

September 12, 2014 Amended Bylaws

of

Association for the Assessment of Learning in Higher Education (AALHE), Incorporated

A Kentucky Non-Profit Corporation

Article I

Purpose and Objectives

This corporation is organized and incorporated under the laws of the State of Kentucky as a non-profit corporation for educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, without profit to any member or director. The purposes of the organization shall be:

To provide resources, opportunities for interaction, and professional development opportunities for those persons concerned with the assessment and improvement of student learning in higher education; and

To receive, maintain and accept, as assets of the corporation, any property whether real, personal or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these bylaws; provided same shall not be accepted if it is conditioned or limited in any such manner as shall require the disposition of income or principal to any organization other than an "educational organization" or for any purpose other than "educational purposes" which would jeopardize the Federal Income Tax exemption of the corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or acts in amendment thereof or substitution therefore.

The above shall not be considered to restrict in any way the carrying on of any lawful activities of the corporation, so long as such activities are not in contravention of the purposes set forth in the Articles of Incorporation.

Article II

Name, Location of Office, Membership, Annual Meeting

Section 1. Name and Location. The name of this corporation is Association for Assessment of Learning in Higher Education, Incorporated (hereinafter "Association"). The principal office of the Association shall be located at 1080 Export St, Suite 180, Lexington, Fayette County, State of Kentucky, 40504. The Association may have such other offices, either within or without the state of Kentucky, as the activities of the corporation may require from time to time.

Section 2. Membership. Membership in the Association shall be open to all who have an interest in assessing and improving student learning in higher education. There shall be three categories of membership:

A. Individual Members shall be those who become members of the Association as individuals. They shall have the right to serve on Association committees, to elect members of the board of directors of the Association, to serve as officers of the Association and to vote in all matters to be approved at the annual meeting of the Association or in special votes open to the membership at other times.

B. Institutional Members shall be those who become members as a group from the same institution at a discount to be set by the board of directors. Identified members of the institutional group shall have the same rights as Individual Members.

C. Associate Members shall be those who are not directly involved in the assessment and improvement of student learning but who design and provide systems and tools for such activities. Associate Members shall not have voting rights or other rights attendant to voting members.

Section 3. Membership Dues and Privileges. Dues for all members shall be set annually by the board of directors at its annual meeting or at such other special meeting called for that purpose. All members who have paid their annual dues shall be considered members in good standing. Individual Members and Institutional Members in good standing shall have the privilege of voting in all elections, to be nominated and run for open positions on the board of directors, to have access to "members only" areas of the Associations website, to receive members' discounts for all Association programming and products, and to vote on all matters brought before the annual membership meeting and in special membership votes.

Section 4. Annual Membership Meeting. The annual membership meeting shall be held at the annual conference of the Association at a time and location or delivery modality announced at least thirty (30) days in advance and listed on the Association's website.

Article III

Board of Directors

Section 1. Management. The board of directors (hereinafter "Board") of the Association shall have the responsibility for general management and control of the activities of the Association and shall exercise the powers that may be exercised or performed by the Association under the laws of the State of Kentucky and the United States, these bylaws, and the Articles of Incorporation. Included among such responsibilities shall be:

- A. Hiring and overseeing the work of the Executive Director;
- B. Establishing and modifying the Association's mission;
- C. Approving all Association policies;
- D. Approving the Association's strategic plan;
- E. Approving the annual budget and any revisions thereto;
- F. Setting dues for all categories of membership;
- G. Reviewing the Association's annual audit;
- H. Appointing committees, including a nominating committee for Board elections; and
- I. Periodically reviewing the effectiveness of the Association, its services and its staff.

Section 2. Founding Board of Directors. The founding board of directors of the Association has consisted, and shall continue until the election of a regular Board to consist, of invited, volunteer assessment professionals who have managed the affairs of the Association until membership reached two hundred (200) and shall continue to manage the Association until the first election. At the first annual meeting of the Association after the Association reached two hundred (200) elections shall be held to fill regular Board positions. Founding Members may run for a regular Board position or be replaced as set forth in this Article III, Sections 3A and 3B below.

Section 3. Number and Terms. The Board shall consist of between twelve (12) to fifteen (15) Members and the Executive Director. Three (3) of the Members shall be the President, President Elect and Past President, who shall be elected as set forth in Article V, Section 1. Members who are elected to position of president will serve through the positions of president-elect, president, and past president and be considered active members of the board and in the case of their term ending before serving as Past President, their term shall be extended accordingly. The remaining nine (9) to twelve (12) Members shall be elected for staggered terms as follows:

A. Each year Members shall be elected to serve for five (5)-year terms. The number of open seats shall be determined by the number of board members' terms expiring in that year. This term of service shall be effective starting in 2015.

