

## **American Association of Colleges for Teacher Education**

### **Articles of Incorporation**

First: The name of the corporation is the American Association of Colleges for Teacher Education.

Second: The period of duration is perpetual.

Third: The purpose of this association is to provide, through professional organization and cooperation, excellent programs for the education of teachers and other school personnel on the campuses of our nation's colleges and universities. Consonant with this purpose, the major objectives of the Association are as follow: •

- Section 1. To provide members with the means for continuous exchange of information, experiences, and judgments concerning all aspects of teacher education. •
- Section 2. To stimulate and facilitate research, experimentation, and evaluation in teacher education and in related problems of learning and teaching; to serve as a clearinghouse of information and report on these matters; and to publicize the findings of studies that have significance for the improvement of teacher education. •
- Section 3. To exchange reports, experiences, and ideas with educators of teachers in other countries as a means of improving teacher education and of strengthening international understanding and cooperation. •
- Section 4. To encourage and assist the administrators of teacher education institutions to develop greater competence, especially in their leadership of college faculties in developing improved programs for the education of teachers. •
- Section 5. To cooperate with other professional education organizations and agencies in activities designed to establish desirable directions, goals, and standards for teacher education.
- Section 6. To make available to members, upon request, professional consultant services and other practical assistance directed to the improvements of the teaching profession. •
- Section 7. To represent the education of teachers before all segments of the public as a great professional enterprise carrying special responsibilities for the development of competent citizens. •
- Section 8. To encourage members to provide access to teacher education for the benefit of students and to enhance faculty development. •

- Section 9. To do any and all other activities in furtherance of the foregoing purposes, consistent with the corporation's tax-exempt status.

Fourth: This corporation will have members.

Fifth: The corporation is to have two classes of members. The members shall have voting rights as established by the directors of the Association and set forth in the Association's Bylaws.

Sixth: The directors are to be appointed by the members in a manner to be provided in the Bylaws.

Seventh: The internal affairs of the corporation shall be regulated in accordance with procedures set forth in the Bylaws. In the event of dissolution of the Association, the directors shall, after payment of debts and obligations, divide the net assets equally among the nonprofit colleges and universities comprising the membership at the time of dissolution, provided such institutions are then exempt from federal income taxes as charitable organizations.

## AACTE Bylaws

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### Article I – Name and Purpose

**Section 1.01. *Name.*** The name of this Association is the **American Association of Colleges for Teacher Education (“AACTE”)**.

**Section 1.02. *Purpose.*** AACTE has been organized to operate exclusively for the purposes set forth in the Association’s Articles of Incorporation, namely:

The purpose of AACTE is to provide, through professional organization and cooperation, excellent programs for the education of teachers and other school personnel on the campuses of our nation’s colleges and universities.

## Article II—Offices and Registered Agent

**Section 2.01. Offices.** The principal office of the Association shall be located within or without the District of Columbia at such place as the Board of Directors shall from time to time designate. The Association may maintain additional offices at such other places within or without the District of Colombia as the Board of Directors may designate.

**Section 2.02. Registered Agent.** The Association shall designate a person to serve as the registered agent for the District of Columbia. The Board of Directors may change the registered agent from time to time.

## Article III—Members

**Section 3.01—Classes of Members.** There shall be the following classes of members:

**Section 3.01.1. Regular Members.** Regular membership in the Association will be open to institutions that meet the criteria established by the Board of Directors.

i. **Application for Regular Membership.** An applicant for regular membership that meets the established criteria shall file a formal application for regular membership. Membership criteria and applications are posted on the AACTE website. The application shall include contact information for the institution's chief representative, as well as payment of the first year's membership fee.

ii. **Regular Membership Decision-Making Process.** AACTE staff, as designated by the President/CEO, will review information provided by the applicant relevant to the regular membership criteria and will accept or reject the applicant as a member based on whether the criteria, as determined by the Board, have been met. The applicant will be notified of its acceptance or rejection within 15 business days of AACTE's receipt of the application. If an application for regular membership is rejected, the institution may submit additional written information for reconsideration by the Executive Committee of the Board of Directors (Executive Committee). Such responses or additional information must be submitted within 30 days of receipt of notice of rejection of membership. The Executive Committee's decision on such an appeal is final. AACTE staff will provide to the Board of Directors, at each of its meetings, a list of institutions that have been accepted for regular membership and that have been denied regular membership.

iii. **Regular Members' Duties.** Applicants accepted as regular members shall continue thereafter to be regular members of the Association but may have their membership automatically terminated for failure to pay annual dues in a timely manner or for failure to continue to meet membership criteria. In addition, the regular membership of any institution may be terminated or suspended at any time for good cause, provided that the Executive Committee

has first adopted a resolution recommending such termination or suspension, setting forth the grounds therefore, has voted for termination or suspension, and has notified the institution of such termination or suspension resolution and has followed the Board's policies and procedures for such a decision. An institution desiring to withdraw from regular membership may do so at any time, but no withdrawal shall relieve such member from its obligation to pay any dues in arrears.

