



## **PREAMBLE to the ACPA BYLAWS**

The rationale for the existence of the American College Personnel Association ("Association") in the field of higher or tertiary education is based on the following premises:

1. The wide diversity of functions of student affairs and student services in advancing the needs of post-secondary education necessitates a common meeting ground;
2. The work of student affairs and student services professionals and educators is inextricably linked to academic tradition and philosophy and requires continuous review and improvement;
3. The need for interpretation of human development philosophy and the furtherance of social justice to others within and outside the academic community is constant; and,
4. The advancement of higher and tertiary education through more effective use of student affairs and student services professionals will be determined by the attention, support, and critical evaluation of new concepts, skills, and knowledge, encouragement of new professionals, and development and maintenance of high standards of accomplishment.

The Association is committed to achieving these ends.

The mission of the Association is to transform higher education by creating and disseminating influential scholarship, shaping critically reflective practice, and advocating for socially just learning environments.

The mission of ACPA is founded on, and implements, the following core values of the Association.

- Education and development of the total student
- Diversity, multicultural competence, and human dignity
- Inclusiveness in and access to association-wide involvement and decision-making
- Free and open exchange of ideas in a context of mutual respect
- Advancement and dissemination of knowledge relevant to college students and their learning, and the effectiveness of student affairs and student services professionals and their institutions
- Continuous professional development and personal growth of student affairs and student services professionals that includes the development of effective administrative leadership and management skills
- Outreach and advocacy on issues of concern to students, student affairs and student services professionals and the higher and tertiary education community.

The Association seeks to fulfill this mission by directing its resources and efforts to the effective achievement of the following core activities:

- Professional development and education
- Services for Association members and constituents
- Generation and dissemination of knowledge
- Outreach and advocacy on behalf of students and student affairs and student services professionals
- Identification of, and effective response to, issues faced by the student affairs and student services profession, and the higher and tertiary education community

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## ACPA Bylaws

(Formed under the District of Columbia Nonprofit Corporation Act)

### ARTICLE I: NAME

**Section 1.01 Name.** The name of this Association shall be the "American College Personnel Association."

**Section 1.02 Use of Name.** The name of this Association shall be employed only in connection with official business and shall not be used by individuals, organizations, or agencies without the written approval of the Governing Board.

### ARTICLE II: ANTI-DISCRIMINATION STATEMENT

The Association does not discriminate on the basis of the following characteristics including, but not limited to race, color, ethnicity, national origin, citizenship status, religion, sex, age, affectional/sexual orientation, gender identity or expression, veteran status, personal appearance, genetic information, political affiliation, familial status, marital status, or disability in any of its policies, procedures or practices. This non-discrimination policy covers membership and access to Association programs and activities including, but not limited to, conventions, placement services, publications, educational services, and employment.

### ARTICLE III: MEMBERSHIP

**Section 3.01 Types and Qualifications.** The following are types and qualifications of memberships in the Association. Membership in good standing is based upon being supportive of the purposes of the Association and current payment of dues. Membership type is subject to possible review by the Governing Board and approval by the Executive Director with the advice of the Director of Membership Development.

- General Membership – College/University. Any person whose designated responsibilities relate to student and human development at a regionally accredited institution of higher education (campuses outside of the USA are exempt from this accreditation requirement). In order to reduce the cost of individual dues for its employees, an accredited institution of higher or tertiary education may pay dues based on its full-time equivalent enrollment during the previous academic year and thereby become an Institutional Member. Institutional Membership includes one free General Membership – College/University as well as an unlimited number of discounted dues for new and renewing General Members – College/University.
- General Membership – Other Organization/Institution. Any person expressing an interest in and support for the purposes, goals, and core values of the Association who does not work for college or university. To reduce the cost of individual dues for its employees and to promote a partnership with an organization that is supportive of the mission, goals, and purposes of the Association, an organization other than a college or university may pay dues based on its profit

or not-for-profit status as designated by the Federal Internal Revenue Service and thereby become an Organizational Member. Organizational Membership includes one free General Membership – Other Organization/Institution as well as an unlimited number of discounted dues for new and renewing General Membership – Other Organization/Institution. Educational associations, systems, governmental agencies, corporations, and similar groups may qualify for Organizational Membership.

