

## **Bylaws of the Association for the Study of Higher Education**

### **ARTICLE I**

The name of this organization shall be: ASSOCIATION FOR THE STUDY OF HIGHER EDUCATION

### **ARTICLE II THE ASSOCIATION**

#### **Section 1: OFFICES**

The location of the registered office of the corporation and the designation of its agent shall be determined by, and may from time to time be changed by, the board of directors.

#### **Section 2: MISSION AND PURPOSES**

The primary mission of the Association for the Study of Higher Education (ASHE) is to foster scholarly inquiry for the purpose of increasing knowledge about and the understanding of higher education to enhance policy and practice.

This corporation, herein referred to as the association or ASHE, is organized for educational and related purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, including, but not limited to, facilitating communication and efforts among individuals and entities concerned with the study of higher education.

#### **Section 3: INCLUSION, EQUITY, AND ORGANIZATIONAL DIVERSITY STATEMENT AND COMMITMENTS**

Like the various institutions, organizations, and professional communities that ASHE members represent, our association is a byproduct of the colonial university system. ASHE recognizes this history and the importance of reckoning with the past. We acknowledge that our work toward inclusion, equity, and organizational diversity requires an ongoing commitment.

ASHE is a diverse membership of scholars, educators, practitioners, and policymakers striving to promote inclusion in its membership across race, ethnicity, tribal/Indigenous affiliation, national origin, citizenship status, class, gender, sexual orientation, disability, age, religion and the intersections across these identity markers. As an organization where representation matters, ASHE is strengthened by the contributions of each individual in an effort to collectively promote inclusion. ASHE continues to expand its goal of promoting inclusivity,

by supporting the establishment of identity-based and special interest entities to address the constantly changing demographics of our field. ASHE consciously works toward inclusivity by implementing processes and procedures that ensure diverse representation throughout the association. Our commitment as an association means that we integrate the following into our bylaws, policies, and practices:

- ASHE does not tolerate any form of discrimination and/or harassment among our membership based on people's identities and intersecting/interlocking systems of privilege and oppression
- ASHE will address harm when it occurs and take ownership when we are responsible for causing the harm
- ASHE will work to ensure diverse representation among leadership
- ASHE will endeavor to cultivate thoughtful and critical engagement opportunities and professional development for our members
- ASHE will voice a collective stance against policies designed to harm the most vulnerable in higher education
- ASHE will promote the diverse and relevant research of our members, where appropriate, to the wider public, particularly in an effort to foster greater understanding and approaches to inclusion, equity, and diversity
- ASHE will annually assess and evaluate our inclusion, equity, and diversity efforts for continuous improvement
- ASHE will cultivate a culture of interdependence, access, and collaboration rather than a strict reliance on individual processes of disclosure and accommodation
- ASHE will offer land acknowledgments to honor and pay respect to Indigenous Peoples, recognize that the places where we live, work, and engage as an Association are on stolen land, and engage in relationship building practices to resist ongoing colonialism
- ASHE will actively seek solutions to dismantle structural oppression within our association and the broader higher education landscape

As an organization that strives to be inclusive and equitable, ASHE is committed to accountability in its policies, programs, and practices. In addition to the diligent recruitment of qualified persons representing the full diversity of the membership of the association, every standing committee and entity should focus on empowerment and inclusion of diverse voices and perspectives in conducting the association's work. As practicable, the association:

- will work with vendors, both in contracting and procurement, that have affirmative action policies and practices, as well as policies and practices

- that align with those of the association in relation to inclusion, equity, and diversity.
- will consider the history and current practices of the vendor with regard to diversity before entering into contracts, including conference facilities agreements, and locations for association programming
- will not knowingly enter into agreements, whereby intent or practice, there is a demonstrated insensitivity to the principles of non-discrimination and inclusion.