**Section 3.01.2. *Affiliate Members.*** Affiliate membership in the Association will be open to organizations or institutions that meet the criteria established by the Board of Directors.

i. **Application for Affiliate Membership.** An applicant for affiliate membership shall file a formal application for affiliate membership that shall include: (1) either (a) a statement from the institution indicating that the education of teachers and other education professionals, or preparation for entry into such a program, is one of the primary purposes of the institution, or (b) a statement from the not-for-profit or for-profit research center, agency, association, organization, corporation, or commercial entity that has as a primary purpose the improvement of the education of teachers and/or service to colleges of education; (2) a completed application that meets the established criteria; and (3) payment of the first year's membership fee.

ii. **Affiliate Membership Decision-making Process.** AACTE staff, as designated by the President/CEO, will review the application and will accept or reject the request for affiliate membership based on whether all specified criteria, as determined by the Board, have been met. The applicant for affiliate membership will be notified of its acceptance or rejection within 15 business days of AACTE's receipt of the application. If an application for affiliate membership is rejected, the applicant may appeal the decision by submitting additional written information for reconsideration by the Executive Committee. Such response or additional information must be submitted within 30 days of receipt of notice of rejection of membership. The Executive Committee's decision on such an appeal is final. AACTE staff will provide to the Board of Directors, at each of its meetings, a list of institutions or organizations that have been accepted for affiliate membership and that have been denied affiliate membership.

iii. **Affiliate Membership Duties.** Applicants accepted as affiliate members shall continue thereafter to be affiliate members of the Association but may have their membership automatically terminated for failure to pay annual dues in a timely manner or failure to continue to meet membership criteria. In addition, the affiliate membership of any institution may be terminated or suspended at any time for good cause, provided that the Board has first adopted a resolution recommending such termination or suspension and setting forth the grounds therefore. An institution desiring to withdraw from affiliate membership may do so at any time, but no withdrawal shall relieve such member from its obligation to pay any dues in arrears.

## **Article IV—Member Representation Rights**

### **Section 4.01. Regular Member Representation Rights**

**Section 4.01.1 Institutional Representatives.** Regular Member institutions are voting members and shall express themselves officially in the affairs of the Association through the medium of institutional representatives. The representatives of any regular member institutions should include, to the maximum extent possible, a cross-section of faculties engaged in the preparation of teachers and other education professionals, including those in academic disciplines and all major units of the professional educator preparation faculty. The number of representatives of each regular member institution shall be determined in accordance with the policies of the Board of Directors.

**Section 4.01.2. Chief Institutional Representative.** Each Regular Member institution shall appoint one representative to be designated as the Chief Institutional Representative. Each member institution will have the right to select a replacement chief institutional representative at any time during the calendar year, and any substitution shall be effective as of the date on which AACTE is advised of the change. Should any designated institutional representative be unable to attend any annual or special meeting of the membership, the institution may elect to send a substitute institutional representative for any given meeting, provided the substitute presents at the time of that meeting a properly executed proxy form provided by the Association..

**Section 4.01.3. Professional Associates.** In addition, institutions that meet regular member criteria may appoint an unlimited number of professional associates. Professional associates are nonvoting representatives from member institutions. Professional associates will be eligible to serve on Association interest groups and task forces; however, other rights and privileges extended to institutional representatives in these bylaws shall not be granted to professional associates.

**Section 4.02. Affiliate Member Representation Rights.** Affiliate Members are nonvoting members. Affiliate members may select individuals to serve as institutional representatives. Said representatives (or duly authorized substitutes) may attend all membership meetings and express the views of the affiliate member on all issues under consideration, but affiliate members shall have no right to vote on any issue under consideration. The number of representatives of each affiliate member institution shall be determined in accordance with the policies of the Board of Directors.