- Transitional Membership. Any current Student Members in good standing renewing their membership as a Transitional Member for one year only following graduation.
- Emeritus Membership. Any current or former ACPA member who is defined as retired and not employed full time. This also includes Life Subscribers.
- Graduate Student Membership. Any person who is currently engaged in graduate studies in an accredited graduate school in courses related to the student affairs and student services profession and who is not employed full time during the membership year. The student's major professor must attest to these qualifications. Pre-doctoral internships or work experiences required for completion of a degree program are not considered full time employment for the purposes of this category.
- Undergraduate Student Membership. Any person who is currently enrolled as an undergraduate student and who is not employed full time at an institution of higher or tertiary education during the membership year. The student must verify undergraduate enrollment and good standing status either via a student affairs or student services professional or an official letter from the college/university.

**Section 3.02 Applications and Approval.** A person shall become a member of the Association by satisfying the membership criteria and upon approval of one's application for membership by the Executive Director and the payment of one's dues and special assessments.

**Section 3.03 Term, Resignation, and Removal.** With the exception of Life Subscribers, the term of any membership shall be annual, provided, however, that any member may resign at any time upon written notification of the Executive Director, and any member may be removed at any time, with or without cause, by majority vote of the Governing Board. However, members shall be given notice and an opportunity to respond prior to removal. Members in good standing can automatically renew membership by payment of the succeeding year's dues.

**Section 3.04 Annual Meeting.** An annual business meeting of the members shall be held during the annual convention for the transaction of business as may properly come before the membership. Officers of the Association, the convention chair, and others designated by the President shall report to the membership during the annual meeting.

**Section 3.05 Special Meetings.** Special meetings of the members may be called by the President, the Executive Director, or by one-fourth of the Board.

**Section 3.06 Place and Time of Meetings.** Meetings of members may be held at such place, within or without the District of Columbia, and at such hour as may be fixed in the notice of the meeting.

**Section 3.07 Notice of Annual and Special Meetings.** Written, printed or electronic notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than ten or more than fifty days before the date of the meeting, personally, by mail, or e-mail, by or at the direction of the President, or the Executive Director, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If e-mailed, such notice will be deemed delivered when a copy of the notice has been electronically mailed. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at their address as it appears on the records of the Association.

**Section 3.08 Waivers of Notice.** A waiver of notice in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such. The presence of any member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such member.

**Section 3.09 Quorum.** At the Annual Meeting, members in good standing who are present at such meeting shall constitute a quorum for the transaction of business. At special meetings, members having at least one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum for the transaction of any business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not been established, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

**Section 3.10 Proxies.** A member may vote by proxy executed in writing by the member or their duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**Section 3.11 Decisions.** Whenever any action is to be taken by vote of the members, it shall, except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, be authorized by a majority of the votes cast at a meeting of voting members.

**Section 3.12 Presiding Officer and Secretary.** At any meeting of the members, if neither the President, nor the Vice President, nor a person designated by the Governing Board to preside at the meeting shall be present, the members present shall appoint a presiding officer from the Board for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as Secretary of the meeting.

**Section 3.13 Action by Members.** Voting on all matters, including the election of the Governing Board or officers where they are to be elected by the members, may, as determined by the Governing Board, be conducted by written or electronic ballot.

**Section 3.14 Dues.** The dues and due date for each individual, institutional, and organizational membership classification shall be determined by the Governing Board. Student dues shall not exceed two-thirds of the dues of the general membership.

**Section 3.15 Rights and Privileges of Membership.** All Association members in good standing

shall be entitled to attend Association conventions and meetings and shall be eligible to serve on Association committees. All members in good standing shall be entitled to vote and/or hold office.

## **ARTICLE IV: OFFICERS**

**Section 4.01 Officers.** The officers of the Association shall be the President, Vice President, Past President, Secretary, and Treasurer, and such other subordinate officer as the Board may from time to time appoint or authorize the President to appoint.

**Section 4.02 Qualifications.** Each officer shall be a member in good standing in the Association throughout the term in office. Current or past employees of ACPA are not eligible to hold elected office until three years after they have left employment with ACPA. No individual can hold more than one office of the Association at the same time.

