.02 Establishment of Standing Committees.** A Standing Committee may be created upon recommendation by the Governing Board or the Coordinator for Standing Committees, if the recommendation is supported by a majority vote of the current Standing Committee Chairs, and is approved by a vote of the membership sufficient enough to amend the bylaws.

**Section 10.03 Termination of Standing Committees.** A Standing Committee may be terminated upon recommendation by the Governing Board or the Coordinator for Standing Committees, if the recommendation is supported by a majority vote of the current Standing Committee Chairs, and is approved by a vote of the membership sufficient enough to amend the bylaws.

## **ARTICLE XI: PERMANENT BOARD COMMITTEES, AD HOC COMMITTEES, TASK FORCES**

**Section 11.01 Permanent Board Committees.** The Governing Board, by resolution adopted by a majority of the members in office, may in addition to the committees created in these Bylaws designate and appoint one or more committees and their members. Each committee shall consist of two or more Governing Board Members, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Association, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any

member of any committee or any Director, Member-at-Large or officer of the Association; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Association; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Governing Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Governing Board Member of any responsibility imposed thereon by law.

There shall be the following permanent Board committees:

1. Strategic Planning & Assessment Committee, chaired by the President, includes all Board members and Assembly Coordinators, and is responsible for assisting the Executive Director with developing, implementing, and assessing the Association's strategic plan.
2. The Convention Chair Selection Committee, chaired by the Vice President and Associate Executive Director, and including the Director of Professional Development, the Director of Equity and Inclusion and the Executive Director (*ex officio*, non-voting), selects and appoints the Convention Chair through a competitive application process.
3. The Audit and Finance Committee, chaired by the Past President, includes the President, Vice President, and Treasurer (*ex officio*), is responsible for compliance with the applicable requirements of the Sarbanes-Oxley Act, oversight of the finances of the Association, and submitting a yearly budget for review and approval by the Governing Board.
4. The Personnel Committee, chaired by the Past President, includes the President and Vice President, and is charged with conducting the annual review and evaluation of the Executive Director, as well as coordinating the hiring processes for an Executive Director when necessary.
5. Nominations and Elections Committee, chaired by the Past President and including the President, Vice President, Assembly Coordinators, and Director of Equity and Inclusion works closely with the International Office to develop, publicize, and facilitate the process for the candidacy and election or appointment to Association leadership positions.
6. The Ethics Committee, whose Chair is appointed by Director of Equity and Inclusion in consultation with the President and whose members are appointed by the Committee Chair in consultation with the Governing Board and Assembly Coordinators, works to resolve ethical dilemmas and to provide on-going education for members about ethics. The Chair will serve a three-year term (one year as Chair-elect and two years as Chair). Other members of the committee will serve a two-year term. No member of the committee may serve more than 6 years, either as a regular member or as a Chair, after which his / her membership must lapse for at least two years.
7. The Recruitment and Retention Committee chaired by the Director of Membership Development, whose members are appointed by the Director of Membership Development in consultation with the Governing Board, the Assembly Coordinators, and the Executive Director, develops and implements efforts to increase and retain membership.

8. The Awards and Commendations Committee, chaired by the Director of Membership Development, whose members are appointed by the Director of Membership Development in consultation with the Assembly Coordinators and the Executive Director, develops application and selection processes for Association Awards.
9. The Leadership and Training Committee, chaired by the Director of Professional Development, and including the immediate past Coordinators of the Assembly, immediate past Director of Professional Development, immediate past Director of Equity and Inclusion, and two past Members-at-Large, prepares general members to assume association leadership positions, orients and trains Association leaders to fulfill job responsibilities and expectations.
10. The Bylaws Committee chaired by the Vice President and including the Member-at-Large for Faculty, Member-at-Large for Entry-Level Professionals, Member-at-Large for Mid-Level Professionals, and Member-at-Large for Senior-Level Professionals, reviews and recommends bylaw changes to be brought before the membership.
11. The Publications Committee, chaired by the Director of Research and Scholarship, whose members include the Books and Media Board Editor, *JCSD* Editor, *About Campus* Editor, and *Developments* Editor: creates, coordinates and supports publications and other media of the Association; as needed, proposes publication changes to enhance the literature of college student affairs; requests the funding necessary to publish and promote the Association's publications, recommends to the Governing Board qualified individuals to serve as editors of ACPA publications; and solicits and encourages research to be published by ACPA and/or supported by ELF Grants Committee.