## **Article V—Member Meetings, Quorum and Voting**

### **Section 5.01. Annual Meeting of Members.**

- i. The Association shall hold one Annual Members' Meeting and such other meetings on such days and at such places as may be determined by the Board of Directors.
- ii. **Electronic Participation in Meetings.** Such meetings need not be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

**Section 5.02. Special Meetings of Members** Special meetings of members may be called in accordance with the provisions of the District of Columbia Nonprofit Corporation Code (D.C. Nonprofit Code).

**Section 5.03. Quorum.** The lesser of 50 or 1% of representatives of regular members registered and in attendance at an annual or special meeting of Association Members shall constitute a quorum.

**Section 5.04. Permissible Actions by Ballot.** Any action that may be taken at a meeting of members may be taken without a meeting by ballot, provided that a ballot is delivered to all members entitled to vote on the action, and the number of votes cast by ballot equals or exceeds a quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number cast by ballot.

**Section 5.05. Member Voting.** A reliable voting system that provides accuracy, flexibility, and verifiable credentialing shall be employed to allow each member institution to cast a vote on every issue considered by the membership. The voting may occur at the Annual Members' Meeting or it may occur through electronic means within a limited, specified period of time.

Each Institutional Representative from a regular member institution (or a duly authorized substitute from that member institution) shall be entitled to cast one vote on every issue (except for amendments as set forth in Section XIII) considered by the membership. Should voting occur at the Annual Members' Meeting or an in-person special meeting as described in Section 5.02, any single representative attending may cast votes on behalf of the other designated institutional representatives of his or her institution in their absence, upon the presentation of a proxy form provided by the Association, indicating his or her authorization in this regard.

**Section 5.06. Rules of Procedure for Member Meetings.** The rules of procedure at the meetings of members shall be according to Robert's Rules of Order so far as such rules are applicable and not inconsistent with any special rules for conduct of the AACTE Business Meeting, presented at

the time of such meetings and adopted by the Association membership, or by these bylaws or the D.C. Nonprofit Code. The rules of procedure may be suspended by a majority vote of the institutional representatives registered, present, and voting at such meeting, provided, that any institutional representative bearing a duly executed proxy form, provided by the Association, may cast votes for non-present representatives of his/her institution.

## **Article VI—Board of Directors**

### **Section 6.01—Board of Directors**

**Section 6.01.1. Functions of Directors.** The business and affairs of the Association shall be managed under the direction of its Board of Directors, which shall determine matters of policy in accordance with the provisions of the Articles of Incorporation, these Bylaws, and the D.C. Nonprofit Code. The Board shall concern itself primarily with the formulation of policies to guide the Association, to monitor the Association’s financial health, to appoint and evaluate the President/CEO, and to determine the major focus of the Association’s programs. The Board shall maintain a continuous evaluation of the progress of such programs and foster long-range planning or programs that may better improve the education of teachers and other education professionals in the United States and abroad. The Board shall encourage the establishment and maintenance of cooperative relationships with individuals and groups actively participating in the education of teachers and other education professionals. The Board shall work collaboratively with the President and CEO to fulfill its responsibilities.

**Section 6.01.2 Fiduciary Duty of the Board.** The Board has a fiduciary duty to the organization. Those in positions of responsibility and authority in the governance structure of the Association—both volunteers who serve without compensation and employed staff—have fiduciary duties to the organization, including duties of care, loyalty, and obedience. In short, these duties require Officers and Board members to act reasonably, prudently, and in the best interests of the Association, to avoid negligence and fraud, and to avoid conflicts of interest. In the event that the fiduciary duties of care, loyalty, or obedience are breached, the individual breaching the duty is potentially liable to the Association for any damages caused to the Association as a result of the breach. The duties are duties to the Association as a whole; even those who only serve on a particular committee or task force owe duties to the entire Association.

**Section 6.02. Term of Office.** All directors shall serve staggered three-year terms beginning no later than March 1 of each calendar year. When directors are elected by the Board to serve on the Executive Committee, they may have extended terms on the Board in order to complete their terms of office. The President/CEO of the Association shall serve, *ex officio*.

