

BYLAWS OF THE ASSOCIATION FOR GENERAL AND LIBERAL STUDIES (AGLS)

ARTICLE I: NAME OF ASSOCIATION

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

ARTICLE II: MISSION, VISION, VALUES, and GOALS

Section 1. Mission

The Association for General and Liberal Studies is a community of practitioner-scholars that provides strategic, effective, and innovative support for peers engaged in the day-to-day work of general and liberal learning in 21st century higher education.

Section 2. Vision

The Association for General and Liberal Studies aspires to be the leading organization that enhances the day-to-day work of those engaged in general education.

Section 3. Values

- **Collaboration:** AGLS is a venue for partnerships with other organizations, associations, institutions, and the broader society at national and international levels allowing for a shared responsibility, leadership, and expertise.
- **Inclusivity:** AGLS is a venue for everyone who supports general and liberal education—representing a wide range of higher education institutions, allowing for equity among students, faculty, institutional staff, and community partners.
- **Innovation:** AGLS is a venue for the ever-changing role of general and liberal education—providing unique resources and technology with nimble approaches to ongoing challenges in general education, developing skills, knowledge, and competencies for a changing, globalized world.
- **Contribution:** AGLS is a venue for members and attendees to join/participate in conversations around organizational work, including representation at the local, regional, and international levels for a reciprocity of the expertise.

Section 4. Goals

Through the AGLS annual meeting, AGLS awards programs, and occasional publications and projects in collaboration with other associations, we aim:

- To provide support to our members/peers
- To assure financial stability for the organization

- To increase visibility/promote the organization

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 Council may from time to time determine.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1. Categories of Membership

The Association shall have two (2) 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 a graduate student of, employed by, or retired from an institution of higher education or Association that focuses on 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.

Section 2. Dues

- A. Membership in good standing is contingent upon annual payment of published membership dues.
- B. The amount required for annual individual and institutional dues shall be reviewed by the Council in odd calendar years to ensure the Association remains fiscally solvent.
- C. If required to remain fiscally solvent, the Council may change the amount of annual individual and/or institutional dues. A positive vote of seventy-five (75) percent of the Council is required to pass the proposed change.
- D. Any change to the dues structure will be enacted for the next fiscal year as defined in Article XI, Section 1 of these bylaws.

Section 3. Voting Rights

Each professional member shall be entitled to one (1) vote on each matter submitted to a vote of the full membership and to the annual election of Council members. Each institutional member shall be eligible to appoint one (1) voting representative to cast the institution's vote in Association matters and elections.

Section 4. Transfer of Membership

Membership in the Association is not transferable or assignable, except as provided when an institutional membership designates a new representative to the Association.

Section 5. Termination of Membership

- A. The Council may suspend or expel a member (individual or institutional) for cause after an appropriate hearing, and by the majority vote of those present at any regularly constituted Council meeting, terminate the membership of any member who becomes ineligible for membership or has acted in a manner that is against the values, objectives, or work of the Association.
- B. Membership will cease for non-payment of dues and does not require a Council vote.
- C. Any member may also resign by filing a written resignation form with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

ARTICLE V: MEETINGS OF MEMBERSHIP

Section 1. Annual Meetings

The Association shall hold at least one annual meeting each calendar year. The annual meeting of the membership shall be held for the purpose of the business of the Association and shall take place in either the months of September or October. The specific date, time, location, and format (virtual or in-person) will be designated by the Council. During or in advance of the annual meeting, the membership will receive a report on the activities of the Association and introduction of the slate of candidates for election. During or no more than ten (10) days after the conclusion of the annual meeting, the members shall receive virtual ballots for the election of officers and members-at-large.

Section 2. Special Meetings

Special meetings of the Association may be called either by the President, the Executive Committee, or not less than twenty-five (25) percent of members in good standing. A petition signed by twenty-five percent (25) percent of the members is to be submitted, electronically or via posted mail, to the Secretary at least thirty (30) days prior to the proposed date of the desired special meeting.

Upon receipt, the Secretary will verify that those signing the petition are in good standing and that twenty-five (25) percent required has been met. The Secretary will then notify the Executive Committee that a meeting has been called and send announcements of such to the voting membership.

Section 3. Notice of Meetings

Written (electronic or hard copy) notice stating the format, location, day, and time of any meeting of members shall be delivered to each member not less than two (2) weeks before the date of such meeting. The officer, Council member, or group calling the meeting shall provide this information to the Association Secretary and Executive Director. The Secretary will send the meeting notice to the Council or member list. The purpose for which the meeting is called shall be stated in the notice.

Section 4. Quorum

Twenty-five (25) percent of the total membership shall constitute a quorum at such a meeting. If a quorum is not present (virtually or in-person) at any meeting of members, a majority of the members present may table any business of the order to either a future annual meeting or electronic vote. All issues to be voted on shall be decided by a simple majority of those members present (virtually or in-person) in which the vote takes place.