The board of directors and ASHE members shall abide by and act in accordance with the core values of inclusion, equity, and organizational diversity as outlined in this statement. At the first meeting of any new ASHE Board of Directors, they shall review the commitments as proposed by the Inclusion, Equity, and Organizational Diversity (IEOD) Committee; act upon them; and share them publicly with the membership.

### **ARTICLE III MEMBERSHIP**

#### **Section 1: MEMBERSHIP AND VOTING**

Membership in the association shall be open to all persons who engage or are interested in the study of higher education, including students. All members in good standing of the association shall have equal voting rights. Members in good standing are those who are current with their dues. The dues of the association shall be in an amount determined from time to time by the board of directors and payable at such times as determined by the board.

#### **Section 2: COMMUNITY MEETING**

At each annual conference of the association, the board of directors shall convene a meeting of the membership of the association for the purposes of: (1) recognizing the contributions of association members; (2) reporting on the business and other affairs of the association by the president; and (3) for such business as the board of directors may place before the members or the members might put before the meeting by petition.

Members may petition the board to: (1) include an issue of general concern to the association on the agenda of the community meeting for the consideration of the entire membership of the association; or (2) establish an ad hoc committee to report and make recommendations to the board on a matter of

general concern to the association. Such petition must have the formal endorsement of no fewer than 50 members in good standing of the association and shall include their names and e-mail addresses. The executive director, acting on behalf of the board, shall confirm endorsement of the petition by those signing and validate their membership status. The petition must be submitted, in writing, to the board, via the president, no later than three months prior to the community meeting scheduled at the annual conference of the association.

A petition may request either: (1) a general discussion about an issue of general concern to the members; or (2) a discussion, followed by a vote, on a measure to change the bylaws, policies, or procedures of the association. Such a vote requires a quorum of not less than one-fifth of the members of the association in good standing and passage of any measure is by a simple majority of those voting at the community meeting.

Ad hoc committees requested by petition require a written charge specifying: (1) the purposes of the committee; (2) its chair and members; (3) the possible nature of the report that the committee will file and recommendation to the board that it will make; and (4) a specified date, no later than one year following its establishment, by which it shall be either affirmatively renewed for not more than one additional year or automatically dissolved.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1: GENERAL POWERS**

The board of directors is responsible for setting policy for the association.

### **Section 2: MEMBERSHIP AND TENURE**

The board of directors shall be constituted of nine elected directors who shall vote on matters before the board, as well as various ex officio members, who serve without vote.

A legal counsel to the board is an ex officio member of the board, as are the chairs of the Budget, Finance, and Compliance Committee, the publications committee, the advancement and fundraising committee, and the various committees of the association (the Council on Ethnic Participation, the Council for the Advancement of Higher Education Programs, The Council on International Higher Education, and the Council on Public Policy in Higher Education). None may be an elected member of the board.

The number of directors may be enlarged or reduced by a two-thirds vote of the board of directors or by the members of the organization subject to the provisions of Article III, Section 2, provided that the number of directors shall not be less than three.

An elected board member may be reelected to serve as a board member again after a three-year hiatus from service on the board, or may be elected at any time as president-elect.

Terms commence at the conclusion of the last substantive session on the annual conference program. In the event there is no annual conference in a given year, terms will then commence on the anniversary of that occasion during the previous year.

Membership on the board of directors shall be as follows:

- a) A director elected each year by and from the members of the association to a three-year term as, respectively, vice president and president-elect in their first year, president in their second year, and immediate past president in their third year.
- b) Two directors elected each year by and from the members of the association, each to a two-year term.
- c) A director elected each year by the members of the association from the student members to a two-year term. Student members may serve on the board until the conclusion of the last session on the annual conference program following the awarding of their terminal degree, or in the event there is no annual conference in a given year then on the anniversary of that occasion during the previous year.
- d) An executive director appointed by the board of directors to serve without vote a five-year term, subject to review as discussed in Article V, Section 3.
- e) A legal counsel to the board of directors appointed by the directors to serve without vote for a three-year, renewable term.
- f) The chairs of the Budget, Finance, and Compliance Committee; the publications committee; the advancement and fundraising committee; the inclusion, equity, and organizational diversity committee; and the various committees of the association (the Council on Ethnic Participation, the Council for the Advancement of Higher Education Programs, The Council on International Higher Education, and the Council on Public Policy in Higher Education) shall serve without a vote during their tenure as chair.