**Section 6.03. Board of Directors Composition.** The Board of Directors shall be constituted from the following membership constituencies in the Association. Members of the Board retain their following representative points of origin throughout their term on the Board of Directors.

i. **At-Large National Representatives.** Six individuals to be designated at-large national representatives. The nominations and election procedures, qualifications, and criteria for these directors shall be in accordance with Section 6.04 of these bylaws. **Resignation or Removal from the Board.** Should any at-large nationally elected representative resign from the Board of Directors or cease to be an AACTE institutional representative, or should their institution cease to be a member of AACTE, they shall be removed from the Board.

ii. **Institution-alike groups.** Six individuals, two from the membership of each of the three institution-alike groups known as the Association of Independent Liberal Arts Colleges for Teacher Education (AILACTE), the Council of Academic Deans from Research Education Institutions (CADREI), and the Teacher Education Council of State Colleges and Universities (TECSCU). Candidates for these positions shall be nominated by the aforementioned institution-alike organization in which they hold membership and shall stand for national election. The nominations and elections procedures, qualifications, and criteria for these directors shall be in accordance with Section 6.04 of these bylaws. **Resignation or Removal from the Board.** Should any director so selected resign from the Board of Directors, cease to be an AACTE institutional representative, or cease to be a member of the nominating institution-alike group, or if their institution ceases to be an AACTE member, they shall be removed from the Board.

iii. **NAFEO and HACU representatives.** Two individuals, one from the membership of the National Association for Equal Opportunity in Higher Education (NAFEO) and one from the membership of the Hispanic Association of Colleges and Universities (HACU). Candidates for these positions shall be nominated by the aforementioned organizations and shall stand for national election. The nomination and election procedures, qualifications, and criteria for these directors shall be in accordance with Section 6.04 of these bylaws. **Resignation and removal from the Board.** Should any director so selected resign from the Board of Directors or cease to be a member of the organization specified in this section, such a director shall be removed from the Board.

iv. **Presidents, Academic Vice Presidents, and Provosts.** Three college or university presidents, academic vice presidents, or provosts with expertise and/or interest in the education of teachers and other education professionals. These individuals are recommended by the Nomination & Elections Committee and appointed by the chair of the Board of Directors subsequent to a vote by the Board. The nomination and appointment procedures, qualifications, and criteria for these directors shall be in accordance with Section 6.04 of these bylaws. **Resignation and Removal from the Board.** Should any director so selected resign from the Board of Directors or cease to be associated with an AACTE member institution, they shall be removed from the Board.

v. **Advisory Council of State Representatives (ACSR).** The chair, chair-elect, and immediate past chair of the Advisory Council of State Representatives elected in accordance with the Council's procedures. **Resignation and Removal from the Board.** Should any director so selected resign from their position as an officer of ACSR, or if their institution ceases to be a member of AACTE, they shall be removed from the Board.

vi. **President/CEO *Ex Officio* member of Board.** The AACTE President and Chief Executive Officer (CEO) shall serve as an *ex officio* member of the Board of Directors while serving as President/CEO.

vii. **Optional Election of Two Additional Board Members.** Up to two additional Board members may be elected by the Board itself, at its option. Candidates for such positions shall be limited to: (1) designated individual representatives of a member institution who, by reason of their unique experience, expertise, or position in specific areas of the education of teachers or other education professionals, may enable the Board to serve more adequately the diversified interests of the Association or (2) liaison representatives from organizations approved by the Board of Directors. The term of this (these) additional member(s) will be determined by the Board of Directors, but in no event will exceed 3 years.

#### **Section 6.04. Election of Directors**

**Section 6.04.1. Nominations and Elections Committee.** The Nominations & Elections (N&E) Committee is an advisory committee to the Governance Committee (See Standing Committees, Article 7, Section 7.01). The purpose of the N&E Committee is to provide the Board with independent recommendations on candidates for the Board and advisory committees. The N&E committee is composed of six individuals, appointed by the Board of Directors, including: the immediate past chair of the Board of Directors, at least two former members of the Board of Directors, at least one provost or president, at least two past or current members of an AACTE advisory committee, and one additional member, if needed. The immediate past chair shall chair the N&E Committee, but shall have no vote except in the event of a tie. The term for members of the N&E Committee shall be three years, with terms staggered to provide continuity.

**Section 6.04.2. Nomination Process.** The N&E Committee shall evaluate nominees for director positions due to become vacant and recommend two candidates to stand for election for each vacant position on the Board of Directors, except the positions held by the ACSR chair, chair-elect, past chair, and the college president and/or academic vice-president/provost positions. The N&E Committee shall recommend presidents and/or academic vice-presidents/provosts to the Board for appointment to fill any vacancies in that category. The ACSR Board positions are based on elections held by that body. In considering candidates, the N&E Committee shall, to the extent practical, endeavor to include geographic, ethnic, racial, gender, and institutional diversity in the total pool of candidates.