**Section 11.02 Ad Hoc Committees and Task Forces.** The Governing Board has the authority to establish ad hoc committees and task forces to address the short-term needs of the Association and to make recommendations to the Governing Board. The President in consultation with the Governing Board appoints the chair and members. At the time of formation, the Governing Board may assign oversight responsibility to an existing Governing Board member whose responsibility it is to provide regular reports and forward action items to the Governing Board for approval, including motions on an annual basis to continue, disband, or move the ad hoc committee or task force to a more permanent structure.

**Section 11.03 Authority and Final Report.** Committee and Task Force chairs shall be authorized to make recommendations to the Governing Board through the Governing Board member to whom they report. Chairs must submit a final report and description of procedure and goals achieved or not achieved upon completion of his or her term of office or assignment.

**Section 11.04 Removal of Committee or Task Force Chairpersons.** A Committee or Task Force Chairperson may be removed from office with cause, by the same removal procedures as apply to the removal of Officers.

**Section 11.05 Termination of Board Committees.** A Board Committee may be terminated upon the recommendation of the President and approval by a majority vote of the current Governing Board.

## **ARTICLE XII: COMMISSIONS**

**Section 12.01 Definition of Commissions.** Commissions are subdivisions of ACPA that are organized around: (1) specific functional and broad skill areas in student affairs; (2) the place of work; (3) the students' served; or (4) programmatic issues of importance to students' well-being.

### **Section 12.02 Establishing Commissions.**

Upon approval from the Governing Board via a recommendation from the Coordinator of Commissions, in consultation with Assembly leadership, an interest group will first be recognized as a task force prior to gaining full commission status. The "task force" status will enable the group to recruit members, establish an identity, etc., prior to gaining full commission status. When a task force has established a membership, held elections for directorate board members, elected a chair, and created operating documents, a proposal may be submitted to the Coordinator of Commissions requesting to be converted from a task force to commission status.

A commission may be established or appointed by the Governing Board in consultation with the President and the Coordinator for Commissions under the following conditions.

1. Recommendation for establishment of the commission is made by the Coordinator for Commissions and is supported by a majority vote of current commission chairs;
2. Those individuals seeking commission status must submit a complete proposal for a new commission; and,
3. Once a commission has been established, neither a name change nor a commission's purpose/focus can change without approval from the Governing Board.

**Section 12.03 Membership and Leadership.** The membership and leadership of all commissions shall be as follows:

1. Commission Membership. Each commission will accept for membership any Association member who wishes to become affiliated with the commission.
2. Commission Directorate Membership. Directorate body members are elected from the general membership of the commission for three-year terms in accordance with the policies and procedures of the Association.
3. Commission Chair. Each commission will have a commission chair that is nominated by directorate body members and elected by the total commission membership for a two-year term. Responsibilities for the chair of a commission and election procedures governing commissions must be in accordance with these Bylaws and the policies of the Association.

**Section 12.04 Authority and Limitations of Commissions.** Commissions are subject to the general power and authority of elected officers of the Association and the Governing Board.

**Section 12.05 Termination of Commission.** The guidelines for termination of a Commission are as follows:

1. A commission may be deactivated by a vote of the Governing Board upon recommendation of the Coordinator for Commissions and the majority of current commission chairpersons.
2. A request for deactivation may be initiated by the chair and directorate body of the commission wishing to be terminated, a member of the commission, the Coordinator for Commissions, or

the President. Procedures to be followed for deactivation of a commission shall be consistent with the express policies of the Association.

**Section 12.06 Removal of Commission Chair.** A Commission Chair may be removed from office with cause, by the same removal criteria as apply to the removal of officers.

1. Procedures for removal of a commission chair shall be as follows:
  - a. Upon submission of a request for removal of a commission chair via written statement of evidence of proper cause, signed by one-third of the directorate body members of that commission, the Coordinator for Commissions is required to present the matter to the full directorate body for a vote.
  - b. The Coordinator for Commissions will notify the chair involved by mail or email of the request for removal within two weeks. Such notification shall include the allegations involved in the request for removal and ask for a written response to the request.
  - c. The chair involved has the right to present a written response to the request for removal within two weeks of receipt of the request for removal.
  - d. The Coordinator for Commissions will conduct the vote in the following manner:
    - (1) Within two weeks after receipt of the written response (if any) the Coordinator for Commissions must conduct a ballot of the full directorate.
    - (2) The ballot must include the original request for removal including the specific allegations of proper cause and the written response if desired by the commission chair.
    - (3) The full directorate has two weeks to respond to the ballot. Upon a two-thirds vote for removal by the members of the directorate body, the Coordinator for Commissions declares the chair position vacant and normal procedures for filling the vacancy will be followed.