**Section 4.03 Special Qualifications, Election and Terms of Office.** Elected officers shall be elected via ballot by the membership pursuant to these Bylaws. The official term of office for newly elected officers is scheduled to begin at the annual business meeting. Officers shall hold office until (a) the installation of a successor; (b) the effective date of any resignation submitted in writing to the Secretary; (c) upon their death; or, (d) upon removal from office in accordance with the provisions of these Bylaws. Any vacancy among such officers shall be filled by majority vote of the remaining members of the Governing Board, except the Vice President shall fill a vacancy in the Presidency.

1. President, Vice President, and Past President. The President shall serve as Vice President for a one-year term prior to serving as President for one year, and as Past President for a one-year term after serving as President. To qualify to be Vice President, one must have held membership in ACPA for no less than five years, must have had prior leadership experience within the Association, and must have leadership and management experience that reflect the skills needed to fulfill the President's responsibilities.
2. Treasurer and Secretary. The Executive Director shall serve as Treasurer and Secretary of the Association.

**Section 4.04 Powers and Duties of Officers.** Subject to the control of the Governing Board, all officers, as between themselves and the Association shall have such authority and perform such duties in the management of the property and affairs of the Association as may be provided in these Bylaws or by resolution of the Governing Board and, to the extent not so provided, as generally pertain to their respective offices. Officers are expected to attend meetings of the Assembly and have the following specific duties and authority:

1. President. The President, as the senior elected officer of the Association, is responsible for guiding the Governing Board in the stewardship of the Association. The President shall oversee implementation of the educational, legislative, operational, and management objectives of the Governing Board; develop the agenda and the meeting and formats of the Governing Board meetings in consultation with the Executive Director; chair the Governing Board, Annual Business and Executive Committee meetings; be an official spokesperson and liaison for the Association to other associations and the public at-large; chair the Strategic Planning and Assessment Committee; be a voting member of the Governing Board, Audit and Finance, Nominations and Elections, and Personnel Committees and be

an ex officio non-voting member of all other ACPA committees; shall in consultation with the Executive Director and Governing Board appoint the Chairs and members of the Association Committees and Task Forces; in consultation with the Executive Director and the respective Coordinator assist with the establishment and appointment of Commissions, Communities of Practice, State and Regional Chapters, International Divisions, and Coalitions and Networks; assist with the Association's fundraising and provide guidance to the ACPA Foundation's fundraising efforts; appoint a representative to the Council for the Advancement of Standards; have such other duties and powers as the Governing Board may from time to time prescribe or authorize; and shall seek to fulfill the presidential duties and responsibilities outlined in the ACPA policies.

2. Vice President. The Vice President shall perform the duties of the President in the absence of the President, and shall chair the Bylaws Committee; establish and chair a committee to appoint the Convention Committee Chair for the year one serves as President; appoint and serve on the Convention Planning Committee to develop the convention theme and content; serve on the Audit and Finance, Personnel, and the Nominations and Elections Committees; liaise with the State and Regional Chapters, International Divisions, Commissions, Communities of Practice, and Coalitions and Networks; assist the Coordinators in the resolution of governance concerns; Chair the Assembly; and perform such other duties and responsibilities as requested by the President.
3. Past President. The Past President shall Chair the Nominations and Elections, Personnel, and Audit and Finance Committees; make periodic reports about such Committee work; forward official records to the ACPA Association Archives; and perform other duties as assigned by the President and/or Governing Board.
4. Treasurer. The Treasurer shall arrange a process to oversee the receipt, custody, disbursement, accounting, and reporting of all funds and investments of the Association; work with the Audit and Finance Committee to prepare a draft budget for the Association for review and adoption by the Board; and furnish the Board with an operating and financial report at each regular and special meeting thereof. The Treasurer shall perform other duties incident to the office of Treasurer and such other duties as assigned by the President and/or the Governing Board. The Treasurer shall be empowered to sign checks, contracts, drafts or other orders for payment of money on behalf of the Association.
5. Secretary. The Secretary shall oversee a process for keeping the minutes of all meetings of the Board including all votes and resolutions adopted and shall maintain appropriate records. The Secretary shall oversee the process for issuing notices of all meetings, filing of all reports required by governmental authorities, and performing such other functions and duties as the Board may from time to time prescribe. The Secretary shall forward official records to ACPA Archives on an annual basis.

**Section 4.05 Vacancies.** In the event that the Presidency becomes vacant, the Vice President shall assume the Presidency and shall serve the remainder of the term as well as the Presidential term for which the Vice President was elected. If the Vice President is unable to assume or retain office, the Governing Board shall nominate and elect a President from the list of Past Presidents or from its own members. All other vacancies shall be filled by appointment by the Governing Board. The officers so appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office.