i. Institutional representatives may nominate members for at-large national representative positions to be filled on the Board of Directors pursuant to Article 6, Section 6.03i. The N&E Committee shall ensure that candidates are AACTE Institutional Representatives, and the Committee shall give priority to nominees who have served on the organization's committees, held leadership positions in state chapters, or otherwise demonstrated service to the organization. The N&E Committee shall recommend two nominees to the Board as candidates for each vacant position.

ii. For individuals nominated to serve on the Board of Directors as representatives of AILACTE, CADREI, and TECSCU pursuant to Article 6, Section 6.03ii, in the year one of the aforementioned organizations will have a vacancy on the Board of Directors, the N&E Committee shall forward to the Board for affirmation the names of at least two individuals from said group to be considered as candidates for that vacancy. The criteria for Board of Directors membership shall also apply to these candidates.

iii. For individuals nominated to serve on the Board of Directors as representatives of HACU or of NAFEO pursuant to Article 6, Section 6.03iii, in the year either of the aforementioned groups will have a vacancy on the Board of Directors, the N&E Committee shall forward to the Board for affirmation the names of at least two individuals from said group to be considered as candidates for that vacancy. The N&E Committee shall ensure that these candidates are from AACTE member institutions.

iv. For individuals nominated to serve on the Board of Directors pursuant to Article 6, Section 6.03iv, the N&E Committee shall ensure that recommended appointees are from AACTE member institutions. Appointments shall be recommended by the N&E Committee and ratified by the Board of Directors for each vacant position.

v. For individuals assuming Board of Directors seats from ACSR pursuant to Article 6, Section 6.03v, the N&E Committee will ensure that they are from state ACTE chapters in full compliance with AACTE affiliation requirements or are State Liaison Representatives in good standing.

**Section 6.04.3. Elections.** The election ballot, showing the candidates for the positions to be filled pursuant to Article 6, Sections 6.03i, Section 6.03ii, and Section 6.03iii, shall be distributed to all designated institutional representatives (see Article IV, Section 4.01.2). The designated institutional representative shall be instructed to submit the election ballot back to the organization.

i. All election ballots received in proper form shall be counted, and the results shall be transmitted to the Executive Committee.

ii. The candidates receiving the larger number of votes shall be elected to office. In the event that vacancies have occurred on the Board of Directors so that positions represent unequal terms, longer terms will be awarded to candidates with the higher number of votes.

iii. The entire nomination and election process must be scheduled in such a way that newly elected and appointed directors have adequate notice to attend board orientation and to observe the board meeting held prior to the AACTE Annual Meeting. New directors take office after the Annual Meeting, which typically occurs in February, and no later than March 1.

**Section 6.05. *Term Limitations.*** Members of the Board of Directors must adhere to the following regulations on term limitations and re-election: there must be a three year period between terms, elected or appointed; if appointed or elected to complete less than two years of someone else's term, there is an exemption from the three year waiting period between terms; if appointed or elected to complete two or more years of someone else's term, there is no exemption from the three year waiting period. See Section 8.01 for extension of officers' terms.

**Section 6.06. *Director Resignation Process.*** A director may resign at any time by delivering a signed notice in the form of a record to the chair of the Board of Directors or to the President/CEO.

**Section 6.07. *Filling Director Vacancies.*** If a director resigns or is removed from the Board with one or more years remaining in their term, the position will be filled in the next election cycle following the procedures described in Sections 6.04.2 and 6.04.3. The replacement director will serve out the remainder of the former director's term and, if their Board service is less than two years, will be eligible to serve another full three-year term. If a director resigns or is removed from the Board with less than one year remaining in their term, the position will remain vacant until the next regularly scheduled election. Should any director selected pursuant to Article VI, Section 6.04.2 v resign from his or her position as an officer of the Advisory Council of State Representatives, he or she shall be removed from the Board, and the Board of Directors shall, in consultation with the ACSR leadership, appoint a person to fill the remainder of the term.

## **Article VII--Committees**

**Section 7.01. *Standing Committees.*** In addition to the standing committees listed below, the Board of Directors, by a vote of a majority of the directors then in office, may establish one or more standing committees comprised of one or more directors. The Board of Directors may delegate to standing committees any of the powers of the Board of Directors except the power to (1) elect or remove directors; (2) approve the dissolution, merger or reorganization of the Association or distribution of its assets; (3) amend the Articles of Incorporation or the Bylaws; (4) approve or propose to members any action that the D.C. Nonprofit Code, the Articles of

Incorporation or the Bylaws require be approved by the members; or (5) decide such other matters as the Board may determine by a majority vote of the directors.

