

**BY-LAWS OF THE
ASSOCIATION FOR GENERAL AND LIBERAL STUDIES
(AGLS)**

ARTICLE I

The name of this Corporation shall be the Association for General and Liberal Studies (referred to here as the Association).

**ARTICLE II
Mission**

AGLS serves colleges and universities by fostering strong General Education programs. General Education is that part of the curriculum required of all students and dedicated specifically to liberal learning—the development of knowledge, skills, values, and habits of mind characteristic of an educated person. The members of AGLS comprise a community intent upon improving liberal learning by advocating the centrality of general education and supporting its continuous improvement.

**ARTICLE III
Physical Offices**

The Association shall have and maintain a registered office which shall be the office of the Executive Director; shall have and maintain a registered agent who is both a member of the Association and a resident of the state of Illinois; and may have other offices as the executive council may from time to time determine.

**ARTICLE IV
Membership**

SECTION 1. CATEGORIES OF MEMBERSHIP. The Association shall have three (3) categories of members. The designation of such categories and the qualification of the members shall be as follows:

- (a) **PROFESSIONAL MEMBERS:** Any person who is currently employed by or retired from an institutional or association of higher education may be a professional member upon payment of dues.
- (b) **INSTITUTIONAL MEMBERS:** Any accredited College or University that supports the Mission and Goals of the Association may become an institutional member upon the payment of dues.
- (c) **STUDENT MEMBERS:** Any person currently enrolled at an accredited College or University, and carrying at least five (5) credits, may be a student member upon payment of dues. Such members shall have all rights and privileges of professional members of the Association.

SECTION 2. VOTING RIGHTS. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

SECTION 3. TERMINATION OF MEMBERSHIP. The executive council by affirmative vote of two-thirds of all the members of the council may suspend or expel a member for cause after an appropriate hearing, and may, by the majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. Membership will also be terminated for non-payment of dues.

SECTION 4. TRANSFER OF MEMBERSHIP. Membership in the Association is not transferable or assignable, except as provided within an “Institutional Membership” program.

ARTICLE V
Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the membership shall be held for the purpose of the business of the Association.

SECTION 2. SPECIAL MEETING. Special meetings of the Association may be called either by the president, the executive council, or not less than one-tenth of the members.

SECTION 3. PLACE OF MEETING. The executive council may designate any place as the place of meeting for any annual meeting or for any special meeting called by it.

SECTION 4. NOTICE OF MEETING. Written notice stating the place, day and time of any meeting of members shall be delivered to each member not less than five (5) days before the date of such meeting, by or at the direction of the president, or the secretary-treasurer, or persons calling the meeting. In case of a special meeting or when required by these by-laws, the purpose for which the meeting is called shall be stated in the notice.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent is received in writing, setting forth the action so taken, shall be approved or otherwise acknowledged by one-third (1/3) of the members.

SECTION 6. QUORUM. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

SECTION 7. PROXIES. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by her/his duly authorized attorney-in-fact designating another professional member as proxy. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

SECTION 8. SCOPE OF ACTIVITIES. State and regional meetings concerned with the purposes of the Association may be conducted or sponsored by the Association itself, or by other educational organizations or individual institutions in cooperation with the Association.

ARTICLE VI
Council

SECTION 1. GENERAL POWERS. The affairs of the Association shall be managed by its Executive Council, the executive director and the Council members of the Association.

SECTION 2. COUNCIL MEMBERSHIP. The voting members of the Council shall consist of nine (9) elected Members-at-Large together with the Executive Council of the Association. The executive director, the editors of the official publications of the Association, and one (1) representative from each association with which the Association has a "Memorandum of Understanding" shall serve as non-voting members of the Council.

SECTION 3. ELECTION AND TERM OF OFFICE. The term of office for the nine (9) elected Members-at-Large shall be three (3) years. At each annual meeting, three (3) Members-at-Large shall be elected to fill the vacancies of the respective three members whose terms expire at that time.