### **ARTICLE XIII: THE ASSEMBLY**

**Section 13.01 The Purpose of the Assembly.** There shall be an Assembly to function as an advisory board to pursue two purposes: (1) to facilitate communication between the Governing Board and the membership with respect to ideas, issues, and priorities; and (2) to foster the collaboration of the Association's constituent groups in order to bring the knowledge, research, and programming expertise of those groups to a broader cross-section of the membership.

**Section 13.02 The Functions of the Assembly.** The Assembly is intended to coordinate and support the independent and collaborative work of its constituent bodies (State Divisions, International Divisions, Commissions and Standing Committees) and to guide the constituent bodies in the activities and research necessary to achieve the Association's mission. The Assembly Leaders, sometimes referred to as the Coordinating Body of the Assembly, are to bring forth new ideas, concepts, and proposals for consideration and action of the Governing Board. . The leadership of the Assembly is charged with establishing short-term directions (1-3 years) for the constituent bodies

consistent with the Association's strategic plan. The Coordinators will guide the collaborative activities by which the constituent bodies fulfill these directions.

**Section 13.03 The Leadership of the Assembly.** The Assembly leadership shall be as follows.

1. There shall be five Assembly Leaders: (1) the Vice President of the Governing Board (Chair of the Assembly), and the following four Coordinators, each of whom represents an entity of the Association: (2) the Coordinator for Standing Committees, (3) the Coordinator for Commissions, (4) the Coordinator for State Divisions, (5) the Coordinator for International Divisions, as well as the Director of Equity and Inclusion (as an *ex officio*, non-voting member).
2. At the time of nomination/consideration and thereafter, all Assembly Leaders must be in good standing with the Association. In addition, the Coordinators for Commissions, State Divisions or International Divisions must have held the position of chair, director or president of the entity they wish to represent, and the Coordinator for Standing Committees must have served a term as Chair of a Standing Committee or Chair of a Standing Committee Task Force.
3. The Coordinators for Commissions, International Divisions and State Divisions shall be elected by the membership of ACPA following nomination under the procedures in these Bylaws. Coordinators shall represent their constituent groups in the planning, implementation and assessment of Assembly activities and the Association's strategic plan. Given the unique role of Standing Committees, the Coordinator for Standing Committees shall be selected by the consensus of the current Standing Committee Chairs, generally at the annual meeting of the Association.
4. The term of the Assembly Coordinators is three years; one year as elect and two years in the position. A current Standing Chair may serve in an elect role as Coordinator in her or his final year as Chair.

**Section 13.04 Actions of the Assembly Leaders.** The Assembly leadership will work together and communicate regularly throughout the year to achieve its goals and directions. The Assembly will manage its affairs largely through consensus decision-making. However, when the "sense of the Assembly" is needed in the form of resolutions and recommendations, each coordinator shall have one vote. The Vice President shall vote only in the case of a tie.

**Section 13.05 Meetings of the Assembly.** The Assembly Leaders are to convene and attend meetings of the Assembly at the annual Convention and the Summer Leadership Meeting, as held. The Vice President or his/her designee presides at such meetings. All ACPA elected and appointed leaders are expected to attend the Assembly meetings at the annual convention. All ACPA members who attend the convention are strongly encouraged to attend the Assembly meeting and the ACPA Annual Business Meeting.

#### **ARTICLE XIV: EXECUTIVE DIRECTOR**

**Section 14.01 Employment Terms.** The Governing Board may upon majority vote appoint and employ an Executive Director pursuant to a written contract containing the terms, conditions and duration of employment of the Executive Director with ACPA.. Upon the recommendation of the Personnel Committee, a decision either to terminate the employment of the Executive Director or not to renew his/her employment contract with ACPA shall require two-thirds majority vote at a

meeting of the voting members of the Governing Board. Vacancies in the position of Executive Director may be filled by interim appointment upon the recommendation of the Personnel Committee and a majority of the voting members of the Governing Board. The Executive Director shall be supervised by and shall report directly to the President of the Association.

**Section 14.02 Executive Director Responsibilities.** The Executive Director shall: serve as the senior operating officer for the Association; direct and execute all decisions of the Governing Board; handle all day-to-day matters and duties for the operation of the Association; be the Secretary and Treasurer of the Association; and shall be an *ex officio* non-voting member of the Governing Board. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; performing or delegating the task of the execution of contracts or other instruments on behalf of the Association as the Board may authorize as well as the signing of checks, drafts or other orders for payment of money, provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Association.

The Executive Director shall serve as an ex-officio non-voting member of all Administrative Committees of the Association and shall perform such other duties as the Governing Board may from time to time prescribe or authorize the President to prescribe, including all duties and responsibilities prescribed in the written employment contract.