With the approval of a majority of the directors then in office, the Chair of the Board of Directors, shall appoint the members and the chair of each standing committee except the Executive Committee. Each committee shall adopt rules of procedure for its business that are consistent with its function.

**Section 7.01.1 Executive Committee**

i. **Role and Function of the Executive Committee.** The Executive Committee shall serve as an interim governing body between meetings of the Association's Board of Directors. Subject to the requirements of law, it shall operate with authority vested in it by the Board and report its meetings and actions to the Board of Directors. Functions of the Committee shall include, but not be limited to, the fiduciary and strategic oversight of the Association. The Executive Committee shall study issues of importance to the Association and the education of teachers and other education professionals on behalf of the Board and serve as an advisory panel to the Board on such issues. It shall assist in planning agendas for the Board of Directors meetings.

ii. **Election and Composition of the Executive Committee.** The Board of Directors shall elect directors to serve a term of office on the Executive Committee. All directors as specified in Article 6, Section 6.03, shall be eligible for election to the Executive Committee with the exception of candidates for chair-elect. Chair-elect candidates must have at least one-year's prior experience as a member of the Executive Committee. If no members of the Executive Committee with the requisite experience agree to stand for election to chair-elect, directors with at least two years of service on the Board of Directors become eligible to run for this office.

The Executive Committee shall include the chair, the chair-elect, the past-chair, the secretary of the Board of Directors, two Board-elected At-Large Members, and, as an *ex officio* member, the president/CEO of the Association. See Article VIII for descriptions of the roles and responsibilities of these positions.

**Section 7.01.2 Finance Committee and Audit Subcommittee.** The Chair shall annually appoint a Finance Committee comprised of three Board members. Membership shall include the past chair of the Board who shall serve as chair of the committee, the Board chair-elect, and a Board member who has served at least one year of their term of service on the Board. The Finance Committee shall coordinate the Board's financial oversight responsibilities.

The Finance Committee chair, in consultation with the chair of the Board, shall appoint the members of the advisory Audit Subcommittee of the Finance Committee. Members of this subcommittee may include members and non-members of the Association with relevant

experience. The Audit Subcommittee shall review a Certified Public Accountant's audit of the accounts of the Association during each fiscal year. The Committee's report shall be presented to the Finance Committee and then to the Executive Committee and Board of Directors. Results of the audit are shared with the membership at the Annual Business Meeting and through other means as appropriate.

**Section 7.01.3. Governance Committee.** The Chair shall annually appoint a committee consisting of no more than three directors as the Governance Committee. The Governance Committee shall advise the Board on Board composition and selection criteria, new Board member orientation and ongoing education, and Board assessment.

**Section 7.02 Advisory Committees.** The Board may establish advisory committees to provide perspectives and expertise on financial, management and ongoing programmatic functions and issues. Unless otherwise specified, the Chair of the Board of Directors appoints members and chairs of advisory committees with approval from the Board. The Board may disband advisory committees pursuant to Board policy.

**Section 7.02.2. Programmatic Advisory Committees.** The Board may establish programmatic advisory committees to advise and assist the Board and staff in areas of ongoing programmatic activity. The programmatic advisory committees as the date of approval of these bylaws are:

- Advisory Committee on Global Diversity
- Advisory Committee on Government Relations and Advocacy
- Advisory Committee on Innovation and Technology
- Advisory Committee on Meetings and Professional Development
- Advisory Committee on Membership Development and Capacity Building
- Advisory Committee on Professional Preparation and Accountability
- Advisory Committee on Research and Dissemination

The Board of Directors may disband, add, or redefine programmatic advisory committees as it deems necessary to meet the Association's needs.

i. **Nomination and Appointment Process.** To ensure broad member participation, nominations for these committees are made at the same time as nominations for At-large Representatives on the Board of Directors. Each Programmatic Advisory Committee reviews the nominees' experience and qualifications relative to the committee's charge and provides the N&E Committee with its preferred candidates and alternates. The N&E Committee reviews the recommendations to ensure demographic, geographic, and institutional diversity and forwards its recommendations to the Board for approval.

ii. **Officers.** Each committee shall elect a member to serve as chair for a one-year term. The chair of the Board of Directors appoints a director to serve as a liaison between each programmatic advisory committee and the Board.

**Section 7.02.3. *Advisory Council of State Representatives (ACSR).*** The purpose of ACSR is to advise the Board of Directors on issues relevant to state chapters and to promote cooperation between those chapters and AACTE. The members of ACSR include the presidents of all affiliated state associations of AACTE (if they are from member institutions) or their elected representatives. The governance of ACSR is stipulated in separate bylaws that are subject to review and approval by the Board of Directors. As stated in those bylaws, ACSR shall at all times act as an arm of AACTE under the overall policy direction of the Board of Directors.