Section 5. Council Meetings

- A. A regular meeting of the Council shall be held without further notice than this bylaw at the same place as the annual meeting of members. The Council will also hold an annual mid-year whose date and format (virtual or in-person) will be determined by the Executive Committee. The Council may provide by resolution the time and place for holding additional regular meetings of the Council without other notice than such resolution.
- B. Notice of any special meeting of the Council shall be given at least five (5) days previously thereto by written (electronic or hard copy) 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 meetings of the Council need be specified in the notice or waiver of notice of such meeting, unless specifically required by these bylaws.
- C. Members of the Council, and non-Council committee members may participate in, and act at, any meeting of such Council or committee through the use of a conference telephone, virtual meeting, or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.
- D. A simple 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 6. Rules of Order

Membership meetings will follow an informal consensual model and use Robert's Rules only, if necessary, in the judgment of the President or the facilitator of the meeting.

ARTICLE VI: COUNCIL STRUCTURE

Section 1. Management of the Association

- A. The responsibility for the general conduct of the affairs of the Association shall be vested in a board (referred to herein as the Council).

- B. The affairs of the Association shall be managed by the Council, membership of which is articulated in Article VII of these bylaws.
- C. The Council shall formulate policies designed to further the mission and goals of the Association. It also shall oversee the management of properties and financial resources of the Association.
- D. Members of the Council must be professional members in good standing of the Association.

Section 2. Council Voting Rights

The voting members of the Council shall consist of the nine (9) elected Members-at-Large and the Officers of the Association. The editors of any official publication of the Association, and if warranted, any ad hoc committee appointees named by the full Council will be considered non-voting members. The Executive Director is an Association staff member and does not have voting rights.

Section 3. Quorum

A simple 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 4. Compensation

Voting members of the Council shall not receive any salaries for their services, 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.

Section 5. Limited Liability of Council Members

The Association agrees to indemnify, defend and save harmless the Council members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the client, arising out of or related to the Association's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

ARTICLE VII: COUNCIL MEMBERSHIP

The Council shall be composed of the officers of the Association, Executive Director, and nine (9) at-large members. The Officers of the Association shall be a President, Vice President, Immediate Past President, Treasurer, and Secretary.

All officers must have the status of active members in good standing to serve on the Council. From time to time, the full Council may elect or appoint other officers, including one or more assistants as it shall deem desirable. Such additional officers will have the authority to perform the duties prescribed.

Section 1. President

- A. 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 all Association business and affairs, including planning, fiscal management, membership development, programming and related matters. They shall oversee the responsibilities assigned to the Executive Director of the Association.
- B. They may sign, with the Treasurer or Executive Director, 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 bylaws 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.
- C. The President shall serve for two (2) years and shall take office at the conclusion of their term as Vice President.
- D. No person who goes through the Presidential track may succeed themselves. Former Presidents may serve on the Council in any position after a three (3) year absence from the Council.
- E. In the event that the position of President is vacated, whether by removal or resignation, the Vice President completes the President's term before initiating their scheduled term. The vacated President does not become Immediate Past President. The current Immediate Past President continues to fill the position.

Section 2. Vice President

- A. 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 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 as described in Section 2. During their term, the primary duty of the Vice President is to oversee the planning of the annual meeting of the full membership, herein known as the Constitute. The Vice President also shall perform such duties as from time to time may be assigned by the Council.
- B. The Vice President shall be elected by the membership and serve for a term of two (2) years, taking office at the conclusion of the election cycle.
- C. At the conclusion of their term, the Vice President takes office as President.
- D. In the event that the position of Vice President is vacated, whether by removal or resignation, a current Council member (as assigned by the Council) will fulfill the remainder of the Vice-Presidential term and the next President will be elected in the next election cycle.

Section 3. Immediate Past President

- A. The Past President serves as a member of the Council and chairs the meetings of the Executive Committee and/or Council if the President and Vice President are both absent. In addition, the Immediate Past President may, in agreement with the current President, continue specific projects that they developed while serving as President.

- B. The Immediate Past President shall serve a term of one (1) year and shall take office at the conclusion of their term as President.
- C. At the conclusion of the term, they will be considered a Presidential Advisor and a member of the Presidential Advisory Board for an indefinite period of time. This arrangement would allow the Association to continue to benefit from relationships and expertise developed by the Immediate Past President during their time on the Council.