**Section 3: ELECTIONS AND VACANCIES**

No later than six months before the annual meeting, the nominations committee shall submit to the president a slate of not fewer than a sufficient number of persons plus one for each elected office for approval by the executive committee. The election, conducted by the executive director under the supervision of the nominations committee and ultimately the board of directors, shall be by electronic ballot or as otherwise determined by the nominations committee, subject to review by the board, with balloting to close no later than three months prior to the annual conference of the association.

Nominations for election to the board of directors may also be made through petition by the membership. Such petitions shall stipulate the electoral position for which the nominee is to be considered and shall consist of no fewer than 50 names and e-mail addresses of association members in good standing. Such petitions must be submitted to the chair of the nominating committee no later than three months prior to the annual conference of the association. The executive director, acting on behalf of the board, shall validate the membership status of the signers of the petition. The name(s) of the person(s) nominated by petition will be placed on the ballot without the approval of the nominating committee in addition to the not fewer than a sufficient number of persons plus one for each elective category specified above. If in the event that there are more than two petitions submitted for any electoral position in any given year, the nominating committee chair will choose two petitions by lot.

A vacancy on the board of directors, whatever the reason, shall be filled by appointment of a member of the association by the remaining directors, by majority vote of the board prior to or at the beginning of the next official meeting of the board. Examples of a vacancy include, but are limited to, a sitting board member elected as president-elect or a student member of the board not longer eligible to serve on the board.

**Section 4: ANNUAL AND OTHER MEETINGS**

There shall be a regular meeting of the board of directors each year. The meeting shall be held in conjunction with the annual conference of the association. If that is not possible, the meeting shall be held at such other time as the board may designate.

At other times during the year, the board may hold a regular meeting or meet in

executive session, including through teleconferencing. Such special meetings of the board of directors may be called by the president or at the request, through the president, of a majority of the members of the board. The persons or those calling the special meeting shall, working with the executive director, fix a reasonable time and designate a reasonable place for the meeting.

The president, working with the executive director, shall be responsible for informing the members of the board of directors of any meeting no later than one month in advance. For any meeting other than one during the annual conference of the association, the association shall reimburse the reasonable expenses of the members of the board attending or participating via teleconferencing.

### **Section 5: QUORUM AND INFORMAL ACTION**

Two-thirds the members of the board of directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors. A vote of a majority of the members present at a meeting at which there is a quorum shall be the act of the board of directors.

Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if all members of the board of directors consent to it in writing, including through e-mail, and the writing or writings are filed with the minutes and records of the proceedings of the corporation.

## **ARTICLE V COMMITTEES**

### **Section 1: Types of Committees**

There shall be five types of committees:

- a) **Board Committees** shall be responsible for the financial oversight of the association, management of the Executive Director, Strategic Plan development and oversight, and deeper connections and support of volunteer leaders.
- b) **Standing Committees** shall be responsible for the implementation of ASHE policies, programs, and services.
- c) **Ad Hoc Committees** shall be responsible for short-term (typically one year or less) special projects, but outside the scope of current committees or as a sub-group of a current committee. The committees can be created by the Board, the President, or a Board or Standing Committee. Ad hoc committees

must have specific and either outcome and/or time-delineated charges that must be registered with the Secretary of the Board.

- d) **Presidential Commissions** may be created by the President or President-Elect. Presidential Commissions must have specific charges, will end no later than the final day of the conference after the President's term (i.e., their final day as Immediate Past President), and must be registered with the Secretary of the Board.
- e) **Strategic Implementation Workgroups** shall be responsible for short-term (typically one year or less) special projects related to the implementation of the strategic plan, but outside the scope of current committees. These committees are created and appointed by the Executive Director. Strategic Implementation Workgroups must have specific and either outcome and/or time-delineated charges that must be registered with the Secretary of the Board.