SECTION 4. DUTIES. The Council shall formulate policies designed to further the Mission and Goals of the Association. It shall manage properties and financial resources of the Association. The Council shall also

develop a strategic plan every five (5) years. That plan is to be reviewed by the Council at its yearly mid-winter meeting.

SECTION 5. REGULAR MEETINGS. A regular annual meeting of the Council shall be held without further notice than this by-law at the same place as the annual meeting of members. The Council may provide by resolution the time and place for holding of additional regular meetings of the Council without other notice than such resolution.

SECTION 6. SPECIAL MEETINGS. Special meetings of the Council may be called by or at the request of the president or any two voting Council members. The person or persons authorized to call special meetings of the Council may fix any place as the place for holding any special meeting of the Council called by them.

SECTION 7. NOTICE. Notice of any special meeting of the Council shall be given at least five (5) days previously thereto by written notice. Any Council member may waive notice of any meeting. The attendance of the Council member at any meeting shall constitute a waiver of notice of such a meeting, except where a Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council need be specified in the notice or waiver of notice of such meeting, unless specifically required by these by-laws.

SECTION 8. QUORUM. A majority of the Council shall constitute a quorum for the transaction of business at any meeting of the Council, provided that if less than a majority of the Council members are present at said meeting, a majority of the Council members present may adjourn the meeting without further notice.

SECTION 9. MANNER OF ACTING. The act of a majority of the Council members present at the meeting at which a quorum is present shall be the act of the Council, except where otherwise provided by these by-laws.

SECTION 10. VACANCIES. Any vacancy occurring on the Council or any position to be filled by reason of an increase in the number of Council members shall be filled by the Council. A Council member elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

SECTION 11. COMPENSATION. Council members as such shall not receive any salaries for their services, but by resolution of the Council, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meetings of the council or other appropriate association meeting; provided, that nothing herein contained shall be construed to preclude any Council member from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE VII Officers and Executive Council

SECTION 1. OFFICERS. The officers of the Association shall be a president, a vice president/president-elect, a secretary, a treasurer, the immediate past president, and such other officers as may be elected in accordance with the provisions of this article. These officers will serve as the Executive Council of the Association. The Executive Council may elect or appoint such other officers, including one or more assistants as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the full Council.

SECTION 2. ELECTION AND TERM OF OFFICE. The president of the Association shall be elected by the Association's membership and hold office for two (2) years beginning with the annual conference of the year of his or her term; the vice president/president-elect is also elected for a two-year term after which s/he becomes president. No president may succeed herself/himself in that office. The secretary and treasurer shall be elected for a three (3) year terms. The end of terms for the secretary and treasurer should not coincide. All officers of the Association shall be elected by the membership of the Association. The immediate past president shall remain as a voting member of the executive council for two years after his/her term as

president. Vacancies may be filled or new offices created and filled at any meeting of the Council. Each officer shall hold office until a successor has been duly elected and shall have qualified.

SECTION 3. REMOVAL. Any officer or agent elected or appointed may be removed by the Council whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Council for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the Association and shall provide leadership for the advancement of the Association's Mission and Goals. The president shall, in general, supervise and control all Association business and affairs, including planning, fiscal management, membership development, programming and related matters. S/he shall oversee the responsibilities assigned to the executive director of the Association. S/he may sign, with the treasurer or any other proper officer of the Association authorized by the Council, any deeds, mortgages, bonds, contracts, or other instruments which the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council or by these by-laws to some other officer or agent of the Association; and in general shall perform all duties incidental to the office of president and such other duties as may be prescribed by the Council from time to time.

SECTION 6. VICE PRESIDENT/PRESIDENT-ELECT. In the absence of the president or in the event of inability or refusal to act on any matter duly approved by a majority of the Council, the vice president/president-elect shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president/president-elect shall perform such duties as from time to time may be assigned by the president or by the Council. The vice president/president-elect shall succeed to the office of president at the end of his/her term as vice president/president-elect.