B. The first year of the elections three (3) Members of the founding Board shall remain on the Board for a two-year term and three (3) Members of the founding Board shall remain on the Board for a one-year term. Founding board members may be reappointed by the board, in lieu of elections starting in 2015. They will not be reappointed for more than one term of five (5) years and will not be eligible for additional terms until after being off the board for five (5) years.

C. Members shall be eligible to serve no more than two consecutive terms on the Board. Members may be returned to the Board after being off the Board for five (5) years.

D. The Executive Director shall be a voting Member of the Board; provided, however, the Executive Director shall not have a vote on matters involving the employment, review or remuneration of the Executive Director.

E. In the event of a vacancy on the Board the Board may appoint a person to serve the remainder of the term of the vacated Board seat.

Section 4. Meetings. The Board shall meet annually at the Association conference and shall meet by electronic means at least every four months in the interim.

Section 5. Quorum. A majority of the Board Members shall constitute a quorum. In determining a quorum the Executive Director shall not be counted as a Member of the Board.

Section 6. Remuneration. Members of the board shall serve without salaries or other remuneration; provided, however, the Board may approve travel expenditures or expenses occurred in fulfillment of AALHE responsibilities.

Section 7. Removal from Office. Any Member of the Board may be removed at any time by a vote of two-thirds (2/3) of the remaining Members of the Board. A Member of the Board who fails to attend three (3) consecutive regular meeting of the Board may be removed by a majority vote of the remaining Board Members.

Article IV

Committees of the Board of Directors

Section 1. Committees. Committees may be appointed either at the initiation of the Board or the President; provided, however, committees appointed by the President must be approved by a majority of the Board at its next meeting in order to remain in existence.

Section 2. Standing Committees. There shall be seven (7) standing committees. All committee resolutions must be approved by the Board in order to become resolutions of the Association. The standing committees are:

A. Finance Committee. The Finance Committee shall review financial and budget documents; make policy recommendation regarding financial and budget policies; consider the fiscal needs of the Association regarding growth and stability and make policy recommendations on the structure and activities of the Association.

B. Conference & Events Committee. The Conference & Events Committee shall plan the annual Association conference and any other conferences, symposia, workshops, institutes, or other similar types of events that have face-to-face components, and make recommendations regarding such planning. It shall also be charged with operation of such events, with such assistance as the Board may approve.

C. Member Development Committee. The Member Development Committee will analyze membership data, establish membership targets, and provide recommendations for managing

expansion and retention of members. These recommendations will include, but are not limited to, the conditions under which membership is established and renewed. This committee will also direct an annual survey of members.

D. Member Services Committee. The Member Services Committee will make and implement recommendations, upon board approval, for the professional development services excluding those provided at the annual conference or other face-to-face events. Services may include, but are not limited to regular newsletters, webinars, publications, and shared assessment resources. The Member Services Committee shall also provide recommendations for AALHE website design and content.

E. Elections Committee. The Elections Committee shall develop a slate of nominees and conduct elections of the members of the Board of Directors and the President Elect of the Association.

F. External Relations Committee. The External Relations Committee will research and make recommendations for establishing relationships with external organizations, including governmental and non-governmental entities, as a means to further the mission and strategic objectives of AALHE. Such relationships may include but are not limited to grants, endorsements, and educational events. It shall also be charged with activities to establish and maintain such relationships as the Board may approve.

G. Executive Committee. The Executive Committee shall consist of the President-Elect, the current President, and the Past President and Treasurer. Its responsibilities shall include: assure the continued and effective operation of standing committees; monitor progress towards the strategic objectives and make recommendations to the board to assure progress; plan the agenda for board meetings; regularly consult with the President on operational decisions and carry out executive functions as designated by the President; and plan and oversee regular communications with membership.

Section 3. Ad Hoc Committees. The President may appoint such ad hoc committees as may be required for the effective conduct of the business of the Association. Such appointments must be approved by the Board at its next meeting; and such committees shall serve at the pleasure of the Board

Section 4. Membership of Committees. The committee chair appoints all other members of the committees and all must be members in good standing of the Association. The appointment is for one year and may be renewed annually.

Section 5. Provisions Relating to All Committees. All actions by any committee authorized or established by this Article IV shall be subject to revision and alteration by the Board. Any such committee may act by the majority of its members at a meeting (which shall constitute a quorum). Members of any such committee need not, but may be members of the Board. The chair and vice-chair of each such committee shall be appointed by the President, with the consent of the Board. The chair must be an active member of the board. The appointment of the chair and vice-chair are for one year but may be renewed annually.