## **Section 2. Committee Members**

The Executive Director, in their role as Secretary, shall maintain and disseminate a current list of all committees-including who is serving as chairs and members and their terms.

Board Committees shall expressly solicit recommendations by the incumbent committee chair and the membership of the association for volunteers and nominations, acting in a manner consistent with the statement on inclusion, equity, and organizational diversity.

Chairs or members named by the board of directors or any other entity may be removed before the expiration of their terms, consistent with the association's ethics policies or by a two-thirds vote of the board.

## **Section 3: Committee Reports**

Each committee shall issue an annual report to the board no later than one month before the final board meeting of the board's term.

## **Section 4: Board Committees**

The Board Committees shall consist of the following:

1. The Executive Committee shall have the authority to act for the Board between Board meetings. The committee shall consist of the President as Chair; President-Elect as Vice Chair; Immediate Past President; Executive



- Director; Legal Counsel; Audit and Finance Committee Chair; and Inclusion, Equity, and Organizational Diversity Committee Chair.
2. The Audit and Finance Committee shall be responsible for the oversight of the Association's Budget, Finance, and Compliance Policies as well as strategic support, coordination, and oversight of the Advancement and Fundraising Committee, Scholarship Committee, and Grants Committee. The Committee shall be responsible for recruiting and appointing committee members for these committees as well as recommending the appointment of the Chair of the Audit and Finance Committee to the full board when necessary. The committee shall consist of the Audit and Finance Committee Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; two At Large Board Members; and one Graduate Student Board Member.
  3. The Values and Policies Committee shall be responsible for the oversight of the association's policies and shall provide strategic support, coordination, and oversight of the Inclusion, Equity, and Organizational Diversity Committee; Ethics Committee; and Position Taking Committee. The Committee shall be responsible for recruiting and appointing committee members for these committees as well as recommending the appointment of Chair of the Inclusion, Equity, and Organizational Diversity and the Legal Counsel to the full board when necessary. The committee shall consist of the Immediate Past President as Chair; Legal Counsel; Inclusion, Equity, and Organizational Diversity Committee Chair; the Executive Director; two At Large Board Members; and one Graduate Student Board Member.
  4. The Membership Engagement Committee shall provide strategic direction for the Association's membership; volunteer leadership recruitment and retention; and recognition programs. The committee shall be responsible for the oversight of the association's membership policies and shall provide strategic support, coordination, and oversight of the Nominations and Elections Committee, Awards Committee, Dissertation of the Year Committee, Outstanding Book Award Committee, and Fellows Committee and shall be responsible for recruiting and appointing committee members for these committees. The committee shall consist of the President-Elect who shall serve as Chair; the Executive Director; two At Large Board Members; and one Graduate Student Board Member.
  5. The Scholarly Engagement Committee shall provide strategic coordination of the Association's key events and programs, including the

conference, publications, and professional development events. The committee supports the Conference Committee, Professional Development Committee, and Publications Committee and shall be responsible for recruiting and appointing members for these committees. The committee shall consist of the President as chair, the Executive Director, two At Large Board Members, and one Graduate Student Board Member.