SECTION 7. TREASURER. If required by the Council, the treasurer shall give a bond for the faithful discharge of her/his duties in such sum and with such surety or sureties as the Council shall determine. S/he shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these by-laws or by the officers of the Association, and together with the appropriate person or persons, make the necessary arrangements to maintain the Association's status as a non-profit organization; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Council. This office shall be filled by election of the membership every three (3) years. The positions of secretary and treasurer may be held simultaneously by one person.

SECTION 8. SECRETARY. The secretary shall keep the minutes of the meetings of the membership and of the Council in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to her/him by the president or by the Council. This office shall be filled by election of the membership every three (3) years. The positions of secretary and treasurer may be held simultaneously by one person.

SECTION 9. IMMEDIATE PAST PRESIDENT. The immediate past president serves as a member of the Council, serves as Chair of the Nominations Committee, and chairs the meetings of the Executive Council and/or Council in the event that the president and the vice president/president elect are both absent. In addition, the immediate past president may, in agreement with the current president, continue specific projects that s/he developed while serving as president. This arrangement would allow the Association to continue to benefit from relationships and expertise developed by the immediate past president during his/her term as president.

SECTION 10. ELECTIONS.

(a) Eligibility for Office. Professional members in good standing are eligible for office, membership on the Council and membership on committees. No salaried employee of the Association shall be eligible for the offices of president, vice president/president-elect, or secretary, treasurer or for elected membership on the Council or committees.

(b) Nominating Committee. Nominations for offices and Council membership shall be made by a nominating committee consisting of four (4) Council members. The chair of the nominating committee shall be the immediate past president of the Association. The other three (3) Committee members shall be Council Members-at-Large in the last year of their current term. The Committee is charged with identifying candidates and obtain confirmation of interest of said candidates for the vacancies on the Council. The Committee will present all interested candidates for the vacancies, and construct a recommended slate of officers that consists of one person for every vacancy to the current Council at the Council meeting during the Annual Conference. The Council will approve of candidates and finalize the official slate of candidates for presentation to the membership. The official ballot with the slate of candidates shall be submitted to the membership not less than ten (10) days after the annual meeting of the Association. The ballot shall be delivered via electronic communication and/or U.S. mail. Ballots will be collected and counted no later than November 15. Voting will remain open for no more than three (3) weeks once the ballots are distributed to the membership. Candidates must be affirmed by one third of the membership.

(c) Representation. The nominating committee, the president and the Council are specifically enjoined to ensure that insofar as feasible the Council and the various committees are broadly representative of the types of institutions of higher learning in the United States and the geographical regions in the nation.

ARTICLE VIII Executive Director

The Association's executive director is the chief operating officer appointed by action of the Council for a three (3) year renewable term of office. S/he shall carry out the operational procedures of the Association, implement policies and decisions made by the Council, and, in collaboration with the president, prepare recommendations for the Council's consideration. The executive director shall serve as a member of the membership committee, coordinate the affairs of Council subcommittees, call meetings of the Council at the request of the president, serve as the liaison with Pennsylvania State University Press regarding any agreement for member benefits, and, with the advice and consent of the Council, enact an agreement for an editor of any publication of monographs, white papers, reports or publically distributed materials approved by the Council. Under the direction of the president and the Council, s/he shall initiate, coordinate and dispatch communications with the membership, the academic community, and the public at large, and shall perform other duties designated by the president of the Council. With Council approval, specifically identified operational procedures may be contracted out by the executive director to commercial vendors. At its discretion, the Council may enter into an agreement with the executive director or the executive director's primary employer to provide financial compensation in exchange for a stipulated percentage of the executive director's total effort. Reasonable costs associated with administrative assistance shall be reimbursed by AGLS to the home institution of the executive director upon prior written agreement the home institution.

ARTICLE IX Committees

SECTION 1. COMMITTEES OF THE COUNCIL. The Council by resolution adopted by a majority of the Council's members may designate one or more committees. Each committee shall consist of one (1) or more Council members in addition to Association members, and to the extent provided in said resolution, shall have and exercise the authority of the Council in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Council, or any individual council member, of any responsibility imposed upon it or on them.