**Section 4.06 Removal.** Notwithstanding anything to the contrary in these Bylaws, removal of an officer shall be without prejudice to one's contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights. The guidelines for removal are as follows:

1. Any officer may be removed for just cause, including violation of Association policy, procedures, or ethical code; failure to perform the duties of the office as set forth in the Bylaws and the policies of the Association, the Personnel Committee, and the Nominations and Elections Committee; gross impropriety in carrying out the duties and responsibilities of the office; inability to properly carry out the duties and responsibilities of the elected office; failure to uphold the provisions of the Bylaws. An officer may also be removed whenever in the Governing Boards' judgment the best interest of the Association would be served thereby.
2. The removal shall be conducted as follows: Upon written submission of evidence of "just cause" or the "Association's interests" as defined above, approved by at least two (2) current members of the Governing Board,
  1. The Governing Board shall conduct a closed, executive session to see if there are sufficient grounds to consider removing the individual from office.
  2. If grounds are found to proceed with removal, the Board will provide at least 21 days' notice of the proposed removal hearing to all voting Governing Board members and the individual at issue. The individual at issue has an opportunity to personally address the Board. Such hearing may be held in or outside of executive session, at the discretion of the Governing Board.
  3. The individual in question is subject to removal upon the affirmative vote of three-quarters of all voting members of the Governing Board.

**Section 4.07 Compensation of Officers.** The Association shall not pay any compensation to elected officers for services rendered to the Association, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Association, in accordance with applicable policies and procedures.

## **ARTICLE V: GOVERNING BOARD**

**Section 5.01 Power of Governing Board.** The property, business and affairs of the Association shall be managed by a Governing Board in accordance with these Bylaws and the purposes of the Association. The Governing Board shall formulate and approve policies as are necessary to conduct the affairs of the Association. It shall endeavor to review, formulate, and promote the mission, vision, core values, and any strategic plans of the Association. It shall engage in advocacy and otherwise seek to advance the interests of the Association.

### **Section 5.02 Governing Board Members.**

1. The Governing Board shall consist of a total of 17 voting members and one non-voting member.

2. The following 14 voting members are to be elected by the full voting membership of the Association: the President, Vice President, Past President, Director of Equity and Inclusion, Director of External Relations, Director of Membership Development, Member at Large for Faculty, Member at Large for Entry-Level Professionals, Member-at-Large for Mid-Level Professionals, Member-at-Large for Senior-Level Professionals, Assembly Coordinator for Commissions, Assembly Coordinator for Communities of Practice, Assembly Coordinator for State and Regional Chapters, and Assembly Coordinator for International Members and Divisions.
3. The following two voting members are to be appointed by a majority vote at a meeting of the Board: The Director of Professional Development and Director of Research and Scholarship.
4. The following voting member is to be appointed by a consensus vote at a meeting of the Coalition and Network Chairs: The Assembly Coordinator for Coalitions and Networks.
5. The Executive Director shall serve as both the Treasurer and Secretary and will hold for such purposes one ex officio, non-voting position.

**Section 5.03 Qualifications and Terms.** Each member of the Governing Board shall be a member in good standing of the Association, shall have been in good standing for at least one year prior to nomination, and shall meet additional eligibility criteria requirements otherwise noted and advertised. Current or past employees of ACPA are not eligible to hold elected office until three years after they have left employment with ACPA. The term of Directors (of Equity and Inclusion, External Relations, Membership Development, Professional Development, and Research and Scholarship positions), Members-at-Large, and Assembly Coordinators are three years; one year as elect and two years in the position. The Governing Board shall develop a process for establishing staggered expiration of Governing Board member terms. Directors-elect are encouraged to attend but may not vote at Board meetings. The following specific qualifications for Governing Board members must be met at the time of nomination and satisfied throughout the term of office:

1. Directors must have held membership in ACPA for no less than three years and must demonstrate effectiveness in the components of the job description for the selected Director position (Director of Equity and Inclusion, Director of External Relations, Director of Membership Development, Director of Professional Development, Director of Research and Scholarship).
2. Members-at-Large must be members in good standing in ACPA. The Member-at-Large for Faculty must hold full-time status in a faculty position. The Member-at-Large for Entry-Level Professionals must have worked in a professional position and/or be currently enrolled in a graduate program for no more than five years at the time of election. The Member-at-Large for Mid-Level Professionals must have more than five years of full-time professional experience. The Member-at-Large for Senior-Level Professionals must be a senior-level student affairs or student services administrator (for example, Dean, Assistant/Associate Vice President, or Vice President).
3. Assembly Coordinators must be in good standing with the Association. In addition, the Coordinators for Commissions, Communities of Practice, State and Regional Chapters or International Members and Divisions must have held the position of chair, director or president

of the entity they wish to represent, and the Coordinator for Coalitions and Networks must have served a term as Chair of a Coalition or Network or Chair of a Coalition or Network Task Force. A current Coalition or Network Chair may serve in an elect role as Coordinator in their final year as Chair.

#### **Section 5.04 Voting Rights and Decision-Making.**

1. All members of the Governing Board will have a vote except for the Executive Director.
2. Any action required by law to be taken at a meeting, may be taken without a meeting if all the Governing Board Members consent to the adoption of a resolution authorizing the action.
  1. Any one or more Directors, Members-at-Large, Officers, Assembly Coordinators, or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or other means which allows all persons participating in the meeting to communicate with each other and such participation in a meeting shall be deemed presence in person at such meeting. To the extent the law permits, the Board may vote via e-mail, electronic, or regular mail ballots, and the organization shall be able to conduct meetings in written form where the words are transmitted to all participants (as may be accomplished through the use of a telephone or computer conference).

#### **Section 5.05 Election and Term of Governing Board.**

1. All elected members of the Governing Board shall be elected by the general membership according to nomination and election procedures authorized by the Governing Board.
2. Except for the position of Vice President, President, and Past President, the term of all elected Directors and Members-at-Large is three years: one year as elect and two years in that position. The schedule of elections shall provide for the election of Board members in alternate years so as to provide continuity within the Governing Board.
3. The term of office for Board members is scheduled to begin at the annual business meeting of each year following their election or appointment. No Director, Member-at-Large, or Assembly Coordinator may serve a consecutive term on the Governing Board unless they are elected Vice President.
4. The Director of Professional Development and Director of Research and Scholarship shall be appointed to the Governing Board by majority vote of the Governing Board following an established appointment and nomination process developed by the Nominations and Elections Committee, and approved by the Governing Board, in order to take office at the annual business meeting.
5. Given the unique role of Coalitions, the Coordinator for Coalitions and Networks shall be selected by the consensus of the current Coalition and Networks Chairs, generally at the annual meeting of the Association.

**Section 5.06 Vacancies.** Vacancies among voting Governing Board members may be filled by majority vote of the remaining members of the Governing Board with the assistance of and following the procedures of the Nominations and Elections Committee for the unexpired term and until their

successor is qualified and elected. Vacancies among the ex officio non-voting members of the Governing Board shall be filled by appointment of the Governing Board.

**Section 5.07 Removal of Governing Board Members.** A Director, Member-at-Large, or Assembly Coordinator may be removed from office, by the same removal procedures as apply to the removal of Officers.

**Section 5.08 Resignations.** Except as otherwise required by law, any Governing Board member of the Association may resign at any time by giving written notice to the Executive Director or to the President of the Association. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

**Section 5.09 Quorum of Governing Board and Action by the Governing Board.** Unless a greater proportion is required by law, a majority of the voting members of the Governing Board shall constitute a quorum for the transaction of business provided. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the act of a majority of the Governing Board members present at a meeting at which a quorum is present shall be the act of the Governing Board.

**Section 5.10 Meetings of the Governing Board.** Meetings of the Governing Board, regular or special, may be held at such place within or without the District of Columbia and upon at least two days notice as may be prescribed by resolution of the Governing Board. A Governing Board member's attendance at any meeting shall constitute waiver of notice of such meeting, except if such attendance is for the purpose of objecting to the transaction of 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 Governing Board need be specified in the notice or waiver of notice of such meeting. Governing Board-elect may be elected and invited to sit in on Governing Board meetings but are not voting members until they assume the Governing Board position.