**Section 14.03 Executive Director Evaluation.** On approximately an annual basis, the ACPA Personnel Committee shall, in consultation with the Board, provide a written appraisal of the performance of the Executive Director. The report of the annual appraisal shall also include a recommendation to the Governing Board regarding any adjustment to the annual salary of the Executive Director.

## **ARTICLE XV: AMENDMENTS**

**Section 15.01 Amendments to Bylaws.** Amendments to these Bylaws may be acted upon only at a business meeting of the Association, unless in the judgment of the Governing Board action upon a proposed amendment is desirable before the next business meeting. If presented in writing or electronically to all members of the Association at least 30 days before the business meeting at which the proposed change is to be considered, such an amendment may be adopted by a two-thirds vote of the members. Any amendment to such proposed amendments or any amendments not presented thirty days before the meeting may be adopted only by at least a four-fifths vote of the members present.

If in the judgment of the Governing Board, amendments must be made prior to the annual business meeting, voting on amendments may be taken through a ballot following presentation of the amendment in writing or electronically to all members of the Association. If two-thirds of the members returning ballots within the succeeding 30 days vote affirmatively, the amendment shall be adopted.

**Section 15.02 Amendments to the Articles of Incorporation.** The Articles of Incorporation may be amended by a two-thirds majority vote of the members pursuant to § 29-536 of the District of Columbia Nonprofit Corporation Act.

## **ARTICLE XVI: PARLIAMENTARY AUTHORITY**

**Section 16.01 Parliamentary Authority.** The business of this Association shall, at the discretion of the President, be conducted according to Robert's Rules of Order, Revised, 2000 Edition, as from time to time amended, except where otherwise specified in these Bylaws.

**Section 16.02 Parliamentarian Role.** The Governing Board shall, by majority vote, appoint one of its members to serve as Parliamentarian for each board term. The role of the Parliamentarian is to assist the President and the Governing Board in following appropriate procedures and Bylaws when considering Associational business matters.

## **ARTICLE XVII: MISCELLANEOUS**

**Section 17.01 Fiscal Year.** The fiscal year of the Association shall be July 1 through June 30 or such other period as may be fixed by the Governing Board.

**Section 17.02 Corporate Seal.** The corporate seal shall be circular in form, shall have the name of the Association inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Association was formed in the center, or shall be in such form as may be approved from time to time by the Governing Board.

**Section 17.03 Checks, Notes and Contracts.** The Governing Board shall determine who shall be authorized from time to time on the Association's behalf to sign checks, drafts or other orders for payment of money in addition to those authorized herein; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

**Section 17.04 Books and Records to be Kept.** The Association shall keep at its principal office (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Governing Board and any committee having any of the authority of the Governing Board and (3) a record of the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member having voting rights, or his or her agent or attorney, for any proper purpose at any reasonable time. A copy of the names and addresses of the members entitled to vote shall be kept at the Association's registered office or principle office in the District of Columbia.

**Section 17.05 Indemnification and Insurance.** Unless otherwise prohibited by law, the Association may indemnify any Governing Board member or officer, any former Governing Board member or officer, any person who may have served at its request as a director or officer of another Association, whether for profit or not for profit, against any and all expenses and liabilities actually and necessarily incurred by him or her imposed on him or her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Governing Board member, officer; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action,

suit or proceeding to be guilty of a criminal offense or to be liable to the Association for damage arising out of his or her own negligence or misconduct in the performance of a duty to the Association but only if the person acted without good faith and knew or should have known that the conduct was improper or negligent.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by such Governing Board member or officer. The Association may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Governing Board member or officer; provided, however, that such Governing Board member or officer shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, or suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Governing Board member or officer may be entitled under any statute, bylaw, agreement, vote of the Governing Board or otherwise, and shall not restrict the power of the Association to make any indemnification permitted by law.

The Governing Board may authorize the purchase of insurance on behalf of any Governing Board member or officer against any liability asserted against or incurred by him or her which arises out of such person's status as an Governing Board member or officer or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under the law.

**Section 17.06 Loans to Governing Board Members, Officers or Members.** The Association shall make no loans to its Governing Board members, Association officers, or members.

**Section 17.07 Location.** The principal office of the Association shall be located within or without the District of Columbia at such place as the Governing Board shall from time to time designate. The Association shall continuously maintain within the District of Columbia a registered agent at such place as may be designated by the Governing Board.

*Bylaws Approved in November 1993, and amended March 1994, March 1995, March 1996, March 1997, March 1998, March 1999, April 2000, April 2001, March 2002, April 2003, January 2004, December 2005, June 2006, and April 2008.*