Article V

Officers of the Association

Section 1. Officers. All officers of the Association shall be Members of the Board. The officers shall consist of the President, the President Elect, the Past President and Treasurer, Secretary, and the Executive Director. (The Executive Director shall also serve as Conference Director and Assistant Treasurer unless the Board directs otherwise.)

Section 2. Election and Tenure. The officers of the Association shall be elected as follows:

A. The President Elect shall be elected by the members each year at the annual meeting of the Association and shall be elected for a three-year term, serving first as President Elect, next as President, and finally as Past President. The first year of the elections the chair of the founding Board shall remain on the Board for as Past President; the founding Board shall elect one of its members to serve a term as President; and the President Elect shall be elected by the membership of the Association.

B. The Secretary shall be appointed by the Board for a two (2) year term.

C. The Executive Director shall be appointed by the Board at any of its meetings and shall serve terms at the pleasure of the Board.

Section 2. Powers and Duties. The powers and duties of the officers shall be as follows:

A. **President.** The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings, and shall have general and active management of the business of the Corporation. He or she shall be an ex-officio member of all committees.

B. **President Elect.** The President Elect shall perform such duties and possess such powers as from time to time may be assigned by the Board or by the President. In the absence of the President, the President Elect shall perform the duties of the President. The President Elect shall serve as the Conference Committee vice-chair while serving as President Elect.

C. **Past President and Treasurer.** The Past President shall perform such duties as may from time to time be assigned by the President or the Board of Directors and shall also act as Treasurer of the Association. In the capacity of Treasurer, the Past President will serve as vice-chair of the Finance Committee.

D. **Secretary.** The Secretary shall oversee the recording of the minutes of the board and such duties as may from time to time be assigned by the President or the Board of Directors.

E. **Executive Director and Conference Director (Assistant Treasurer).** The Executive Director shall:

- (1) oversee the operations of the Association and its website;
- (2) implement the policies of the Board;
- (3) be the public spokesperson for the Association in the absence of a Board officer, or when otherwise appropriate;
- (4) develop preliminary budgets for Board approval;

- (5) maintain a record of all minutes, and distribute minutes and agendas for Board meetings and annual membership meeting;
- (6) develop, in collaboration with the President, agendas for Board meetings and the annual membership meeting ;
- (7) seek grant funding for Association initiatives;
- (8) act as director of the annual conference of the Association under the guidance of the Conference Planning Committee;
- (9) as assistant treasurer, report regularly to the Past President as directed, and prepare fiscal reports and filings; and
- (10) report on Association activities at each Board meeting.

F. Other Subordinate Officers and Agents. The Board may appoint or may authorize the President to appoint any other subordinate officers and agents who shall have such powers as may be prescribed by the Board.

G. Vacancies. Any vacancy which may occur in any of the elective offices shall be filled by majority vote of the Board to serve until the next annual meeting of the Board or until a successor shall have been otherwise duly elected and qualified.

H. Salaries. The Executive Director shall receive a salary set by the Board of Directors at its annual meeting. Other officers shall serve without remuneration, except such travel expenses they might receive to attend the annual meeting of the Board.

Article VI

Dissolution

Upon dissolution of the Association, the Board, after paying and making provision for the payment from Association assets of all liabilities of the Association, dispose of all the remaining assets of the Association, exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes, as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VII

General Provisions

Section 1. Contracts and Checks. The persons authorized to sign contracts and to sign, endorse and otherwise execute checks, drafts, notes, orders or other instruments for the payment of money issued by or to the Association shall be designated by appropriate resolutions of the Board.

Section 2. Loans. No loans shall be contracted on behalf of the Association unless authorized by the Board.

Section 3. Fiscal Year. The fiscal year of the Association shall be the twelve-month period ending December 31 of each year.

Article VIII

Indemnification

The Association shall indemnify any and all of its Board Members or officers, or former Board Members or officers, or any person who may have served at its request as a Board Member or officer, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party by reason of their being or having been Board Members or officers of the Association, except in relation to matters as to which any such Board Member or officer or former Board Member or officer shall be adjudged in such action or proceeding to be liable for negligence or misconduct in the performance of such duty. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled, under any bylaws, agreement, or vote of members or otherwise.

Article IX

Amendments

All bylaws of the Association shall be subject to alteration, amendment or repeal, and new bylaws may be added, by the affirmative vote of two-thirds of the members of the Board at, or by mail or email following any regular or special meeting of the Board.

Certified amended as approved the 12 day of September, 2014.

A handwritten signature in cursive script, reading "Eric Riedel", is written over a horizontal line.

Eric Riedel

President, Association for the Assessment of Learning in Higher Education