### **Section 5: Standing Committees**

The Standing Committees shall include:

- a) The Ethics Appeals Committee shall be responsible for hearing appeals per the ASHE Ethics Policies. The committee shall consist of the Legal Counsel as Chair and two additional members of the Executive Committee, excluding the Executive Director, appointed by the Executive Committee. If members of the Executive Committee are unable to serve, a member of the Board of Directors may be appointed by the Executive Committee. Notwithstanding the expiration of their term of office, a member of the Ethics Appeals Committee may continue to participate in the investigation of a matter to which they was previously assigned, including activities leading to the final findings and recommendation with respect to that matter and any reports relating to those findings and recommendations.
- b) The Executive Director Evaluation Committee shall be responsible for the implementation of the Association's Executive Director Evaluation Policy. The committee shall consist of the Immediate Past President as Chair, the President, and the President-Elect. If these members are unable to serve, a member of the Board of Directors may be appointed by the Executive Committee.
- c) The Site Selection Committee shall make recommendations about the sites of future conferences. The committee shall be chaired by the Executive Director, three additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term.
- d) The Advancement and Fundraising Committee shall be responsible for the implementation of the Association's Advancement and Fundraising Policy. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; four additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence.

- e) The Grants Committee shall be responsible for the implementation of the Grants Policy as well as for coordinating with entity grants committees. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; four additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence.
- f) The Scholarship Committee shall be responsible for the implementation of the Scholarship Policy. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; four additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence.
- g) The Inclusion, Equity, and Organizational Diversity (IEOD) Committee shall be responsible for the implementation of the Association's IEOD Statement and Commitments; any related policies to implement this statement (including integrating IEOD standards into existing policies); and annual reporting of the Association's IEOD work to the membership. The Inclusion, Equity, and Organizational Diversity Committee shall convene leaders of ASHE's Committees and recognized Entity Groups to provide an annual Association-wide report on IEOD initiatives and efforts to the membership as reported by the entity groups and committees. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; four additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership from amongst its membership to serve in the chair's absence.
- h) The Ethics Committee shall be responsible for the implementation of the Association's Ethics Policies; any related policies to implement this statement; and annual reporting of the Association's ethics work to the membership. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; seven additional members who will serve staggered three-year terms; and three graduate student members who shall each serve a one-year term. Five members of the committee shall constitute a quorum for all actions of the committee. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence and may elect an acting chair when necessary due to conflicts of interest. Notwithstanding the expiration of

their term of office, a member of the Ethics Committee may continue to participate in the investigation of a matter to which they was previously assigned, including activities leading to the final findings and recommendation with respect to that matter and any reports relating to those findings and recommendations.

- i) The Position Taking Committee shall be responsible for the implementation of the Association's Position Taking Policy. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; four additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence.
- j) The Nominations and Elections Committee shall be responsible for the implementation of the Association's Nominations Policy as well as for coordinating with entity group nominations committees. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; four additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence and may elect an acting chair when necessary due to conflicts of interest.
- k) The Awards Committee shall be responsible for the recruitment and final recommendation for Association-wide awards. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; seven additional members who will serve staggered three-year terms; and two graduate students who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence and may elect an acting chair when necessary due to conflicts of interest.
- l) The Outstanding Book Award Committee shall be responsible for the recruitment and final recommendation for the Outstanding Book Award. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; six additional members who will serve staggered three-year terms; and two graduate students who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence and may elect an acting chair when necessary due to conflicts of interest.
- m) The Bobby Wright Dissertation of the Year Committee shall be responsible for the recruitment and final recommendation for the Dissertation of the Year

Award. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair and fifteen additional members who will serve staggered three-year terms. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence and may elect an acting chair when necessary due to conflicts of interest.

- n) The Fellows Committee shall be responsible for the recruitment and final recommendation for ASHE Fellows. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; four additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence and may elect an acting chair when necessary due to conflicts of interest.
- o) The Conference Committee shall advance the scholarly engagement of attendees during the annual conference by selecting proposals and session volunteers, providing opportunities for attendee engagement, and developing relationships with local community members as well as maintaining the ASHE Conference Policies. The committee shall consist of a Chair; a Program Committee led by co-chairs and with a number of members to be determined each year; an Attendee Engagement Committee led by co-chairs and with a number of members to be determined each year; and a Local and Community Engagement Committee led by co-chairs and with a number of members to be determined each year. The Conference Committee and its members shall annually be appointed by the President-Elect for the conference to be held during their term as President.
- p) The Publications Committee shall advance the scholarly engagement of members by managing the strategic vision for publications and overseeing the editors of publications as well as maintaining the ASHE Publications Policies. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; four additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term. Editors of ASHE Publications will serve as ex-officio and non-voting members of the committee. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence.
- q) The Professional Development Committee shall advance the learning and skill enhancement of members by managing the strategic vision for professional development events and supporting the chairs of professional