Section 4. Treasurer

- A. The Treasurer shall be the chief financial officer and a signatory on all financial accounts of the Association. The Treasurer shall be the primary person responsible for disbursement of funds in payment of the Association's bills. They shall maintain records of all financial transactions of the Association, make a report at each meeting of the Council and the membership, and provide financial reports as requested by the Executive Director or Council.
- B. The Treasurer 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, 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 XII of these bylaws or by the officers of the Association. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Council.
- C. Together with the Executive Director, the Treasurer ensures the necessary paperwork and filings are completed in a timely manner to maintain the Association's status as an Illinois business entity and federal non-profit, 501(c)3 organization.
- D. If required by the Council, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Council shall determine.
- E. The Treasurer shall be elected by the membership and serve for a term of three (3) years, taking office at the conclusion of the election cycle. The Treasurer may be re-elected for a second term but then must rotate out of the office for at least three (3) years.
- F. In the event that the position of Treasurer is vacated, the Executive Director shall remain a signatory and assume the responsibilities of Treasurer until the Council appoints a new Treasurer.
- G. The positions of Treasurer and Secretary may be held simultaneously by a single person.
- H. The election cycles for the terms of the Secretary and Treasurer should not coincide.

Section 5. Secretary

- A. The Secretary shall be responsible for the recording, publishing, and distribution of any meeting minutes of the voting membership, the Executive Committee, or the full Council. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws; 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 them by the Council.

- B. The Secretary shall be elected by the membership and serve for a term of three (3) years, taking office at the conclusion of the election cycle.
- C. The Secretary may be re-elected for a second term but then must rotate out of the office for at least three (3) years.
- D. The positions of Secretary and Treasurer may be held simultaneously by a single person.
- E. The election cycles for the terms of the Secretary and Treasurer should not coincide.

Section 6. Members-at-Large

- A. Council Members-at-Large shall be elected by the voting membership of the Association and serve for a term of three (3) years, taking office at the conclusion of the election cycle.
- B. Members-at-Large may be re-elected for a second term but may not serve three (3) consecutive terms.
- C. Members-at-Large may be candidates for and elected into an Executive Committee office immediately after their Member-at-Large term limit is reached.
- D. It is desired that any person who wishes to run for an Executive Committee position first has served on the Council as a Member-at-Large prior to candidacy for an Executive position.

Section 7. Executive Director

- A. The Association's Executive Director is to serve as the chief operating officer by action of the Council for no more than a three (3) year renewable contract of appointment.
- B. The Executive Director is a non-voting ex-officio member of the Association Council.
- C. The primary charge of the Executive Director is to have immediate and overall supervision of the operations of the Association, direct the day- to-day business of the Association, maintain any property of the Association, and supervise all paid or unpaid staff members or other independent contractors that may be hired by the Council.
- D. The Executive Director shall be a signatory on all financial accounts of the Association.
- E. In collaboration with the Association Officers, the Executive Director shall implement policies and decisions made by the Council and prepare recommendations for the Council's consideration.
- F. The Executive Director shall coordinate the affairs of Council subcommittees, all meetings of the Council at the request of the President, and, with the advice and consent of the Council, enact an agreement for an editor of any publication of monographs, white papers, reports, or publicly distributed materials approved by the Council.
- G. Under the direction of the Association Officers and the Council, they 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 Council.
- H. With Council approval, specifically identified operational procedures may be contracted out by the Executive Director to commercial vendors.
- I. If applicable and at its discretion, the Council may enter into an agreement with the Executive Director's primary employer (in cases where the Executive Director is employed by an institution of higher education) to provide financial compensation in exchange for a stipulated percentage of the Executive Director's total effort, and 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 VIII: NOMINATIONS AND ELECTIONS

Section 1. Representation

- A. Eligibility for Office: Professional members in good standing are eligible for office, membership on the Council, or membership on committees. No salaried employee of the Association shall be eligible for the offices of President, Vice President, Secretary, or Treasurer, or for elected membership on the Council or committees.
- B. Representation: The Nominations Committee, President, and Council are specifically enjoined to ensure that insofar as feasible the members of the Council and various committees are broadly representative of those persons and institutions engaged in the day-to-day work of general and liberal learning in 21st century higher education.

Section 2. Elections

- A. The official ballot with the slate of candidates shall be submitted to the voting membership not less than ten (10) days prior the annual meeting of the Association. The official ballot shall be delivered via electronic communication. Ballots will be counted no later than three (3) weeks after the annual meeting.
- B. Each Officer position will be filled by the candidate the position receiving the most votes. The number of at-large positions will be filled by those candidates who receive the most votes.
- C. A vacancy in any office or Council position because of death, resignation, removal, disqualification or otherwise, may be filled by the Council for the unexpired portion of the term.
- D. Any person in an interim position may be nominated and be listed as a candidate for that position at the next general election.

ARTICLE IX: REMOVAL OF OFFICERS AND ELECTED POSITIONS

- A. Any officer or Council member may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the voting members of the Council if in their judgement the best interest of the Association would be served thereby. Each member of the Council must receive written notice (electronic or hard copy) at least fourteen (14) days in advance of the proposed action.
- B. Notices of the proposed action must set forth the reasons for such expulsion.
- C. No officer shall be expelled without an opportunity to be heard and outline why the reasons for expulsion should be voted against.
- D. A Council member may resign at any time by giving written notice to the President and Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President and Executive Director. The acceptance of the resignation shall not be necessary to make it effective.