**Section 5.11 Executive Committee.** The Governing Board may, in its discretion, by resolution adopted by a majority of the whole Board following the Annual Business Meeting, constitute and specify the authority and responsibilities of an Executive Committee to include the President, Vice President, the Past President, the Treasurer (non-voting), and such other Directors, Members-at-Large, or Assembly Coordinators as determined by majority vote of the Governing Board.

The Executive Committee may take action between meetings of the Governing Board, which expedites ongoing functions of the Association. Actions taken by the Executive Committee are to be reported in writing, electronically or otherwise, to the Governing Board within approximately 21 days of the Executive Committee meeting. The Executive Committee may be abolished at any time by the vote of a majority of the whole Governing Board, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed, as the Governing Board deems appropriate.

**Section 5.12 Compensation of Voting Governing Board Members.** The Association shall not pay any compensation to voting Governing Board members for services rendered to the Association, except that Governing Board members may be reimbursed for expenses incurred in the performance of their duties to the Association in accordance with applicable policies and procedures.

**Section 5.13 Board Emergency Powers.** In an emergency such that a quorum of the Governing Board cannot readily be assembled because of some catastrophic event, the Board may modify the lines of succession to accommodate the incapacity of any director, officer, employee, or agent, and may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

## **ARTICLE 6: PERMANENT BOARD COMMITTEES, AD HOC COMMITTEES, TASK FORCES**

**Section 6.01 Permanent Board Committees.** The Governing Board, by resolution adopted by a majority of the members in office, may in addition to the committees created in these Bylaws designate and appoint one or more committees and their members. Each committee shall consist of two or more Governing Board Members. Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Association, except that no such committee shall have the authority of the Board in reference to amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Director, Member-at-Large or officer of the Association; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Association; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Governing Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Governing Board Member of any responsibility imposed thereon by law. Beyond Governing Board committees or task force assignments, the processes and requirements for additional committee membership appointments is to be outlined in the Association's Standard Operating Procedures.

There shall be the following permanent Board committees:

- Strategic Planning and Assessment Committee, chaired by the President and includes all Governing Board members, is responsible for assisting the Executive Director with developing, implementing, and assessing the Association's strategic plan.
- Convention Chair Selection Committee, chaired by the Vice President and Deputy Executive Director and includes the Director of Professional Development, the Director of Equity and Inclusion and the Executive Director (ex officio, non-voting), selects and appoints the Convention Chair through a competitive application process.
- Audit and Finance Committee, chaired by the Past President and includes the President, Vice President, and Treasurer (ex officio), is responsible for compliance with the applicable requirements of the Sarbanes-Oxley Act, oversight of the finances of the Association, and submitting a yearly budget for review and approval by the Governing Board.
- Personnel Committee, chaired by the Past President and includes the President and Vice President, is charged with conducting the annual review and evaluation of the Executive Director, as well as coordinating the hiring processes for an Executive Director when necessary.
- Nominations and Elections Committee, chaired by the Past President and includes the President, Vice President, Assembly Coordinators, and Director of Equity and Inclusion, works closely with the International Office to develop, publicize, and facilitate the process for the candidacy and election or appointment to Association leadership positions.
- Ethics Committee, whose Chair is appointed by Director of Equity and Inclusion in consultation

with the President, works to resolve ethical dilemmas and to provide on-going education for members about ethics.

- Recruitment and Retention Think Tank, chaired by the Director of Membership Development, develops and implements efforts to increase and retain membership.
- Awards and Recognition Committee, chaired by the Director of Membership Development, develops application and selection processes for Association Awards.
- Leadership and Training Committee, chaired by the Director of Professional Development, prepares general members to assume association leadership positions and orients and trains Association leaders to fulfill job responsibilities and expectations.
- Bylaws Committee, chaired by the Vice President and including the Member-at-Large for Faculty, Member-at-Large for Entry-Level Professionals, Member-at-Large for Mid-Level Professionals, and Member-at-Large for Senior-Level Professionals, reviews and recommends bylaw changes to be brought before the membership.
- Publications Committee, chaired by the Director of Research and Scholarship, creates, coordinates and supports publications and other media of the Association; as needed, proposes publication changes to enhance the literature of college student affairs and services; requests the funding necessary to publish and promote the Association's publications; recommends to the Governing Board qualified individuals to serve as editors of ACPA publications; and solicits and encourages research to be published by ACPA and/or supported by ACPA Foundation Grants Committee.
- Equity & Inclusion Committee, chaired by the Director of Equity & Inclusion, assists the Association and the Director of Equity and Inclusion in dealing with issues of policy and procedures, the development and implementation of the Association's equity and inclusion plan, scan the larger environment of the Association, and serve as a bias incident response team and as ambassadors to the Coalitions and Networks, Communities of Practice, Commissions and State and International Divisions.