**Section 7.03. *Rules of Procedure.*** Each standing and advisory committee shall adopt rules of procedure for its business that are consistent with its function.

## **Article VIII—Officers of the Association and Terms of Office**

**Section 8.01. *Officers.*** The officers of the Association shall be the chair, chair-elect, past-chair, secretary of the Board, At-Large members of the Executive Committee, and the president/CEO of the Association.

**Section 8.01.1. *Chair-Elect and Chair.*** The term of the chair-elect shall be one year beginning March 1; the chair-elect shall automatically become chair of the Board of Directors March 1 of the following year and shall occupy the office of chair for a term of one year. The chair-elect shall be elected by the Board of Directors from those interested current Board members who have served at least one year of their terms on the Executive Committee. If no Executive Committee members with the requisite experience agree to stand for election to chair-elect, directors with at least two years of service on the Board of Directors become eligible to run for this office. When a director is elected chair-elect, their term of office on the Board is extended so that they can complete three years of service as chair-elect, chair, and past chair. Should the chair of the Board of Directors ever become unable, for any reason, to execute the responsibilities of their office, the chair-elect will assume the responsibilities of the chair and serve for the unexpired part of the chair's term in addition to their own regular term.

**Section 8.01.2. *Past Chair.*** Notwithstanding any other provisions of these bylaws, the chair shall, upon completion of their term as chair, continue to serve one additional year as a director on the Board in the office of past-chair. In addition to any other duties assigned by the chair, the past chair serves as the chair of the Nominations & Elections Committee.

**Section 8.01.3. *Secretary and At-Large Executive Committee Members.*** The secretary and At-Large members shall be elected by the Board of Directors from those interested current Board members who have completed at least one year of their terms on the Board of Directors. The secretary's term shall be two years and shall begin following the AACTE Annual Meeting but no later than March 1. At-Large members' terms shall be two years, staggered such that no more than one At-Large position is up for election in a given year. At-Large Members will begin

service following the Annual Meeting, but no later than March 1. When directors are elected to these positions, their term of service on the Board is extended as needed so that they may complete the two-year term of office associated with these positions.

**Section 8.01.4. *President/CEO.*** The Board of Directors shall name a salaried President/CEO to be the chief executive officer of the Association. The President/CEO shall have general administrative supervision of the affairs of the Association and shall be responsible for the execution of such plans and policies as the Board of Directors may authorize, direct, or approve. The President/CEO shall appoint members of the Association's staff. The President/CEO shall be an *ex officio* member of the Board of Directors and its Executive Committee.

**Section 8.02. *Officers' Duties.*** The duties of the officers of the Association shall be as are usually associated with their respective offices, or as may be more specifically designated in these bylaws or by the Board of Directors.

**Section 8.03. *Resignation and Replacement of Officers.*** If an at-large Executive Committee member, the secretary, or the chair-elect either resigns or is removed from the Board of Directors, or remains on the Board but resigns from their officer position, they are replaced through a vote of the Board as described in this Article. If the chair either resigns or is removed from the board, or remains on the Board but resigns from the chair position, they are immediately replaced by the chair-elect whose term as chair is extended to include the remainder of the former chair's term. If the past chair either resigns or is removed from the Board of Directors, or remains on the Board but resigns from their officer position, they are not replaced and the chair assigns other directors to fulfill any duties of the past chair for the remainder of their term.

## Article IX—Board Meetings

**Section 9.01. *Board Meetings.*** The Board of Directors shall have in-person, face-to-face meetings at least twice each year. Such meetings should be evenly spaced, to the extent practical. It shall be the joint responsibility of the Board's chair and the President/CEO of the Association to prepare agendas for each meeting. It shall be the responsibility of the President/CEO to attend Board meetings and to bring to the attention of the Board all matters requiring Board action, including matters set forth in the advance agenda and such other matters as may be suggested by any director or by the Chair of the Board.

**Section 9.02. *Special Meetings of the Board.*** The Chair or any two (s) directors may call a special meeting of the Board of Directors at any time. If one of the purposes of a special meeting is the removal of a director, then the notice must state that one of the purposes of the meeting is

to vote on the removal of the director. A special meeting of the Board shall be held on such date and at such place as shall be designated in the notice for such meeting.