SECTION 2. COUNCIL FOR THE ADMINISTRATION OF GENERAL AND LIBERAL STUDIES. The Council for the Administration of General and Liberal Studies (CAGLS) shall be a standing committee of the Council and CAGLS's president shall be a member of the Council. Because the mission of CAGLS is to support administrators of general and liberal education programs throughout higher education, it aligns itself with the AGLS goal "to promote and advocate for effective, efficient administrative structures and policies that recognize and secure the centrality of general and liberal learning in post-secondary education" by providing "sessions that will enhance the professional development of general education administrators" at the annual conferences.

SECTION 3. OTHER COMMITTEES. Other committees not having and exercising the authority of the Council in the management of the Association may be designated by a resolution adopted by a majority of the Council members present at the meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association and the president of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

SECTION 4. TERM OF OFFICE. Each member of the committee shall continue as such until a successor is appointed, unless the committee be sooner terminated, ~~or~~ unless such member be removed from such committee, the member resigns from committee membership, or unless such member shall cease to qualify as a member thereof.

SECTION 5. CHAIR. One member of each committee shall be appointed as chair.

SECTION 6. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. QUORUM. Unless otherwise provided in the resolution of the Council designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. RULES. Each committee may adopt rules for its own government consistent with these by-laws or with rules adopted by the Council.

SECTION 9. The president shall be ex officio member of all committees and boards except the nominating committee.

ARTICLE X Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Council may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general and confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Council. In the absence of such determination by the Council, such instruments shall be signed by the treasurer and countersigned by the president of the Association.

SECTION 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Council may select.

SECTION 4. GIFTS. The Council may accept or give on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purpose of the Association.

SECTION 5. GRANTS. The Council may submit a proposal for foundation or government funding on behalf of the Association for the special purpose of the Association. The executive director or president is authorized to accept such grants on behalf of the Association.

ARTICLE XI
Books and Records

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Council, executive council and committees having any of the authority of the Council, and shall keep at its principal office a record giving the names and addresses of the membership. All books and records of the Association may be inspected by any member or her /his attorney for any proper purpose at any reasonable time.

ARTICLE XII
Fiscal Year

The fiscal year of the Association shall begin on the first day of September and end on the last day of August in each year.

ARTICLE XIII
Dues

SECTION 1. ANNUAL DUES. The Council may determine from time to time the amount of initiation fee, if any, and annual dues, for each membership category.

SECTION 2. PAYMENT OF DUES. Dues shall be payable to the Association in advance of the first day of September in each year.

ARTICLE XIV
Tax Exempt Status

The Association is organized exclusively for service and educational purposes and, in all respects, shall comply with, and fulfill, the requirements of section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). The Association also has such powers as are now, or hereafter may be, granted by the General Not-for-Profit Corporation Act of the state of Illinois. Further:

(a) Said Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code; or corresponding section of any future federal tax code.

(b) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other purpose not permitted to be carried on (a) by an

organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV Amendments to By-Laws

SECTION 1. Except as limited by section 2 hereof, these by-laws may be altered, mended or repealed and new by-laws may be adopted by a majority of the members present at any Association annual meeting or at any special meeting, or by secured mail/e-mail ballot. The proposed alteration or amendment shall be adopted unless more than one-third of the members reject it within the specified time limit. Approved alterations or amendments will be announced in the next official communication of the Association and at the next annual meeting of the Association.

SECTION 2. Amendments as to policy or major purposes of the Association may be initiated by the Council or by any ten (10) members from at least three (3) different institutions. Such amendments will be submitted in writing to the secretary of the Association. The executive director will submit the proposed amendment and a ballot to the entire voting membership and will tabulate the vote not earlier than three (3) weeks and not later than thirty (30) days after submitting the amendment to the membership. The proposed amendment shall be adopted unless more than one-third of the members reject it within the specified time limit. Approved amendments will be announced in the next official communication of the Association and at the next annual meeting of the Association.

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