**Section 6.02 Ad Hoc Committees and Task Forces.** The Governing Board has the authority to establish ad hoc committees and task forces to address the short-term needs of the Association and to make recommendations to the Governing Board. The President in consultation with the Governing Board appoints the chair and members. At the time of formation, the Governing Board may assign oversight responsibility to an existing Governing Board member whose responsibility it is to provide regular reports and forward action items to the Governing Board for approval, including motions on an annual basis to continue, disband, or move the ad hoc committee or task force to a more permanent structure.

**Section 6.03 Authority and Final Report.** Committee and Task Force chairs shall be authorized to make recommendations to the Governing Board through the Governing Board member to whom they report. Chairs must submit a final report and description of procedure and goals achieved or not achieved upon completion of their term of office or assignment.

**Section 6.04 Removal of Committee or Task Force Chairpersons.** A Committee or Task Force Chairperson may be removed from office with cause, by the same removal procedures as apply to the removal of Officers.

**Section 6.05 Termination of Board Committees.** A Board Committee may be terminated upon the recommendation of the President and approval by a majority vote of the current Governing Board.

**Section 6.06 Term of Membership Service.** Each member of a committee shall continue as such until a next annual meeting of the Governing Board and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

## **ARTICLE VII: THE ASSEMBLY**

**Section 7.01 The Purpose of the Assembly.** There shall be an Assembly to function as an advisory board to pursue two purposes: (1) to facilitate communication between the Governing Board and the membership with respect to ideas, issues, and priorities; and (2) to foster the collaboration of the Association's constituent groups in order to bring the knowledge, research, and programming expertise of those groups to a broader cross-section of the membership. Assembly Coordinators shall represent their constituent groups in the planning, implementation and assessment of Assembly activities and the Association's strategic plan.

**Section 7.02 The Functions of the Assembly.** The Assembly is intended to coordinate and support the independent and collaborative work of its constituent bodies (State and Regional Chapters, International Members and Divisions, Commissions, Coalitions and Networks, and Communities of Practice) and to guide the constituent bodies in the activities and research necessary to achieve the Association's mission. The Assembly Leaders, sometimes referred to as the Coordinating Body of the Assembly, are to bring forth new ideas, concepts, and proposals for consideration and action of the Governing Board. The leadership of the Assembly is charged with establishing short-term directions (1-3 years) for the constituent bodies consistent with the Association's strategic plan. The Assembly Coordinators will guide the collaborative activities by which the constituent bodies fulfill these directions.

**Section 7.03 The Leadership of the Assembly.** The Assembly leadership shall be as follows. There shall be six Assembly Leaders: (1) the Vice President of the Governing Board (Chair of the Assembly), and the following five Coordinators, each of whom represents an entity of the Association: (2) the Coordinator for Coalitions and Networks, (3) the Coordinator for Commissions, (4) the Coordinator for State and Regional Chapters, (5) the Coordinator for International Members and Divisions, (6) Coordinator of Communities of Practice as well as the Director of Equity and Inclusion (as an ex officio, non-voting member).

**Section 7.04 Actions of the Assembly Leaders.** The Assembly leadership will work together and communicate regularly throughout the year to achieve its goals and directions. The Assembly will manage its affairs largely through consensus decision-making. However, when the "sense of the Assembly" is needed in the form of resolutions and recommendations, each Assembly Coordinator shall have one vote. The Vice President shall vote only in the case of a tie.

**Section 7.05 Meetings of the Assembly.** The Assembly Leaders are to convene and attend meetings of the Assembly at the annual Convention and the Summer Leadership Meeting, as held. The Vice President or their designee presides at such meetings. All ACPA elected and appointed leaders are expected to attend the Assembly meetings at the annual convention. All ACPA members who attend the convention are strongly encouraged to attend the Assembly meeting and the ACPA Annual Business Meeting.