ARTICLE X: COMMITTEES

The Council, by resolution adopted by a majority of the Council's voting members, may designate the formation of a committee. A committee shall consist of one (1) or more Council members and any number of voting members of the Association. To the extent provided in said resolution, the committee shall have and exercise the authority of the Council in the management of the Association; but the designation of any such committee 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 1. Committee Structure

- A. **Term Of Office:** Committee members serve at the pleasure of the Council. Each appointed member of the committee shall continue as such until a successor is appointed, unless the committee be sooner terminated, 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.
- B. **Committee Chair:** One member of each committee shall be appointed as chair by the Council.
- C. **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.
- D. **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.
- E. **Ex Officio Members:** The Executive Director shall be an ex officio, non-voting, member of all committees except the Nominations Committee.

Section 2. Standing Committees

A. Executive Committee

The Executive Committee shall consist of the President, Vice President, Executive Director, Treasurer, Secretary, and Immediate Past President and is charged with overseeing the daily operations of the Association, ensuring the strong financial standing of the Association, setting out the annual plan for AGLS activities and initiatives, supporting the Council Officers in their work, supporting Council members in their work, monitoring and supporting ongoing initiatives and Committee activities.

B. Nomination Committee

The Nomination Committee shall consist of no more than three (3) Council members. The chair of the Nominations Committee shall be the Immediate Past President of the Association. The other members shall be selected at the discretion of the chair. The Committee is charged with identifying candidates and obtaining confirmation of interest of said candidates for the vacancies on the Council. The

Committee will present electronically all interested candidates for the vacancies and construct a recommended slate of officers that consists of two (2) persons for every vacancy to the current Council. The Council will approve candidates and finalize the official slate of candidates for presentation to the voting membership.

C. Constitute Planning Committee

The Constitute Planning Committee shall be made up of at least four (4) members of the Council, and a number of voting members of the Association. The Constitute Planning Committee is chaired by the Vice President and charged with most aspects of the constitute program development, including (but not limited to) the recommendation to the Council of the theme, solicitation and selection of session proposals, and selection of keynote speakers, scheduling special events and breakout sessions, and delivery of the program information.

D. Awards Committee

The Awards Committees shall include at least two (2) Council Members and at least one (1) member of the Presidential Advisory Committee. The Awards Committee shall be chaired by a member of the Presidential Advisory Council and shall operate as three working groups: Gaff Award, National Leadership, and Exemplary General Education Program. Each working group will invite people with experience relevant to the particular award to serve on the working group and in the review process. The Awards Committee will make a recommendation for each award to the Executive Committee.

E. Presidential Advisory Council

An Advisory Council will consist of all former Presidents of the Association. Their informal position begins at the conclusion of their Past President term. Members of the Advisory Council shall have no outlined duties, voting privileges, nor obligations for attendance at annual meetings of the Association, Council meetings, or special meetings called as outlined in these bylaws. Advisory Council members are welcome to attend any of the meetings listed above. As former Presidents, Advisors shall possess a desire to support the work of the Association by providing expertise and professional knowledge at the request of the current President. Members of the Advisory Council may be selected to serve on Association committees and/or as a committee chair at the invitation of the Council.

Section 3. Ad Hoc Committees

- A. 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, the chair of each such committee shall be a Council member, 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.

- B. The terms of office of members of any ad hoc committee shall be determined by the Council. Each such committee shall serve at the pleasure of the Council.

ARTICLE XI: FINANCES AND RECORDS

Section 1. 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.

Section 2. Dues and Miscellaneous Revenue

- A. Dues shall be payable to the Association in advance of the first day of September in each year.
- B. 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.
- C. 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.

Section 3. 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.

Section 4. Contracts, Checks, Deposits and Funds

- A. The Council may authorize any officer or officers, agent, or agents of the Association, in addition to the officers so authorized by these bylaws, 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.
- B. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, may be signed by the Treasurer or Executive Director, and in the absence of either of the aforementioned, signed by the President of the Association.
- C. 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 5. 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.

- A. 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.
- B. 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 XII: AMENDMENTS TO BYLAWS

Section 1. Amendment Process

Except as limited by Section 2 hereof, these bylaws may be altered, mended, or repealed and new bylaws may be adopted by an affirmative vote of fifty (50) percent of the voting membership by secured electronic or hard copy ballot. The proposed alteration or amendment shall be adopted unless more than sixty (60) percent of the voting 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. Exception To Amendment Process

Amendments as to policy or major purposes of the Association may be initiated by the full Council membership or by any twenty (20) 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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Revised: October 4, 2001
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