development events as well as maintaining the ASHE Professional Development Policy. The committee shall consist of a Chair who will serve a one-year term as Chair-Elect followed by a two-year term as Chair; four additional members who will serve staggered three-year terms; and one graduate student who shall serve a one-year term. The committee shall annually elect a vice chair from amongst its membership to serve in the chair's absence.

### **Section 7: Leadership Consortium**

The Leadership Consortium shall be composed of all Board members, committee chairs, entity chairs, and publication editors. The Leadership Consortium will meet at least twice annually to discuss the Association's strategic plan, priorities, and initiatives and the connection of each leader's work to these items.

### **Section 8: EDITORIAL BOARDS**

The publications committee is charged with expressly soliciting recommendations, including by the incumbent editor and the membership of the association, in making a recommendation to the board on the appointment of the editor of all ASHE publications. The board, by two-thirds vote, shall appoint each editor to a five-year term, once renewable for five years by a vote of two-thirds of the board. Editors wishing to renew their appointment are subject to an evaluation during the last year of their initial appointment, with the review committee appointed by the board of directors. The board may remove an editor by a two-thirds vote, unless otherwise prescribed by contract.

Each editor shall recommend to the publications committee members to be appointed as associate editors and to the advisory or editorial board of their publication for approval by the publications committee. Such appointments do not require the approval of the ASHE board, but must follow the ASHE statement on diversity. Associate editors serve for a term(s) set by the editor, with approval of the publications committee, and at the pleasure of the editor. Advisory or editorial board members serve a three-year term at the pleasure of the editor. An editor may appoint an advisory or editorial board member for a second, consecutive three-year term, subject to approval of the publications committee. After a hiatus of at least three years and in rare cases, an editorial or advisory board member may be appointed for one additional three-year term on a given board, subject to approval of the publications committee. After completing service on a given editorial board, that editorial board member can

be appointed immediately to the board of another ASHE publication, subject to the approval of the publications committee. A member may not serve on multiple advisory or editorial boards of ASHE publications concurrently.

## **ARTICLE VI OFFICERS**

### **Section 1: NUMBER OF OFFICERS**

The officers of the organization shall be the president, the vice president and president elect, the immediate past president, the executive director, and the legal counsel to the board.

### **Section 2: PRESIDENT, VICE PRESIDENT AND PRESIDENT ELECT, AND IMMEDIATE PAST PRESIDENT**

The president shall be the chief executive officer of the corporation. They shall have the authority necessary to oversee, supervise, and conduct the affairs of the association for which they are responsible. The president shall preside at all meetings of the board of directors and members of the association. They may opt to serve, ex officio, on any committee of the board.

The vice president and president elect and the immediate past president shall serve as members of the board with the responsibilities indicated in these bylaws.

### **Section 3: EXECUTIVE DIRECTOR**

The executive director shall be the chief operating officer, secretary, and treasurer of the association. They shall have the authority necessary to oversee, supervise, and conduct the affairs of the association for which they are responsible. This includes, but is not limited to: (1) ensuring that notices mandated by these bylaws or by law are made in a timely manner; (2) serving as the custodian of the corporate and other records of the association; (3) maintaining an accurate list of the members of the association and their contact information; (4) receiving and appropriately depositing all funds and securities associated with the association; (5) disbursing funds, including as directed by the board; and (6) maintaining and making available to the board accurate books of account and records of financial and other transactions.

The executive director shall attend all meetings of the board of directors and members of the association. The president or board may opt to have them serve, ex officio, on any committee of the board.