## **ARTICLE VIII: EXECUTIVE DIRECTOR**

**Section 8.01 Employment Terms.** The Governing Board may upon majority vote appoint and employ an Executive Director pursuant to a written contract containing the terms, conditions and duration of employment of the Executive Director with ACPA. Upon the recommendation of the Personnel Committee, a decision either to terminate the employment of the Executive Director or not to renew their employment contract with ACPA shall require two-thirds majority vote at a meeting of the voting members of the Governing Board. Vacancies in the position of Executive Director may be filled by interim appointment upon the recommendation of the Personnel Committee and a majority of the voting members of the Governing Board. The Executive Director shall be supervised by and shall report directly to the President of the Association.

**Section 8.02 Executive Director Responsibilities.** The Executive Director shall: serve as the senior operating officer for the Association; direct and execute all decisions of the Governing Board; handle all day-to-day matters and duties for the operation of the Association; be the Secretary and Treasurer of the Association; and shall be an ex officio non-voting member of the Governing Board.

The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; performing or delegating the task of the execution of contracts or other instruments on behalf of the Association as the Board may authorize as well as the signing of checks, drafts or other orders for payment of money, provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Association.

The Executive Director shall serve as an ex officio non-voting member of all Administrative Committees of the Association and shall perform such other duties as the Governing Board may from time to time prescribe or authorize the President to prescribe, including all duties and responsibilities prescribed in the written employment contract.

**Section 8.03 Executive Director Evaluation.** On approximately an annual basis, the ACPA Personnel Committee shall, in consultation with the Board, provide a written appraisal of the performance of the Executive Director. The report of the annual appraisal shall also include a recommendation to the Governing Board regarding any adjustment to the annual salary of the Executive Director.

## **ARTICLE IX: AMENDMENTS**

**Section 9.01 Amendments to Bylaws.** Amendments to these Bylaws may be acted upon only at a business meeting of the Association, unless in the judgment of the Governing Board action upon a proposed amendment is desirable before the next business meeting. If presented in writing or electronically to all members of the Association at least 30 days before the business meeting at which the proposed change is to be considered, such an amendment may be adopted by the approval of a two-thirds vote of those members who voted. Any amendment to such proposed amendments or any amendments not presented thirty days before the meeting may be adopted only if receiving the approval of at least a four-fifths vote of the members present and voting.

If in the judgment of the Governing Board, amendments must be made prior to the annual business

meeting, voting on amendments may be taken through a ballot following presentation of the amendment in writing or electronically to all members of the Association. If two-thirds of the members returning ballots within the succeeding 30 days vote affirmatively, the amendment shall be adopted.

**Section 9.02 Amendments to the Articles of Incorporation.** The Articles of Incorporation may be amended by vote of the voting members pursuant to § 29-536 of the District of Columbia Nonprofit Corporation Act.

**ARTICLE X. Indemnification.** Except as may be set forth in the Articles of Incorporation, the following indemnification provisions shall apply. The liabilities and expenses reasonably incurred in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, or investigatory action by any person who served or is serving the corporation as a director, officer, committee member, volunteer, partner, trustee, employee, or agent of another entity (i.e., an “Eligible Person”) by reason of that Eligible Person’s position with or service to the Corporation –

- A. Shall be indemnified to the extent the Eligible Person was successful, on the merits or otherwise, in the defense of any such proceeding; and,
- B. May be indemnified if the person acted in good faith and reasonably believed in the case of conduct in an official capacity, that the conduct was in the best interests of the corporation; and in all other cases, that her or his conduct was at least not opposed to the best interests of the corporation; and in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, which indemnification shall be done only after complying with the provisions of the District of Columbia Nonprofit Corporation Act of 2010 regarding the process for making determinations about indemnification and the advance of expenses;
- C. But shall not be indemnified in connection with any proceeding with respect to conduct for which the person was adjudged liable on the basis that the person received a financial benefit to which she or her was not entitled, whether or not involving action in an official capacity; but,
- D. With regard to any Director or officer, the indemnification provided by this Article shall not be deemed exclusive of any rights to which any such Director or officer may be entitled under any statute, bylaw, agreement, vote of the Governing Board or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law, and to in its judgment advance expenses for indemnification to such persons to the fullest extent allowed by law.

Bylaws Approved in November 1993, and amended March 1994, March 1995, March 1996, March 1997, March 1998, March 1999, April 2000, April 2001, March 2002, April 2003, January 2004, December 2005, June 2006, April 2008, March 2013, April 2015, April 2017, and July 2019.