**Section 9.03. *Rules of Procedure.*** The rules of procedure at the meetings of the Board shall be adopted by the Board and in accordance with Robert's Rules of Order as far as such rules are applicable and are not inconsistent with these bylaws or the D.C. Nonprofit Code. The rules of procedure may be suspended by a majority vote of those present and voting at such meeting.

**Section 9.04. *Notice of Meeting.*** The Secretary or such person's designee shall give notice to each director of each meeting of the Board or Directors. The notice shall state the time and place of the meeting.

**Section 9.05 *Quorum for Regular or Special Meeting of Board of Directors.*** One third (1/3) of the total number of voting directors of the Association shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

**Section 9.06 *Removal of Board members for Non-attendance of Board Meetings.*** Members of the Board of Directors are expected to attend all Board meetings, unless it is impossible or impractical to do so. Any director may be removed from such office for failing to attend meetings by a majority vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

**Section 9.07. *Reimbursement.*** Board members shall serve without compensation but may be reimbursed for some or all reasonable costs incurred as a result of Board participation.

#### **Article X—Indemnification of Directors/Officers**

**Section 10.1.** To the extent allowed by law, the Association shall indemnify each member of the Board of Directors for the defense of civil or criminal actions or proceedings as hereinafter proved and notwithstanding any provision in these bylaws, in a manner and to the extent permitted by applicable law.

**Section 10.02.** The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of their official duties, but only when the determination shall have been made judicially or in the manner herein provided that they acted in good faith for a purpose which they reasonably believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that their conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Board of Directors

acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as with all questions of law, on the advice of independent legal counsel.

**Section 10.03.** Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as stated above. The rights of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

### **Article XI—Conflicts of Interest**

**Section 11.01. *Existence of Conflict, Disclosure.*** A conflict of interest transaction is a transaction or arrangement with AACTE in which a director or officer, or a member of their immediate family, has a direct or indirect interest. A conflict-of-interest situation may arise in a variety of ways, but most often arises where one of the foregoing persons (1) has a financial interest in an entity with which AACTE has a transaction or arrangement; (2) serves as an officer, director, general partner, or has some other significant influence over an entity with which AACTE has a transaction or arrangement; or (3) uses information relating to AACTE for personal profit or advantage. The fact that a director or officer is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict of interest.

**Section 11.02. *Nonparticipation in Vote.*** The person having such a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, that person shall first provide the Board with any and all relevant information.

**Section 11.03. *Minutes of Meetings.*** The minutes of the meeting of the Board shall reflect that the conflict was disclosed and that the interested person was not present during the final discussion or vote and did not vote on the matter.

**Section 11.04. *Review.*** A copy of this conflict of interest statement shall be furnished to each director or officer who is presently serving the corporation, or who may hereafter become

associated with the corporation. The Association's 'Code of Conduct' will also be furnished to each director at the same time for review and signature. This policy shall be reviewed periodically for the information and guidance of directors and officers, and any new officers and directors shall be advised of the policy upon undertaking the duties of their offices.

## **Article XII—Financial Operations**

**Section 12.01. *Annual Dues, Assessments, or Fees.*** The annual dues of the Association are levied in accordance with schedules of dues, assessments, or fees approved by the Board of Directors.

**Section 12.02—*Expenditures.*** The expenditure of Association funds shall be controlled by an annual budget. It shall be the responsibility of the President/CEO of the Association to consult with the chair of the Board of Directors in the preparation of a proposed budget and to submit the same to the Board of Directors for approval and adoption. The approval by the Board of Directors of the annual budget shall be considered to constitute an appropriation of funds for the purposes designated therein and authorization to the president of the Association to cause such funds to be expended. The President/CEO of the Association shall arrange for a surety bond to ensure the faithful expenditure and safekeeping of all Association funds, the costs of said bond to be an Association operating expense.

**Section 12.03—*Association Records.*** The President/CEO of the Association shall cause appropriate records of all financial operations to be maintained at the AACTE principal office, where said records shall be available upon reasonable notice for inspection in accordance with the requirements of the D.C. Nonprofit Code.

## **Article XIII—Amendments to Bylaws and Articles of Incorporation**

Proposed amendments to the Association Bylaws or Articles of Incorporation shall be forwarded to all member institutions not fewer than 10 days prior to a scheduled vote by the membership and shall be considered adopted and in effect when approved by a majority vote.

Notwithstanding anything set forth in Article V, Section 5.05, on all issues involving such amendments, each regular member institution shall have a single vote to be cast by its Chief Institutional Representative.