The board shall evaluate the executive director annually, following the procedures outlined by the board and captured in a document incorporated by reference into these bylaws.

#### **Section 4: LEGAL COUNSEL**

The legal counsel advises the board, executive director, council and committee chairs, and association members on matters with legal implications. This includes, but is not limited to: (1) reviewing or preparing contracts involving the association, as with publishers and conference hotels; (2) attending all meetings of the board; (3) interpreting the bylaws and other rules of the association and assuring they comply with applicable laws; (4) advising the association about when to seek outside legal counsel and working with the executive director in directing the activities of counsel.

Upon the recommendation of an ad hoc search committee named by the president, the board, upon a two-thirds vote, shall appoint the legal counsel to a three-year renewable term of office.

### **ARTICLE VII COMMITTEES OF THE ASSOCIATION**

#### **Section 1: ESTABLISHMENT AND ORGANIZATION**

Participation on all committees of the association is open to, and only open to, all members of the association in good standing.

Members of the association may propose the establishment of a committee of the association to the board by submitting a formal proposal to the president no less than three months before a regularly scheduled meeting of the board. At its next meeting, the board may vote to grant status as a committee of the association pending board approval of its bylaws, decline to grant status, or refer the petition back to its authors with a request for clarifications before they resubmit the petition. A resubmitted petition is subject to the same procedure as above. Upon initial approval by the board, the committee shall work with the legal counsel to develop a set of bylaws for the committee. The board must also approve any subsequent substantive changes to the bylaws.

In accordance with its bylaws, each committee shall elect a chair and, if any, officers. Each committee of the association shall maintain a current membership roll, which shall determine voting rights in accordance with its bylaws. The roll shall be appended to the annual report that each committee is required to



submit to the board no later than one month before its annual meeting. The report shall include a complete accounting of expenditures. The chair of each committee of the association shall serve, ex officio and without vote, on the board of directors, being invited to attend all meetings of the board, excluding executive sessions. They shall receive all mailings to the board, except for material designated confidential by the president.

## **Section 2: COUNCIL ON ETHNIC PARTICIPATION IN THE ASSOCIATION**

The council shall hold its annual meeting in conjunction with the annual conference of the association. Its primary purposes are to: (1) facilitate broad participation, particularly by those historically underrepresented groups, across the association; and (2) to encourage and monitor the diversity of ethnic participation in the affairs of the association.

## **Section 3: COUNCIL FOR THE ADVANCEMENT OF HIGHER EDUCATION PROGRAMS**

The council shall hold its annual meeting in conjunction with the annual conference of the association. Its primary purposes are to: (1) enrich the teaching and learning experiences of students and faculty in the constituent higher education programs of the association; (2) advance the welfare of higher education degree programs in the United States and Canada; (3) and to bring forth before the association such recommendations as it sees fit. Membership in the council is directed particularly toward directors of existing higher education programs, but is open to all ASHE members.

## **Section 4: COUNCIL ON INTERNATIONAL HIGHER EDUCATION**

The council shall hold its annual meeting in conjunction with the annual conference of the association. Its primary purposes are to provide a: (1) forum for the dissemination and discussion of research in order to advance research and theory on higher education from comparative and international perspectives; (2) formal structure within ASHE that scholars with interests in international higher education can promote theory and research to explore contrasting cultural and international perspectives in the study of higher education; (3) focal point and network for students entering the field of international higher education research; and (4) communication linkage among higher education researchers for the identification of research priorities, the exchange of ideas and methods and the facilitation of cooperative research and evaluation.

**Section 5: COUNCIL ON PUBLIC POLICY IN HIGHER EDUCATION**

The council shall hold its annual meeting in conjunction with the annual conference of the association. Its primary purposes are to: (1) promote research on, and to advance understanding of, the processes and impacts of public policy in U.S. higher education, as well as to help inform decision making in the public policy arena; (2) serve as an incubator and facilitator of future policy-relevant research and as an ongoing network for the exchange of ideas and information; (3) pursue these purposes by providing opportunities for researchers, public policy analysts, and policy makers to share research findings and to discuss diverse ideas and perspectives regarding public policy issues in higher education. As an organization addressing public policy issues, the Council shall focus primarily on state and federal governmental issues, programs, or processes that affect higher education in the United States.

**ARTICLE VIII  
ACTIONS****Section 1: OBLIGATIONS**

The executive director may obligate the association to an amount not exceeding \$12,500 for legitimate expenses of the organization. The executive director and the president or, if the president is unavailable and time is of the essence, the vice president and president elect, must authorize, in writing, obligations exceeding \$12,500.

The president may use no more than \$10,000, allocated to the conference budget, for honoraria for invited speakers.

**Section 2: AUTHORITY TO ENTER CONTRACTS OR AGREEMENTS**

Unless otherwise authorized by the executive committee, only the president, the vice president and president elect acting if the president is unavailable and time is of the essence, or the executive director may enter a contract or agreement on behalf of the association or the councils, committees, or editorial boards within it, including with vendors, other associations, or other individuals or entities.

**Section 3: FUND RAISING**

Unless otherwise authorized by the executive committee, only the president, the vice president and president elect acting if the president is unavailable and time is of the essence, or the executive director may engage in fund raising activity

on behalf of the association or the councils, committees, or editorial boards within it. Fund raising activity includes initiating any contact with a prospective funder or continuing a discussion upon being contacted by a prospective funder beyond referring that prospective funder to the president or executive director. When the association enters into a grant or contract with a funding agency the grant is of the association. Whenever feasible, the grant should be housed at the association's host institution.

#### **Section 4: ASSOCIATIONS WITH OTHERS**

Without the formal approval of the board of directors, those associated with the association may not post messages or include notices within association sponsored list serves, web sites, newsletters, or publications that suggests the association endorses or supports any commercial or non-profit enterprise or their programs or initiatives.

#### **Section 5: CONSULTANTS**

The board may wish to enter into arrangements with various consultants, such as, but not limited to, attorneys and accountants specializing in non-profit associations or those expert in fund raising or communications strategy.

#### **Section 6: AUTHORITY TO EXPEND FUNDS**

Officers and committee chairs are authorized to expend funds on behalf of the corporation not to exceed their respective budgets as approved by the board. Over expenditures may be authorized by the executive committee.

#### **Section 7: FINANCIAL DURESS**

The association considers situations involving financial duress on a case-by-case basis, including whether to discount or waive conference fees or provide financial grants for those directly affected by disasters.

#### **Section 8: AWARDS**

Councils of the association may develop and present a slate of annual awards without approval by the board of directors. Such awards must clearly state that they are made by the council and are not awards from the association as a whole.

## **ARTICLE IX OVERSIGHT AND AMENDMENTS**

### **Section 1: REVIEW**

The board shall review on a periodic basis all entities, programs, or initiatives of the association that it establishes. The president is responsible for appointing a review committee chaired by a member of the board and comprised of ASHE members. The committee shall provide opportunity for those directly involved with the subject of the review to comment before reporting in writing to the board. The board may take the actions within its powers, including eliminating unproductive entities, programs, or initiatives.

### **Section 2: AUDIT**

Every six years, or following an incident or event that would necessitate it, the board shall arrange a formal audit by an external auditor selected by the board. In the mid-term of the audit or following an incident or event that would necessitate it, the board shall arrange a review by an external reviewer selected by the board.

### **Section 3: AMENDMENTS**

The bylaws and any provision thereof, except as otherwise herein provided, may be altered, amended, or repealed by a two-thirds vote of the board of directors.

### **Section 4: SEVERABILITY**

If any provision of these bylaws, or its application to any person or circumstances, is held invalid, the remainder of these bylaws and the application of such provisions to other persons or circumstances shall not be affected.